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**PUBLIC VERSION – PRIVILEGED AND CONFIDENTIAL INFORMATION AND
PROTECTED MATERIALS HAVE BEEN REMOVED
PURSUANT TO 18 C.F.R. § 388.112**

October 8, 2015

Hon. Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, DC 20426

Re: *Noble Altona Windpark, LLC*
Noble Bliss Windpark, LLC
Noble Clinton Windpark I, LLC
Noble Ellenburg Windpark, LLC
Noble Chateaugay Windpark, LLC
Noble Great Plains Windpark, LLC
Noble Wethersfield Windpark, LLC

Docket No. EC16-___-000

Dear Secretary Bose:

Enclosed for filing, pursuant to Section 203(a)(1) 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 is the Application for Authorization under Section 203 of the Federal Power Act and Request for Waivers, Confidential Treatment, and Expedited Consideration (“Application”) of Noble Altona Windpark, LLC, Noble Bliss Windpark, LLC, Noble Clinton Windpark I, LLC, Noble Ellenburg Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Great Plains Windpark, LLC, and Noble Wethersfield Windpark, LLC (collectively, the “Noble

¹ 16 U.S.C. § 824b (2012).

² 18 C.F.R. Pt. 33 (2015).



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Sellers” or “Applicants”) requesting authorization for the disposition of jurisdictional facilities³ resulting from a transaction involving the restructuring of certain membership interests in their upstream owner, Noble Environmental Power, LLC (“NEP”). As described herein, NEP will (1) amend the terms of the ownership interests currently owned by JPMP Wind Energy (Noble), LLC (“JPMP Noble”) to make them passive, non-voting interests, and (2) restructure the outstanding Series PN Preferred Units of Noble, which are owned 100 percent by Paragon Noble LLC (“PN”), with the result that PN will increase its voting interest in NEP from approximately 54 percent to approximately 81 percent, and CPP Investment Board (USRE II), Inc. will increase its voting interest in NEP from approximately 14 percent to approximately 15 percent (the “Transaction”). Because JPMP Noble’s interests will become passive interests, following the Transaction, the Noble Sellers will no longer be “affiliates,” as defined by the Commission,⁴ of JPMP Noble or its affiliates.

Request for Shortened Comment Period and Expedited Consideration

For the reasons set forth in the Application, Applicants respectfully request that the Commission establish a twenty-one (21) day comment period for this Application and issue an order granting the requested authorizations by no later than October 28, 2015, to allow for a closing of the Transaction as soon as possible thereafter. The Application qualifies for expedited consideration under Section 33.11(c)(2) of the Commission’s regulations because the Transaction does not involve a merger or require a competitive screen analysis, is consistent with Commission precedent, and raises no cross-subsidization concerns.⁵

Request for Confidential Treatment

Pursuant to Section 388.112 of the Commission’s regulations, Applicants respectfully request privileged and confidential treatment of the transaction document set forth in Exhibit I because it contains commercially-sensitive information that is not publicly-available.⁶ Exhibit I has been omitted from the public version of the Application. In the privileged version of the

³ The jurisdictional facilities owned by Applicants consist of their market-based rate schedules, interconnection facilities which are used for the transmission of electric energy in interstate commerce, and books and records associated with the sale of electric energy for resale in interstate commerce.

⁴ 18 C.F.R. § 35.43(a)(1).

⁵ 18 C.F.R. § 33.11(c)(2).

⁶ 18 C.F.R. § 388.112.



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Application, the non-public Exhibit I has been marked “**NON-PUBLIC VERSION – CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION AND PROTECTED MATERIALS – DO NOT RELEASE PURSUANT TO 18 C.F.R. § 388.112.**” In accordance with Section 33.8(a) of the Commission’s regulations, Applicants have included a draft protective order as Attachment 1 to this Application.⁷

Requests for Waivers

Applicants also request that the Commission, consistent with its precedent, grant waivers of certain informational and exhibit requirements specified in Part 33 of the Commission’s regulations, to the extent that the information required by Part 33 is not necessary to determine that the proposed Transaction meets the statutory requirements of FPA Section 203.

Verification

Attachment 2 to the Application includes a verification by Applicants’ authorized representatives.

⁷ 18 C.F.R. § 33.8(a).



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Please contact the undersigned should you have any questions concerning this Application.

Respectfully submitted,

/s/ Adam Wenner

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PUBLIC VERSION
PRIVILEGED AND CONFIDENTIAL INFORMATION AND
PROTECTED MATERIALS HAVE BEEN REMOVED
PURSUANT TO 18 C.F.R. § 388.112

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

)		
Noble Altona Windpark, LLC)		
Noble Bliss Windpark, LLC)		
Noble Clinton Windpark I, LLC)	Docket No. EC16-	-000
Noble Ellenburg Windpark, LLC)		
Noble Chateaugay Windpark, LLC)		
Noble Great Plains Windpark, LLC)		
Noble Wethersfield Windpark, LLC)		
)		

**APPLICATION FOR AUTHORIZATION UNDER SECTION 203 OF THE
FEDERAL POWER ACT AND REQUEST FOR WAIVERS, CONFIDENTIAL
TREATMENT, AND EXPEDITED CONSIDERATION**

Pursuant to Section 203(a)(1) 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 each of the above-referenced entities (collectively, the “Noble Sellers” or “Applicants”) hereby submits this application (“Application”) requesting authorization for the disposition of jurisdictional facilities³ resulting from a transaction involving the restructuring of certain membership interests in their upstream owner, Noble Environmental Power, LLC (“NEP”). As described herein, NEP will (1) convert the

¹ 16 U.S.C. § 824b(a)(1) and (a)(2), (2) (2012).

² 18 C.F.R. Pt. 33 (2015).

³ The jurisdictional facilities owned by Applicants consist of their market-based rate schedules, interconnection facilities which are used for the transmission of electric energy in interstate commerce, and books and records associated with the sale of electric energy for resale in interstate commerce.

voting ownership interests currently owned by JPMP Wind Energy (Noble), LLC (“JPMP Noble”) into passive, non-voting interests, and (2) restructure the outstanding Series PN Preferred Units of Noble, which are owned 100 percent by Paragon Noble LLC (“PN”), with the result that PN will increase its majority ownership of voting interests in NEP from approximately 54 percent to approximately 81 percent, and CPP Investment Board (USRE II), Inc. (“USRE II”) will increase its minority ownership of voting interests in NEP from approximately 14 percent to approximately 15 percent (the “Transaction”).⁴ Following the Transaction, the Noble Sellers will no longer be affiliates of JPMP Noble or its affiliates. Accordingly, the installed capacity owned or controlled by Applicants and their affiliates will be reduced, as a result of JPMP Noble’s ceasing to be an affiliate. As explained in Section VI below, the Transaction is consistent with the public interest because it will not have an adverse effect on competition, rates or regulation and will not result in any cross-subsidization concerns.

⁴ The Commission’s regulations provide blanket authorization under Section 203(a)(2) of the FPA for holdings companies, such as PN and USRE II, to acquire securities of subsidiary companies, such as Applicants. *See* 18 C.F.R. § 33.1(c)(2)(iii). In addition, the Commission’s regulations provide blanket authorization for entities that are holding companies only with respect to exempt wholesale generators (“EWGs”), foreign utility companies (“FUCOs”), or qualifying facilities (“QFs”), to acquire the securities of additional EWGs, FUCOs, or QFs. *See* 18 C.F.R. § 33.1(c)(8). The Commission’s regulations further provide blanket authorization under Sections 203(a)(1) and 203(a)(2) for certain internal corporate reorganizations. *See* 18 C.F.R. 33.1(c)(6). To the extent the Commission determines that the Transaction qualifies for any blanket authorization set forth in the Commission’s regulations, including those listed above, Applicants request that the Commission authorize the Transaction without making a determination as to its jurisdiction and without prejudice to Applicants invoking the blanket authorizations, to the extent applicable, with respect to any future transfer of upstream interests that might otherwise require prior approval under Section 203 of the FPA.

I. COMMUNICATIONS

Applicants request that all correspondence, pleadings and other communications concerning this filing be served upon the individuals who should be included on the official service list in this proceeding.⁵

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Counsel for the Noble Sellers

II. REQUEST FOR EXPEDITED CONSIDERATION

Applicants respectfully request expedited consideration of this Application, including a twenty-one (21) day comment period, and an order issued by October 28, 2015. The Applicants request expedited consideration of this Application because JPMP Noble is required to promptly satisfy requirements of Regulation Y promulgated by the Board of Governors of the Federal Reserve, and thus is seeking to reduce its voting and nominal ownership interest. The Applicants submit that good cause exists for this requested expedited treatment because the Applicants have spent months examining various options to develop the restructuring plan described herein, with a view to enabling JPMP Noble to comply with Regulation Y in a prudent fashion and they have submitted this Application as expeditiously as possible once the restructuring plan was finalized. The Transaction qualifies for expedited consideration under Section 33.11 of

⁵ Applicants request waiver of Rule 203(b)(3), 18 C.F.R. § 385.203(b)(3), so that a copy of any communications in this proceeding may be served on all persons listed above.

the Commission's regulations because the Transaction involves upstream changes in equity holdings control, does not involve a merger, is consistent with the Commission's precedent, and raises no cross-subsidization concerns.⁶

III. REQUEST FOR CONFIDENTIAL TREATMENT

Applicants respectfully request privileged and confidential treatment for the summary of key terms of the Transaction ("Term Sheet") set forth in Exhibit I to this Application because it contains commercially-sensitive information that is not publicly-available. Accordingly, Applicants are filing a privileged version of the Application that contains the confidential and privileged information set forth in Exhibit I, which is marked "**NON-PUBLIC VERSION – CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION AND PROTECTED MATERIALS – DO NOT RELEASE PURSUANT TO 18 C.F.R. § 388.112**" and a public version of the Application with the confidential material redacted, marked "**PUBLIC VERSION – PRIVILEGED AND CONFIDENTIAL INFORMATION AND PROTECTED MATERIALS HAVE BEEN REMOVED PURSUANT TO 18 C.F.R. § 388.112.**"

The release of such information would likely cause substantial harm to the competitive position of Applicants, and would cause an impediment to future negotiations of similar transactions for Applicants and for other parties that might engage in similar transactions. In accordance with Section 33.8(a) of the Commission's regulations, Applicants have included a draft protective order as Attachment 1 to this Application.

⁶ See *Revised Filing Requirements Under Part 33 of the Commission's Regulations*, Order No. 642, FERC Stats. & Regs., Regs. Preambles 1996-2000 ¶ 31,111, at 31,877-78 (2000); 18 C.F.R. § 33.11(c)(2).

IV. DESCRIPTION OF APPLICANTS AND THEIR RELEVANT AFFILIATES

Each of the Applicants is a Delaware limited liability company with its principal place of business located in Centerbrook, Connecticut. Except for the wind energy project owned by Noble Great Plains Windpark, LLC (the “Great Plains Project”), which is located in Texas within the Southwest Power Pool, Inc. (“SPP”) balancing authority area (“BAA”), each of the wind energy projects owned by Applicants is located in the New York Independent System Operator, Inc. (“NYISO”) BAA.

Applicants are indirect subsidiaries of NEP. The upstream ownership of NEP is divided into several classes of voting and non-voting interests that convey proportionate ownership interests in NEP. The voting interests in NEP are currently owned approximately 28 percent by JPMP Noble, 54 percent by PN, 14 percent by USRE II, a wholly-owned subsidiary of the Canada Pension Plan Investment Board (“CPPIB”), and 4 percent by individuals, trusts and limited liability companies (collectively, the “Management Investors”). Each of NEP’s upstream owners is described below.

A. Noble Altona Windpark, LLC

Noble Altona Windpark, LLC (“Noble Altona”) owns and operates an approximately 97.5 MW wind-powered generating facility located in Altona, New York (the “Altona Project”). The Altona Project is interconnected with transmission facilities that are owned by the New York Power Authority (“NYPA”) and are under the operational control of the NYISO. The output of the Altona Project may be sold to one or more parties under the bilateral power purchase agreements or into the NYISO markets. Noble Altona is an exempt wholesale generator (“EWG”) with market-based

rate authorization.⁷

B. Noble Bliss Windpark, LLC

Noble Bliss Windpark, LLC (“Noble Bliss”) owns and operates an approximately 100.5 MW wind-powered generating facility located in Wyoming County, New York (the “Bliss Project”). The Bliss Project is interconnected with transmission facilities that are owned by the Village of Arcade, New York. The output of the Bliss Project may be sold to one or more parties under bilateral power purchase agreements or into the NYISO markets. Noble Bliss is an EWG with market-based rate authorization.⁸

C. Noble Clinton Windpark I, LLC

Noble Clinton Windpark I, LLC (“Noble Clinton”) owns and operates an approximately 100.5 MW wind-powered generating facility located in the Town of Clinton, New York (the “Clinton Project”). The Clinton Project is interconnected with transmission facilities that are owned by NYPA and are under the operational control of the NYISO. The output of the Clinton Project may be sold to one or more parties under bilateral power purchase agreements or into the NYISO markets. Noble Clinton is an EWG with market-based rate authorization.⁹

⁷ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Altona Windpark, LLC, Docket No. EG06-78-000 (filed Aug. 25, 2006); *Calpeak Power LLC*, Docket No. EG06-68-000 (Notice of Effectiveness of Exempt Wholesale Generator Status issued Nov. 1, 2006) (“November 1 Notice”); *Noble Bliss Windpark, LLC*, Docket No. ER06-1407-000 (Sept. 28, 2006) (unpublished letter order) (“September 28 Order”) (granting market-based rate authorization).

⁸ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Bliss Windpark, LLC, Docket No. EG06-79-000 (filed Aug. 25, 2006); November 1 Notice (effectiveness of EWG Self-Certification); September 28 Order (granting market-based rate authorization).

⁹ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Clinton Windpark I, LLC, Docket No. EG06-76-000 (filed Aug. 25, 2006); November 1 Notice (effectiveness of EWG Self-Certification); September 28 Order (granting market-based rate authorization).

D. Noble Ellenburg Windpark, LLC

Noble Ellenburg Windpark, LLC (“Noble Ellenburg”) owns and operates an approximately 81 MW wind-powered generating facility located in the Town of Ellenburg, New York (the “Ellenburg Project”). The Ellenburg Project is interconnected with transmission facilities that are owned by NYPA and are under the operational control of the NYISO. The output of the Ellenburg Project may be sold to one or more parties under bilateral power purchase agreements or into the NYISO markets. Noble Ellenburg is an EWG with market-based rate authorization.¹⁰

E. Noble Chateaugay Windpark, LLC

Noble Chateaugay Windpark, LLC (“Noble Chateaugay”) owns and operates an approximately 106.5 MW wind-powered generating facility located near the Town of Chateaugay, New York (the “Chateaugay Project”). The Chateaugay Project is expected to interconnect with transmission facilities that are owned by NYPA and are under the operational control of the NYISO. The output of the Chateaugay Project may be sold to one or more parties under bilateral power purchase agreements or into the NYISO markets. Noble Chateaugay is an EWG with market-based rate authorization.¹¹

F. Noble Great Plains Windpark, LLC

Noble Great Plains Windpark, LLC (“Noble Great Plains”) owns and operates the Great Plains Project, an approximately 114 MW wind-powered generating facility located in Hansford County, Texas. The Great Plains Project is interconnected with the

¹⁰ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Ellenburg Windpark, LLC, Docket No. EG06-77-000 (filed Aug. 25, 2006); November 1 Notice (effectiveness of EWG Self-Certification); September 28 Order (granting market-based rate authorization).

¹¹ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Chateaugay Windpark, LLC, Docket No. EG08-47-000 (filed Mar. 4, 2008); June 24 Notice (effectiveness of EWG Self-Certification); March 27 Order (granting market-based rate authorization).

transmission facilities owned by Xcel Energy, Inc. (“Xcel Energy”), and operated by Southwest Power Pool, Inc. (“SPP”) within the SPP balancing authority area (“BAA”). Noble Great Plains is an EWG with market-based rate authorization.¹²

G. Noble Wethersfield Windpark, LLC

Noble Wethersfield Windpark, LLC (“Noble Wethersfield”) owns and operates an approximately 126 MW wind-powered generating facility located near the Town of Wethersfield, New York (the “Wethersfield Project”). The Wethersfield Project is interconnected with transmission facilities that are owned by New York State Electric and Gas Corporation, also under the operational control of the NYISO. The output of the Wethersfield Project may be sold to one or more parties under bilateral power purchase agreements or into the NYISO markets. Noble Wethersfield is an EWG with market-based rate authorization.¹³

H. NEP

NEP is a Delaware limited liability company that is a renewable energy holding company. NEP is governed and managed by a Board of Managers who are appointed or elected by the members of NEP in accordance with the Limited Liability Company Operating Agreement of NEP. The Board of Managers has the sole right to manage the business and affairs of NEP.¹⁴

¹² See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Great Plains Windpark, LLC, Docket No. EG08-91-000 (filed Aug. 27, 2008); *Crystal Lake Wind, LLC, et al.*, Notice of Effectiveness, Docket Nos. EG08-87-000, *et al.* (Nov. 19, 2008) (effectiveness of EWG Self-Certification); *Noble Great Plains Windpark, LLC*, Docket No. ER08-1443-000 (Sept. 24, 2008) (unpublished letter order granting market-based rate authorization).

¹³ See Notice of Self-Certification of Exempt Wholesale Generator Status of Noble Wethersfield Windpark, LLC, Docket No. EG08-45-000 (filed Mar. 4, 2008); June 24 Notice (effectiveness of EWG Self-Certification); March 27 Order (granting market-based rate authorization).

¹⁴ Currently, the Board of Managers can consist of a maximum of nine board members. PN has the right to elect five Board positions, JPMP Noble has the right to elect two Board positions, the Management Investors have the right to elect one Board position (this Board position is currently vacant) and the CEO

I. JPMP Noble

JPMP Noble, a Delaware limited liability company, has limited consent rights in the management of NEP and does not exercise day-to-day control over Applicants' jurisdictional activities. At present it has the right to elect two of the voting members of NEP's Board of Managers. JPMP Noble is controlled by JPMP Capital Corp ("JPMPC"), a wholly-owned direct subsidiary of JPMorgan Chase & Co. ("JPMorgan Chase"). JPMorgan Chase, a publicly-traded Delaware corporation headquartered in New York, New York, is a financial holding company regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.

JPMPC and JPMorgan Chase are not primarily engaged in energy-related business activities and do not directly own or control any electric generating or transmission assets or generation output. None of JPMorgan Chase's affiliates owns any electric transmission (other than limited interconnection facilities) or interstate natural gas pipeline facilities. Further, JPMorgan Chase does not control and is not affiliated with any entity that controls any essential inputs to generation in the relevant market, including any intrastate pipeline facilities.

Through direct or indirect subsidiaries, JPMorgan Chase has a number of energy affiliates that engage in wholesale sales of electricity in the United States and that own various interests in electric generating facilities. For example, J.P. Morgan Ventures Energy Corporation ("JPMVEC"), a non-banking affiliate of JPMP Noble and wholly-owned subsidiary of JPMorgan Chase, is currently authorized to sell capacity, energy,

holds one Board position. As a result of the Transaction described herein, JPMP Noble will no longer have a right to elect any Board positions, and the total number of Board positions will be reduced to seven.

and ancillary services at market-based rates in all regions of the United States.¹⁵

Subsidiaries of JPMVEC are parties to one or more tolling agreements that convey to each entity, respectively, the exclusive right to the output of generation facilities in various markets. Accordingly, numerous direct and indirect subsidiaries of JPMVEC are authorized to sell capacity, energy, and ancillary services in various regions.

JPM Capital Corporation, and J.P. Morgan Investment Management Inc. (JPMIM), wholly-owned subsidiaries of JPMorgan Chase, hold indirect, passive, non-controlling interests in various companies that own and operate wind-powered electric generation facilities in the NYISO and SPP BAAs, but these companies are generally not considered to be affiliates of JPMC in accordance with *AES Creative Resources, L.P.* (“*AES Creative*”).¹⁶ With respect to its passive interests in certain companies within the SPP BAA, however, JPMCC has chosen not to make a filing demonstrating that it is not affiliated with them (but has reserved the right to do so). These companies are:

- Buffalo Dunes Wind Project, LLC, which owns and operates an approximately 250 MW wind-powered electric generating facility and which has market-based rate authority¹⁷ and is an EWG¹⁸;
- Elkhorn Ridge Wind, LLC, which owns and operates an approximately 80 MW wind-powered electric generating facility, and which has market-based rate authority¹⁹ and is aQF²⁰;

¹⁵ JPMVEC obtained market-based rate authority on September 20, 2005, in Docket No. ER05-1232-000. The Commission accepted a Notice of Succession on December 29, 2008, pursuant to which JPMVEC succeeded to Bear Energy LP’s market-based rate tariff and issued a revised rate schedule. On November 17, 2010, the Commission accepted JPMVEC’s baseline e-tariff filing, filed to comply with Order No. 714. JPMVEC is a Category 2 Seller as defined in 18 C.F.R. § 35.36(a).

¹⁶ 129 FERC ¶ 61,239 (2009).

¹⁷ *Buffalo Dunes Wind Project, LLC*, Letter Order, Docket No. ER13-2409-000 (Oct. 31, 2013).

¹⁸ *Buffalo Dunes Wind Project, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG13-49-000 (Nov. 15, 2013).

¹⁹ *Elkhorn Ridge Wind, LLC*, Letter Order, Docket No. ER08-1397-000 (Sept. 15, 2008).

- San Juan Mesa Wind Project, LLC, which owns and operates an approximately 120 MW wind-powered electric generating facility and which has market-based rate authority²¹ and is an EWG²²;
- Sleeping Bear, LLC, which indirectly owns and operates an approximately 95 MW wind-powered electric generating facility and which has market-based rate authority²³ and is an EWG²⁴;
- Wildorado Wind, LLC, which owns and operates an approximately 161 MW wind-powered electric generating facility and which has market-based rate authority²⁵ and is an EWG²⁶; and
- Mammoth Plains Wind Project, LLC, which owns and operates an approximately 200 MW wind-powered electric generating facility and which has market-based rate authority²⁷ and is an EWG²⁸ facility.²⁹

In addition, through its upstream ownership interests in NEP, JPMCC is affiliated with Noble Great Plains, described herein. Accordingly, except for the potential affiliation through NEP with Noble Great Plains, and except for JPMCC's potential affiliation with the above-identified projects, with a combined total capacity of 906 MW, JPMCC is not affiliated with an electric generation capacity located in the SPP BAA.

²⁰ Notice of Self-Certification, *Elkhorn Ridge Wind, LLC*, Docket No. QF08-470-000 (April 7, 2008); *Elkhorn Ridge Wind, LLC*, Form 556, Docket No. QF08-470-001 (Aug. 8, 2014).

²¹ *San Juan Mesa Wind Project, LLC*, Letter Order, Docket No. ER05-1389-000 (Dec. 12, 2005).

²² *San Juan Mesa Wind Project, LLC*, Docket No. EG05-76-000, 112 FERC ¶ 62,122 (Aug. 11, 2005).

²³ *Sleeping Bear, LLC*, Letter Order, Docket No. ER07-645-000 (April 17, 2007).

²⁴ *Sleeping Bear, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG07-43-000 (June 18, 2007).

²⁵ *Wildorado Wind, LLC*, Letter order, Docket No. ER07-301-000 (Jan. 31, 2007).

²⁶ *Wildorado Wind, LLC*, Docket No. EG06-5-000, 113 FERC ¶ 62,240 (Dec. 27, 2005).

²⁷ *Mammoth Plains Wind Project, LLC*, Letter Order, Docket ER14-2707-000 (Oct. 24, 2014).

²⁸ *Mammoth Plains Wind Project, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, EG14-75-000 (Oct. 15, 2014).

²⁹ JPMCC has a proposed acquisition of a passive interest in Breckinridge Wind Project, LLC, which owns and operates a 98.1 MW wind-powered electric generating facility ("Breckinridge Project"), is pending Commission approval in Docket No. EC15-196-000. In addition, JPMCC has two additional proposed investments in the SPP BAA that, if consummated, would result in an additional 400.5 MW in the SPP region.

With respect to the NYISO BAA, JPMIM holds interests in two companies. These companies are Somerset Operating Company, LLC (“Somerset”), which owns and operates an approximately 679 MW coal-fired electric generation facility, and Cayuga Operating Company, LLC (“Cayuga”), which owns and operates an approximately 311 MW coal-fired electric generation facility. In addition, through its upstream ownership interests in NEP, JPMIM is affiliated with each of the Noble Sellers with generation facilities in the NYISO BAA.

Affiliates of JPMorgan Chase own passive, direct or indirect tax equity interests in certain wind generation facilities located in the United States. With the exception of certain investments of affiliates of JPMorgan Chase, including JPMCC, JPMorgan Chase’s affiliates have represented to the Commission that these passive interests are substantially similar to the interests held by the passive tax equity investors in *AES Creative*, and therefore do not create an affiliation between JPMorgan Chase and the wind generation facilities. Subsidiaries of JPMorgan Chase also may manage mutual funds, other collective investment vehicles, separate accounts, or any combination thereof as a fiduciary on behalf of persons who hold interest in such funds, investment vehicles, or separate accounts; and such funds, investment vehicles, and separate accounts may buy and sell securities of public utilities and other companies engaged in energy-related activities without exercising control over such public utilities or other companies. A list of JPMorgan Chase’s energy affiliates is attached as Exhibit B-2.

J. USRE II

USRE II currently holds approximately 14% of the overall units of NEP and has the right to elect one non-voting observer to the Board of Managers of NEP but has not yet exercised such right. USRE II’s consent is required for certain major actions that may

negatively affect its ownership interest in NEP, such as certain amendments to NEP's corporate organization documents and the issuance of certain additional securities by NEP. However, USRE II does not exercise day-to-day control over Applicants or their jurisdictional activities.

CPPIB is a professional investment management organization based in Toronto that invests the assets of the Canada Pension Plan. CPPIB has invested in shares, membership interests, partnership interests and other voting interests in numerous private and public companies, including regulated electric utilities and other public utilities engaged in generation, transmission, or distribution or sale of electric energy. None of such investments related to energy-related companies in the United States or Canada involves the ownership or control of 10% or more of such company's voting equity interests, other than the investments by CPPIB's wholly-owned subsidiaries, USRE II and CPP Investment Board Private Holdings Inc. ("PHI").

USRE II is an investment holding company that is primarily engaged in a business other than that of producing, selling or transmitting electric power. The investment portfolio of USRE II includes interests in a number of public and private companies in various industries, of which holdings in energy-related companies in the United States are a small fraction.³⁰

PHI is an investment holding company that is primarily engaged in a business other than that of producing, selling or transmitting electric power. Through PHI, CPPIB has a 28.2% ownership in Quantum Utility Generation ("QUG") which is a power generation investment platform which focuses on acquiring and operating power

³⁰ Among other things, USRE II holds an approximately 31.57% interest in Puget Holdings LLC, which in turn indirectly holds 100% of the stock Puget Energy, Inc., the parent company of two FERC-jurisdictional public utilities – Puget Sound Energy, Inc. and Black Creek Hydro, Inc.

generation assets in North America. CPPIB's investments in Quantum related entities constitute passive investments. CPPIB controlled entities each own 28.2 percent of the outstanding membership interests in investments in various entities set up to hold the operating assets, but are not be able to exert control over the day-to-day activities of those entities. CPPIB's entities have no voting rights on the boards of the investment entities except that they have a designee on the boards with special approval rights for limited matters, including: (i) amendments that disproportionately and adversely affect CPP, (ii) changes in tax classification and (iii) related party transactions. These limited consent rights are necessary to protect CPPIB entities and are consistent with rights that the Commission has found do not convey control over a public utility or allow the holder of the rights to participate in a public utility's day-to-day operations. Thus, CPPIB's entities constitute passive investors in QUG entities. The Commission has accepted evidence demonstrating that CPPIB's interests in QUG and QUG entities are passive with only limited consent rights similar to those in *AES Creative*.³¹

K. Management Investors

The Management Investors collectively hold 100% of the common units and a minority percentage of the preferred units of NEP. The Management Investors, through their ownership of 100% of the common units, have the collective right to elect one of the voting members of NEP's Board of Managers. The Management Investors consist of: (i) Charles C. Hinckley, III, who holds or will hold approximately 20.9% of the allocated common units, and less than 1% of the preferred units of NEP as an individual or through trusts and limited liability companies; (ii) John M. Quirke, who holds approximately

³¹ See *Quantum Choctaw Power, LLC*, Letter Order, Docket No. ER12-458-000 (Jan. 6, 2012).

21.0% of the allocated common units and less than 1% of the preferred units of NEP as an individual or through trusts and limited liability companies; (iii) Walter Q. Howard, who holds approximately 7.7% of the allocated common units of NEP; (iv) Christopher M. Lowe, who holds approximately 5.7% of the allocated common units of NEP; (v) Thomas Swank, who holds approximately 13.7% of the allocated common units of NEP; and (vi) certain other individuals, each of whom holds less than 10% of the common units of NEP.

L. PN

PN currently holds the majority of the overall units of NEP and has the right to appoint five of the voting members of NEP's Board of Managers. PN is a special purpose vehicle established on October 5, 2006, as a Delaware limited liability company, with one or more funds affiliated with and controlled by MSD Capital, L.P., a Delaware limited partnership, ("MSD") as an owner of interests in PN that amount to greater than 10 percent. PN currently has no energy-related assets other than through its interest in NEP. Moreover, PN has no energy-related affiliates other than those of MSD described herein.

M. MSD

MSD was founded in 1998 and is based in New York with an office in California. The sole general partner of MSD is MSD Capital Management, LLC, which was formed in 2000 to act as the general partner of MSD. MSD was formed to manage the capital of Michael S. Dell and his family. MSD is an investment firm primarily focused on the following investment activities: publicly-traded securities; traditional private equity activities; real estate; special opportunities; and selectively investing with established third-party managers in the private and public markets. While these are the principal

areas of focus, MSD engages in a broad range of investment activities and has the flexibility to invest in a wide variety of asset classes. Across this investing spectrum, its primary objective is to build an investment portfolio focused on long-term capital appreciation. MSD's investments do not concentrate primarily on the U.S. public utility sector.

Apart from the Applicants, MSD does not own or control any electric power production capacity (nor any electric transmission or distribution facilities) within the SPP or NYISO BAAs, and since MSD is already affiliated with the Applicants, MSD's affiliations will not change as a result of the Transaction. MSD's energy affiliates and energy subsidiaries are not involved in the Transaction, apart from the Applicants, but they are enumerated below in satisfaction of the requirements of Section 33.2(c)(2) of the Commission's regulations, 18 C.F.R. § 33.2(c)(2). MSD's energy subsidiaries and energy affiliate are as follows, and the applicable entities are identified on Exhibit B-2 hereto:

Saguaro Power Company, A Limited Partnership (“Saguaro”): Investment funds managed by MSD hold interests in Saguaro, the owner of an existing 105-MW (net, 101 MW – Summer) topping-cycle qualifying cogeneration generation facility near the City of Henderson, Clark County, Nevada that is interconnected to the transmission system owned and operated by Nevada Power Company. The Saguaro facility is a QF; Saguaro has been granted with market-based rate authority. Saguaro is not interconnected to, does not deliver into, and is not able to participate in the SPP or NYISO markets in which the Applicants' facilities are located.

Colstrip Energy Limited Partnership (“Colstrip”): Investment funds managed by MSD hold interests in Colstrip, which owns a 42 MW (35 MW – Summer) coal-fueled small power production QF located in Rosebud County near Colstrip, Montana. NorthWestern Corporation (“NorthWestern”) purchases all of the electric power output of the facility. At present, MSD has an indirect interest equivalent to approximately 25 percent in Colstrip. Colstrip is not interconnected to, does not deliver into, and is not able to participate in the SPP or NYISO markets in which the Applicants' facilities are located.

Blueknight Energy Partners: An “affiliate” (as that term is defined in the Commission’s regulations) of MSD also holds approximately 16.7% of the common units in Blueknight Energy Partners, L.P. (“Blueknight”), a publicly-traded master limited partnership which owns and controls certain mid-stream natural gas and oil development facilities. To MSD’s knowledge, Blueknight is not a public utility or a holding company of a public utility, and this entity is managed and controlled by persons unaffiliated with MSD. Blueknight invests in mid-stream crude oil storage and transportation facilities only in Oklahoma, Kansas and Texas, all of which are operated pursuant to FERC tariffs.

Apart from Saguaro, Colstrip, and Blueknight, MSD and its affiliates (as that term is defined in the Commission’s regulations) do not own or control 10% or more of any electric facilities or essential inputs to electric generation located in the United States, including ownership or control of coal sources, transmitting utilities (whether or not subject to Commission jurisdiction), natural gas commodities, or rail carriers. Further, MSD and its affiliates (as defined above) are not affiliated with a public utility with a franchised service territory or captive ratepayers in the United States. Neither MSD nor any of its affiliates owns or controls 10% or more of any electric transmission or distribution facilities in the United States or intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, sites for generation capacity development, or sources of coal supplies and the transportation of coal supplies in the United States.

V. DESCRIPTION OF THE PROPOSED TRANSACTION

The Transaction shall consist of a restructuring of the upstream ownership interests in NEP with the combined result that (1) JPMP Noble’s voting interests will be amended to be non-voting ownership interests, and (2) PN’s ownership of the voting interests in NEP will increase from approximately 54 percent to approximately 81

percent. In addition, the ownership of voting interests in NEP that are currently owned by USRE II will increase from approximately 14 percent to approximately 15 percent.³² Following the closing of the Transaction, JPMP Wind will no longer have a right to appoint any person to the Board of Managers of NEP. As a result of the Transaction, the Noble Sellers will no longer be affiliated with JPMP Wind or its affiliates.

VI. THE COMMISSION SHOULD AUTHORIZE THE TRANSACTION UNDER SECTION 203 OF THE FPA

Section 203(a) of the FPA provides that the Commission will authorize a jurisdictional transaction if it is “consistent with the public interest.” As explained in Order No. 642 and the *Merger Policy Statement*,³³ the Commission examines three factors in determining whether a proposed transaction is consistent with the public interest: (i) its effect on competition, (ii) its effect on rates, and (iii) its effect on regulation. An applicant need not show that a transaction positively benefits the public interest, but rather that it is “consistent with the public interest, *i.e.*, that the transaction does not harm the public interest.”³⁴ Additionally, pursuant to the Energy Policy Act of 2005 and Order No. 669, the Commission determines whether a proposed transaction will result in a cross subsidization of a non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company and, if so, whether

³² As stated in Section IV above, the Management Investors collectively own approximately 4 percent of the voting interests in NEP. Upon consummation of the Transaction, the voting interests in NEP that are owned by the Management Investors will increase by a *de minimis* amount and will remain at approximately 4 percent.

³³ *Revised Filing Requirements Under Part 33 of the Commission’s Regulations*, Order No. 642, 65 Fed. Reg. 70984 (Nov. 28, 2000), *reh’g*, Order No. 642-A, 66 Fed. Reg. 16121 (Mar. 23, 2001); *Inquiry Concerning the Commission’s Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044, at 30,123 (1996) (“*Merger Policy Statement*”), *reconsideration denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997)

³⁴ *See, e.g., Texas-New Mexico Power Co.*, 105 FERC ¶ 61,028, at P 23 and n. 14 (2003) (citing *Pac. Power & Light Co. v. FPA*, 111 F.2d 1014, 1016-17 (9th Cir. 1949)).

the cross-subsidizations, pledge or encumbrance is consistent with the public interest.³⁵

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

Applicants respectfully submit that the Commission should conclude, based on the showing below, that the Transaction is consistent with the public interest, because it will not have an adverse effect on competition, rates or regulation. Further, the Transaction will not result in the cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company. Accordingly, the Transaction should be approved.

A. The Transaction Will Have No Adverse Effect on Competition.

Order No. 642 identifies two types of analyses relevant to determining whether a transaction subject to Commission jurisdiction under Section 203 of the FPA will result in adverse effects on competition: a horizontal market analysis and a vertical market analysis. However, the Commission does not require the filing of a horizontal or vertical competitive screen analysis as described in Appendix A to the *Merger Policy Statement* and Sections 33.3 and 33.4 of the Commission's regulations 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*["³⁶ In addition, Section 33.4(a)(2)(i) of the Commission's regulations states that a vertical competitive analysis is not required if the applicant affirmatively demonstrates that "[t]he merging entities currently do not provide

³⁵ *Transactions Subject to FPA Section 203*, Order No. 669, 71 Fed. Reg. 1348 (Jan. 6, 2006), *reh'g*, Order No. 669-A, 71 Fed. Reg. 28422 (May 16, 2006), *reh'g*, Order No. 669-B, 71 Fed. Reg. 42579 (July 27, 2006).

³⁶ 18 C.F.R. § 33.3(a)(2)(i).

inputs to electricity products (*i.e.*, upstream relevant products) and electricity products (*i.e.*, downstream relevant products) in the same geographic markets or that the extent of the business transactions in the same geographic market is *de minimis*.”³⁷ Although the Transaction involves the transfer of upstream ownership interests in companies owning generation and limited interconnection facilities, rather than a merger, the same *de minimis* standard is applicable.³⁸

The relevant markets for the Transaction are NYISO and SPP because those are the BAAs in which the Applicants’ facilities are located. As demonstrated below, the Transaction will not affect horizontal competition in either of the relevant markets.

1. **The Transaction Raises No Horizontal Market Power Concerns**

Applicants request that the Commission authorize the Transaction without requiring the filing of a horizontal competitive screen analysis, as set forth in Appendix A to the *Merger Policy Statement*. As the Commission recognized in promulgating a blanket authorization for certain internal corporate reorganizations, such transactions do not involve any consolidation of ultimate control and thus “are unlikely to cause anticompetitive effects.”³⁹ The Commission has likewise recognized the absence of

³⁷ *Id.* § 33.4(a)(2)(i).

³⁸ *See, e.g., Bridgeport Energy LLC*, 114 FERC ¶ 62,166 (2006) (approving upstream transfer of jurisdictional facilities even though the parties did not file a horizontal competitive screen analysis because the parties held only a *de minimis* interest in the relevant market.

³⁹ *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200, at P 192 (2005) (adopting a blanket authorization for internal corporate reorganizations), *order on reh’g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214, *order on reh’g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006).

competitive concerns with respect to internal corporate reorganizations presented to the Commission in applications pursuant to Section 203 of the FPA.⁴⁰

Here, the only change to the ownership of Applicants will be that the percentage of voting interests held by an existing majority owner will increase from approximately 54 percent to approximately 81 percent, the percentage of voting interests held by an existing minority owner will increase from approximately 14 percent to approximately 15 percent, and another current owner, JPMP Noble, will no longer own any voting interests. As a result, the installed capacity owned or controlled by Applicants and their affiliates prior to the Transaction will be reduced, as a result of JPMP Noble's ceasing to be an affiliate.

Based on this precedent, and the fact that the Transaction does not result in “a single corporate entity obtain[ing] ownership or control over the generating facilities of previously unaffiliated ... entities,” no horizontal market power analysis is required.⁴¹

2. The Transaction Raises No Vertical Market Power Concerns

No vertical market concentration analysis is required for the Commission to conclude that the Transaction presents no vertical market power concerns. The Commission's regulations provide that such analysis is not required if “[t]he merging entities currently do not provide inputs to electricity products (*i.e.*, upstream relevant products) and electricity products (*i.e.*, downstream relevant products) in the same geographic markets or that the extent of the business transaction in the same geographic

⁴⁰ See, e.g., *Ameren Corp.*, 131 FERC ¶ 61,240, at P 18 (2010); see also *Cinergy Corp.*, 126 FERC ¶ 61,146, at P 32 (2009).

⁴¹ 18 C.F.R. § 33.3(a)(1)(2013).

market is *de minimis*.”⁴² Concern with regard to vertical market power generally arises when the combined entity may restrict potential downstream competitors’ access to upstream supply markets or increase potential competitors’ costs. These circumstances are not present in the Transaction.

The Transaction does not involve transmission facilities (other than limited interconnection facilities). Nor will the Transaction result in a combination of generation facilities with transmission facilities or other upstream relevant products. Accordingly the Transaction does not require a vertical market concentration analysis under Section 33.4(a)(2) of the Commission’s regulations.⁴³

B. The Transaction Will Have No Adverse Effect on Rates.

The Transaction will have no effect on rates. In assessing the effect that a proposed jurisdictional transaction could have on rates, the Commission’s primary concern is “the protection of wholesale ratepayers and transmission customers.”⁴⁴ The Transaction will have no adverse effect on the rates of electric energy sold by the Applicants or those of any other entity. Both before and after the Transaction is consummated, all wholesale sales of electric energy, capacity and ancillary services by the Applicants are and will be made pursuant to their respective market-based rate authority. The Commission has established that market-based wholesale power sales do not raise concerns about a transaction’s possible adverse effect on rates.⁴⁵ Moreover,

⁴² 18 C.F.R. § 33.4(a)(2)(i).

⁴³ 18 C.F.R. § 33.4(a)(2).

⁴⁴ *New England Power Co., et al.*, 82 FERC ¶ 61,179, at 61,659, *order on reh’g*, 83 FERC ¶ 61,275 (1998); *see also Inquiry Concerning the Commission’s Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044, at 30,123 (1996) (“*Merger Policy Statement*”), *reconsideration denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997).

⁴⁵ *See, e.g., NorAm Energy Services, Inc.*, 80 FERC ¶ 61,120, at 61,382-83 (1997).

none of the Applicants has captive wholesale customers. Accordingly, the Transaction will not adversely affect rates.⁴⁶

C. The Transaction Will Have No Adverse Effect on Regulation.

The Commission's review of a jurisdictional transaction's effect on state or federal regulation is focused on ensuring that transaction does not result in a regulatory gap.⁴⁷ After the Transaction is consummated, each of the Applicants will continue to be regulated by the Commission under the FPA to the same degree as before the Transaction. Moreover, the Transaction will not impair the ability of any state authorities to regulate retail sales because none of the Applicants makes any retail sales subject to the ratemaking jurisdiction of a state commission. Accordingly, the Commission should conclude that the Transaction will not have an adverse effect on regulation.

D. The Transaction Will Not Result in Any Cross-Subsidization.

Under Section 203(a)(4) of the FPA⁴⁸ and Section 2.26(f) of its regulations,⁴⁹ the Commission considers whether a Transaction will result in a cross-subsidization of a non-utility associate company by a utility company, or in a pledge or encumbrance of utility assets for the benefit of an associate company. The Transaction does not pose a risk of cross-subsidization and does not pledge or otherwise encumber utility assets. In the *Supplemental Policy Statement*, the Commission established "safe harbors" for three classes of transactions that are unlikely to raise the cross-subsidization concerns described in the Order No. 669 rulemaking proceeding.⁵⁰ The first such "safe harbor"

⁴⁶ See *Merger Policy Statement* at 68,603, 68,605.

⁴⁷ *Merger Policy Statement* at 30,124-25.

⁴⁸ 16 U.S.C. § 824b(a)(4) (2006).

⁴⁹ 18 C.F.R. § 2.26(f).

⁵⁰ See *Supplemental Policy Statement*, 120 FERC ¶ 61,060 at P 16.

relates to transactions that do not involve a franchised public utility with captive customers. The Commission reasoned that “[i]f no captive customers are involved, then there is no potential for harm to customers.”⁵¹ If a transaction satisfies the conditions of this “safe harbor,” the applicant is not required to provide a detailed explanation and evidentiary support to demonstrate a lack of cross-subsidization.

The Transaction does not involve a franchised public utility with captive customers. Accordingly, the Transaction falls within the safe harbor for transactions that do not involve a franchised public utility because neither Transaction will be among entities that are franchised public utilities. In such cases, the Commission has found that there is no potential for harm to customers and, therefore, detailed explanation and evidentiary support to comply with Exhibit M is not required.⁵² Nevertheless, Applicants provide in Exhibit M attached hereto, representations that, based on the facts and circumstances known to Applicants or that are reasonably foreseeable, the 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.

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,⁵³ the Applicants submit the following required information:

⁵¹ *Id.* at P 17 (footnote omitted).

⁵² *Id.* at PP 14, 15.

⁵³ 18 C.F.R. § 33.2.

A. Section 33.2(a): Name and Address of Applicant

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

Exact Name of Each Applicant	Principal Business Address for Each Applicant
Noble Altona Windpark, LLC	c/o Noble Environmental Power, LLC
Noble Bliss Windpark, LLC	6 Main Street, Suite 121
Noble Clinton Windpark I, LLC	Centerbrook, CT 06409
Noble Ellenburg Windpark, LLC	Tel: (860) 581-5010
Noble Chateaugay Windpark, LLC	Fax: (860) 767-7041
Noble Great Plains Windpark, LLC	
Noble Wethersfield Windpark, LLC	

B. Section 33.2(b): Persons Authorized to Receive Communications

See information provided in Section I of the Application.

C. Section 33.2(c): Description of the Applicants

1. Section 33.2(c)(1): Business Activities

A description of each Applicant and its business activities is set forth in Section IV of the Application. To the extent deemed necessary, Applicants respectfully request waiver of the requirement to submit this or any additional information as a separate Exhibit A.

2. Section 33.2(c)(2): Applicants' energy subsidiaries and affiliates

The Transaction will not result in any change to Applicants' energy subsidiaries and affiliates. Information regarding Applicants is provided in Section IV and Exhibit B-1. Information regarding the energy subsidiaries and affiliates of JPMorgan Chase is provided in Section IV and in Exhibit B-2. Information regarding the energy subsidiaries and affiliates of MSD is provided in Section IV and in Exhibit B-3.

3. **Section 33.2(c)(3): Organizational charts depicting current and proposed post-transaction corporate structures**

Organizational charts illustrating the current and post-Transaction ownership structure of Applicants are attached hereto as Exhibit C-1 and Exhibit C-2.

4. **Section 33.2(c)(4): A description of business arrangements**

The Transaction will not affect the business arrangements of the Applicants, which are described above in Section IV. Applicants, therefore, respectfully request a waiver of the requirement to provide Exhibit D.

5. **Section 33.2(c)(5): Common officers or directors**

Because the Transaction will not create any new affiliate relationships, Applicants request waiver of the requirement to provide such information in Exhibit E.

6. **Section 33.2(c)(6): Wholesale power sales and transmission customers**

Relevant information about the Applicants' wholesale power sales, rate schedules, and shared facilities agreements is provided in Section IV. Additional information would not assist the Commission in its evaluation of the Transaction. Applicants, therefore, respectfully request a waiver to the extent additional information would be required by 18 C.F.R. § 33.2(c)(6), and of the requirement to provide an Exhibit F.

D. **Section 33.2(d): Jurisdictional Facilities**

See Section IV. The FPA-jurisdictional facilities consist of the market-based rate tariffs, other rate schedules, wholesale power sales agreements, the interconnection facilities used to effectuate wholesale power sales, and/or related books and records of the Applicants. Applicants respectfully request waiver of the requirement to provide further information regarding jurisdictional facilities owned, operated or controlled by other affiliates of any Applicant because such information is not relevant to the

Commission's evaluation of the Transaction. In addition, to the extent necessary, Applicants respectfully request waiver of any requirement to submit this or any additional information as a separate Exhibit G.

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

Section V of the Application provides a narrative description the Transaction. Therefore, Applicants respectfully request waiver of the requirement to submit this information as a separate Exhibit H.

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

The Term Sheet is provided in confidential Exhibit I. For the reasons explained above in Section III of the Application, Applicants request confidential treatment of Exhibit I.

G. Section 33.2(g): Explanatory Statement Demonstrating that the Transaction is Consistent with the Public Interest

Section V of this Application describes how the Transactions are consistent with the public interest. Applicants, therefore, respectfully request waiver of the requirement to submit this or any additional information in a separate Exhibit J.

H. Section 33.2(h): Map

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 its analysis of the Transaction. Applicants, therefore, respectfully request a waiver of the requirement to provide a map in Exhibit K.

I. Section 33.2(i): Other Regulatory Approvals

No approvals by other regulatory bodies are required to consummate the Transaction. To the extent otherwise deemed necessary, Applicants request waiver of the requirement to provide this information in Exhibit L.

J. Section 33.2(j): Statement Concerning Cross-Subsidization

As explained in Section VI of this Application, the Transaction does not involve a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities. As a result, there is no issue with respect to cross-subsidization. Statements supporting the fact that the 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 are provided in Exhibit M.

K. Section 33.3: Additional information requirements for applications involving horizontal competitive impacts

The Commission's regulations concerning additional information requirements for applications involving horizontal competitive impacts apply solely to transactions that will result in a single corporate entity obtaining ownership or control over the generating facilities of previously unaffiliated merging entities.⁵⁴ The Transaction will not result in such ownership or control. Consequently, these Commission regulations do not apply to the Application.

⁵⁴ 18 C.F.R. § 33.3(a)(1).

L. Section 33.4: Additional information requirements for applications involving vertical competitive impacts

The Commission's regulations concerning additional information requirements for applications involving vertical competitive impacts apply solely to transactions that will result in a single corporate entity having ownership or control over one or more merging entities that provide inputs to electricity products and one or more merging entities that provide electric generation products.⁵⁵ The Transaction will not result in such ownership or control. Consequently, these Commission regulations do not apply to the Application.

VIII. ACCOUNTING TREATMENT

None of the Applicants are required to maintain its books and records in accordance with the Commission's Uniform System of Accounts. Applicants, therefore, respectfully request waiver of the requirement to include proposed accounting entries in this Application.

IX. VERIFICATION

The Applicants have provided the verification required under Section 33.7 of the Commission's regulations in Attachment 2.

⁵⁵ *Id.* § 33.4(a)(1).

VIII. CONCLUSION

For the reasons stated herein, Applicants respectfully request that the Commission approve the request set forth herein without modification or condition.

Respectfully submitted,

/s/ Adam Wenner

Adam Wenner

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Dated: October 8, 2015

EXHIBITS B-1, B-2, and B-3

Affiliates of Applicants

**Noble Environmental Power, LLC
Market-Based Rate Authority and Generation Assets**

Filing Entity and its Energy Affiliates	Docket No. where MBR Authority was Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Summer Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Noble Clinton Windpark I, LLC	ER06-1413	Noble Clinton Windpark I	Noble Clinton Windpark I, LLC	Noble Clinton Windpark I, LLC	N/A	NYISO	Northeast	2008	100.5 MW
Noble Ellenburg Windpark, LLC	ER06-1408	Noble Ellenburg Windpark	Noble Ellenburg Windpark, LLC	Noble Ellenburg Windpark, LLC	N/A	NYISO	Northeast	2008	81 MW
Noble Bliss Windpark, LLC	ER06-1407	Noble Bliss Windpark	Noble Bliss Windpark, LLC	Noble Bliss Windpark, LLC	N/A	NYISO	Northeast	2008	100.5 MW
Noble Altona Windpark, LLC	ER06-1409	Noble Altona Windpark	Noble Altona Windpark, LLC	Noble Altona Windpark, LLC	N/A	NYISO	Northeast	2009	97.5 MW
Noble Great Plains Windpark, LLC	ER08-1443	Noble Great Plains Windpark	Noble Great Plains Windpark, LLC	Noble Great Plains Windpark, LLC	N/A	SPS	SPP	2009	114 MW
Noble Chateaugay Windpark, LLC	ER08-578	Noble Chateaugay Windpark	Noble Chateaugay Windpark, LLC	Noble Chateaugay Windpark, LLC	N/A	NYISO	Northeast	2009	106.5 MW
Noble Wethersfield Windpark, LLC	ER08-579	Noble Wethersfield Windpark	Noble Wethersfield Windpark, LLC	Noble Wethersfield Windpark, LLC	N/A	NYISO	Northeast	2009	126 MW

JPMorgan Chase & Co. Energy Affiliates (as defined in 18 C.F.R. § 35.36(a)(9))

MARKET-BASED RATE AUTHORITY AND GENERATION ASSETS

Filing Entity and its Energy Affiliates*	Docket No. where MBR Authority was Granted	Generation Name	Owned By	Controlled By**	Date Control Transferred**	Location		In-Service Date	Summer Rating (MW)
						Balancing Authority Area	Geographic Region (per Appendix D)		
Noble Environmental Power, LLC	ER06-1413	Noble Clinton Windpark I	Noble Clinton Windpark I, LLC	Noble Clinton Windpark I, LLC	N/A	NYISO	Northeast	2008	100.5
Noble Environmental Power, LLC	ER06-1408	Noble Ellenburg Windpark	Noble Ellenburg Windpark, LLC	Noble Ellenburg Windpark, LLC	N/A	NYISO	Northeast	2008	81
Noble Environmental Power, LLC	ER06-1407	Noble Bliss Windpark	Noble Bliss Windpark, LLC	Noble Bliss Windpark, LLC	N/A	NYISO	Northeast	2008	100.5
Noble Environmental Power, LLC	ER06-1409	Noble Altona Windpark	Noble Altona Windpark, LLC	Noble Altona Windpark, LLC	N/A	NYISO	Northeast	N/A	97.5
Noble Environmental Power, LLC	ER08-578	Noble Chateaugay Windpark	Noble Chateaugay Windpark, LLC	Noble Chateaugay Windpark, LLC	N/A	NYISO	Northeast	N/A	106.5
Noble Environmental Power, LLC	ER08-579	Noble Wethersfield Windpark	Noble Wethersfield Windpark, LLC	Noble Wethersfield Windpark, LLC	N/A	NYISO	Northeast	N/A	126
Noble Environmental Power, LLC	ER08-1443	Noble Great Plains Windpark	Noble Great Plains Windpark LLC	Noble Great Plains Windpark, LLC	N/A	SPP	SPP	2009	114
JPM Capital Corporation	ER13-2409	Buffalo Dunes	Buffalo Dunes Wind Project, LLC	Buffalo Dunes Wind Project, LLC	N/A	SPP	SPP	2013	249.75

JPMorgan Chase & Co. Energy Affiliates (as defined in 18 C.F.R. § 35.36(a)(9))

MARKET-BASED RATE AUTHORITY AND GENERATION ASSETS

Filing Entity and its Energy Affiliates*	Docket No. where MBR Authority was Granted	Generation Name	Owned By	Controlled By**	Date Control Transferred**	Location		In-Service Date	Summer Rating (MW)
						Balancing Authority Area	Geographic Region (per Appendix D)		
JPM Capital Corporation	ER11-113	Sandy Ridge Facility	Sandy Ridge Wind, LLC	Algonquin Power Fund (America) Inc.	N/A	PJM	Northeast	2011	50
J.P. Morgan Investment Management Inc.	ER12-1562	AES Somerset Facility	Somerset Cayuga Holding Company, Inc.	Somerset Operating Company, LLC	N/A	NYISO	Northeast	1984	678
J.P. Morgan Investment Management Inc.	ER12-1563	AES Cayuga Facility	Somerset Cayuga Holding Company, Inc.	Cayuga Operating Company, LLC	N/A	NYISO	Northeast	1955	313
JPM Capital Corporation	ER12-2448	Chisholm View Wind Project	Chisholm View Wind Project, LLC	Enel Kansas, LLC	N/A	OKGE	SPP	2012	235.2
JPM Capital Corporation	ER12-2226	Limon I	Centennial Wind, LLC	Limon Wind, LLC	N/A	PSCo	Northwest	2012	200
JPM Capital Corporation	ER12-2225	Limon II	Centennial Wind, LLC	Limon Wind II, LLC	N/A	PSCo	Northwest	2012	200
JPM Capital Corporation	ER12-1680	Minonk Facility	Minonk Wind, LLC	Algonquin Power Fund (America) Inc.	N/A	PJM	Northeast	2012	200
JPM Capital Corporation	ER12-2542	Prairie Rose Wind	Prairie Rose Wind, LLC	Enel Kansas, LLC	N/A	MISO	Central	2012	200
JPM Capital Corporation	ER12-1329	Wildcat I	Wildcat Wind Farm I, LLC	E.ON Climate & Renewables North America LLC	N/A	PJM	Northeast	2012	202.5

JPMorgan Chase & Co. Energy Affiliates (as defined in 18 C.F.R. § 35.36(a)(9))

MARKET-BASED RATE AUTHORITY AND GENERATION ASSETS

Filing Entity and its Energy Affiliates*	Docket No. where MBR Authority was Granted	Generation Name	Owned By	Controlled By**	Date Control Transferred**	Location		In-Service Date	Summer Rating (MW)
						Balancing Authority Area	Geographic Region (per Appendix D)		
JPM Capital Corporation	ER08-1397	Elkhorn Ridge Wind	Elkhorn Ridge Wind, LLC	Elkhorn Ridge Wind, LLC	N/A	SPP	SPP	2008	80
JPM Capital Corporation	ER08-293	Forward WindPower	Forward WindPower, LLC	Forward WindPower, LLC	N/A	PJM	Northeast	2008	29
JPM Capital Corporation	ER08-293	Lookout WindPower	Lookout WindPower, LLC	Lookout WindPower, LLC	N/A	PJM	Northeast	2008	38
JPM Capital Corporation	ER05-1389	San Juan Mesa Wind Project	San Juan Mesa Wind Project, LLC	San Juan Mesa Wind Project, LLC	N/A	SPP	SPP	2005	120
JPM Capital Corporation	ER07-645	Sleeping Bear	Sleeping Bear, LLC	Sleeping Bear, LLC	N/A	SPP	SPP	2007	95
JPM Capital Corporation	ER07-301	Wildorado	Wildorado, LP	Wildorado, LP	N/A	SPP	SPP	2007	161
JPM Capital Corporation	ER14-2707	Mammoth Plains	Mammoth Plains Wind Project, LLC	Mammoth Plains Wind Project, LLC	N/A	SPP	SPP	2014	200
JPM Capital Corporation	ER11-4363	Osage	Osage Wind, LLC	Enel Kansas, LLC	N/A	AECI	SPP	2015	150.4
JPM Capital Corporation	ER13-1150	Alta Wind X	Alta Wind X, LLC	NRG Yield Operating LLC	N/A	CAISO	Southwest	2015	137
JPM Capital Corporation	ER13-1150	Alta Wind XI	Alta Wind XI, LLC	NRG Yield Operating LLC	N/A	CAISO	Southwest	2015	90

JPMorgan Chase & Co. Energy Affiliates (as defined in 18 C.F.R. § 35.36(a)(9))

MARKET-BASED RATE AUTHORITY AND GENERATION ASSETS

Filing Entity and its Energy Affiliates*	Docket No. where MBR Authority was Granted	Generation Name	Owned By	Controlled By**	Date Control Transferred**	Location		In-Service Date	Summer Rating (MW)
						Balancing Authority Area	Geographic Region (per Appendix D)		
Florida Power Development LLC	ER13-1351	Brooksville Power Plant	Florida Power Development LLC	Florida Power Development LLC	N/A	FPC	Southeast	2013	75
KMC Thermo, LLC	ER05-1232	Brandywine Power Plant	KMC Thermo, LLC	KMC Thermo, LLC	N/A	PJM	Northeast	1996	230
AlphaGen Power LLC [^]	ER14-631	Jackson Power Plant	AlphaGen Power LLC	AlphaGen Power LLC	3/1/2014	MISO	Central	2002	564

[^] Indicates affiliated power marketers.

* This column identifies the JPMorgan Chase affiliate that directly holds the relevant market-based rate authority, or, if the market-based rate authority is not directly held by such JPMorgan Chase affiliate, that holds an interest in the listed entity that holds the relevant market-based rate authority. Excludes interests in generation in region of Electric Reliability Council of Texas.

** Where long-term off take agreements are listed, these are believed to have been in place as of the in-service date.

JPMorgan Chase & Co. Energy Affiliates (as defined in 18 C.F.R. § 35.36(a)(9))

MARKET-BASED RATE AUTHORITY AND GENERATION ASSETS

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

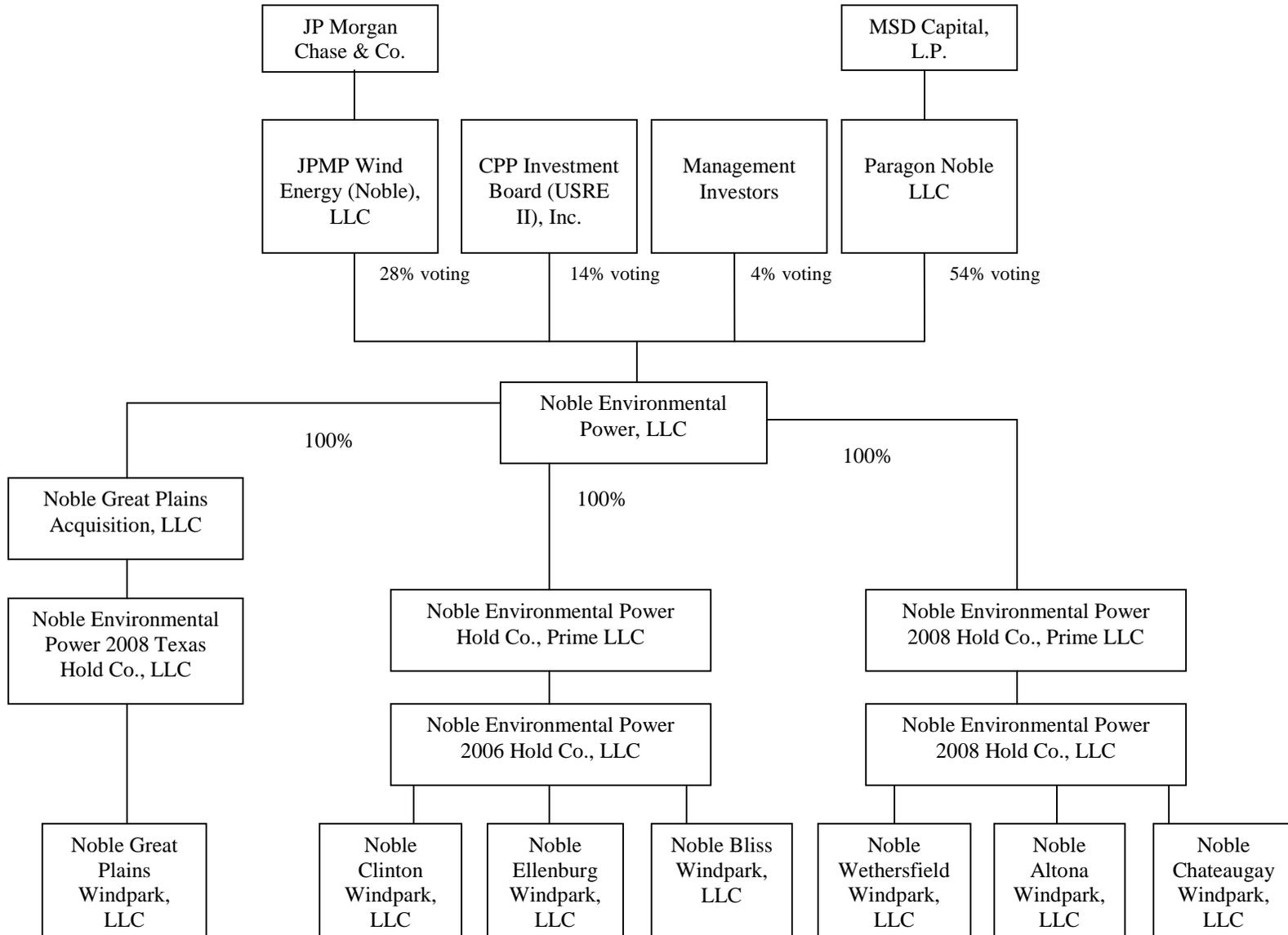
Filing entity and its energy affiliates	Asset name and use	Owned by	Controlled by	Date control transferred	Location		Size
					Balancing authority area	Geographic region (per Appendix D)	
JPMorgan Chase & Co.	N/A	N/A	N/A	N/A	N/A	N/A	N/A
J.P. Morgan Ventures Energy Corporation ^	N/A	N/A	N/A	N/A	N/A	N/A	N/A
J.P. Morgan Ventures Energy Corporation^	N/A	N/A	N/A	N/A	N/A	N/A	N/A
AlphaGen Power LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Utility Contract Funding, L.L.C.^	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Cedar Brakes I, L.L.C.^	N/A	N/A	N/A	N/A	N/A	N/A	N/A
BE Alabama LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A
BE CA LLC^	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Florida Power Development LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A
KMC Thermo, LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A

* Table indicates transmission assets other than those for generation interconnection.

EXHIBIT C

Organizational Charts

**EXHIBIT C-1
Pre-Transaction Organization Chart**



**EXHIBIT C-2
Post-Transaction Organization Chart**

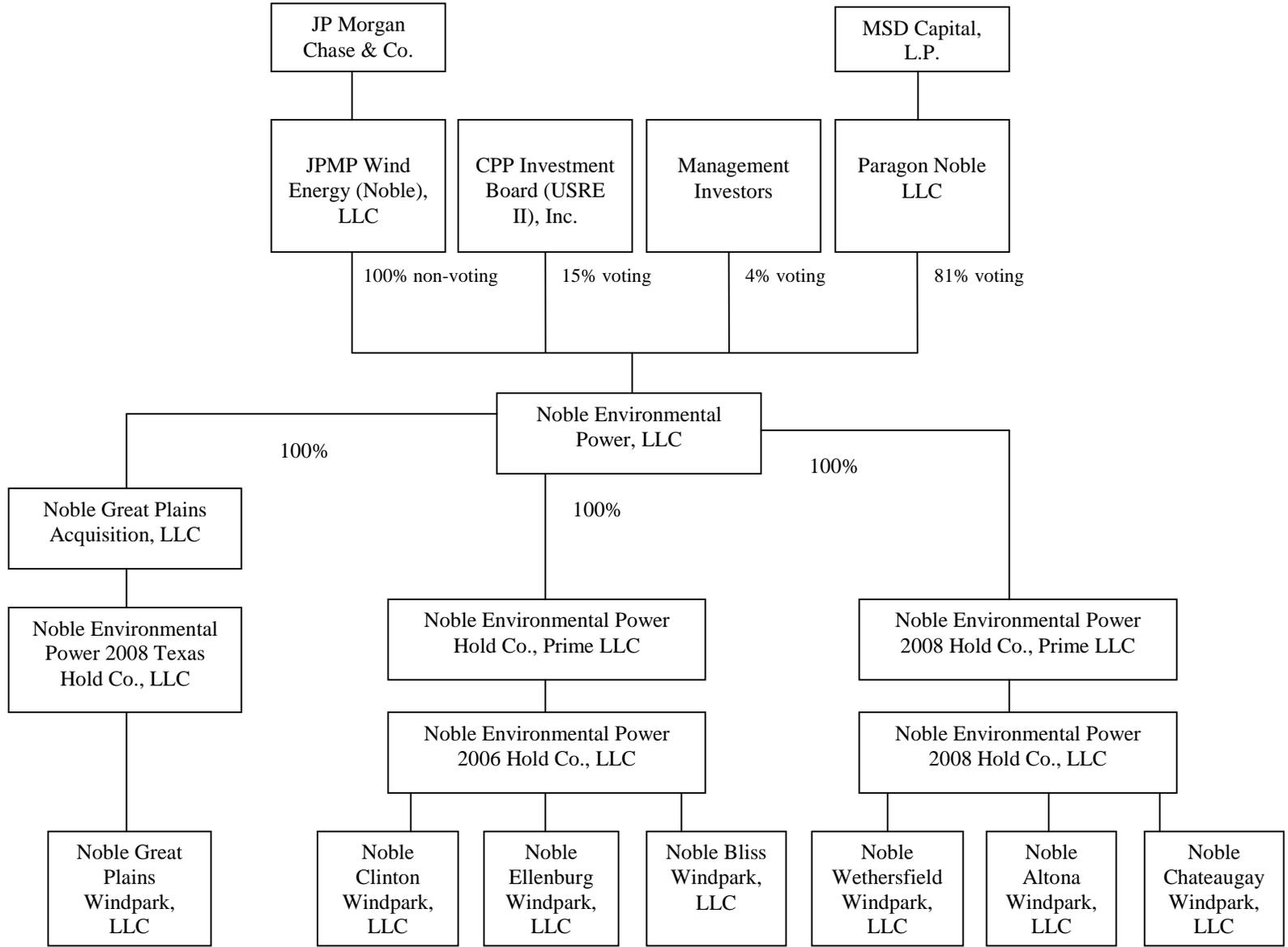


EXHIBIT I

TERM SHEET

**PUBLIC VERSION
PRIVILEGED AND CONFIDENTIAL INFORMATION AND
PROTECTED MATERIALS HAVE BEEN REMOVED
PURSUANT TO 18 C.F.R. § 388.112**

EXHIBIT M

Statement Regarding Cross-Subsidization

Based on the facts and circumstances known to Applicants or that are reasonably foreseeable, the Transaction will not result in, at the time of the Transaction or in the future, cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company. The Transaction does not involve a franchised public utility with captive customers and, therefore, falls within one of the safe harbors set forth in the *Supplemental Policy Statement*.¹ The Commission has recognized that “the detailed explanation and evidentiary support required by Exhibit M may not be warranted” for a safe harbor transaction,² and that, as a general matter “there is no potential for harm to customers” in the case of such transaction.³

Furthermore, in accordance with Section 33.2(j)(1)(ii) of the Commission’s regulations,⁴ Applicants verify that based on facts and circumstances known to them or that are reasonably foreseeable, the Transaction will not, at the time of its completion or in the future, result in

(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.

¹ See *FPA Section 203 Supplemental Policy Statement*, 72 Fed. Reg. 42277 (Aug. 2, 2007) (“*Supplemental Policy Statement*”).

² *Id.* at P 15.

³ *Id.* at P 17.

⁴ 18 C.F.R. § 33.2(j)(1)(ii) (2014).

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

)	
Noble Altona Windpark, LLC)	
Noble Bliss Windpark, LLC)	
Noble Clinton Windpark I, LLC)	Docket No. EC16- -000
Noble Ellenburg Windpark, LLC)	
Noble Chateaugay Windpark, LLC)	
Noble Great Plains Windpark, LLC)	
Noble Wethersfield Windpark, LLC)	
)	

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) (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 – 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. 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**

Noble Altona Windpark, LLC)		
Noble Bliss Windpark, LLC)		
Noble Clinton Windpark I, LLC)	Docket No. EC16-	-000
Noble Ellenburg Windpark, LLC)		
Noble Chateaugay Windpark, LLC)		
Noble Great Plains Windpark, LLC)		
Noble Wethersfield Windpark, 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: _____
Printed Name: _____
Title: _____
Representing: _____
Date: _____

ATTACHMENT 2

Verification

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Noble Altona Windpark, LLC)	
Noble Bliss Windpark, LLC)	
Noble Clinton Windpark I, LLC)	Docket No. EC16- 000
Noble Ellenburg Windpark, LLC)	
Noble Chateaugay Windpark, LLC)	
Noble Great Plains Windpark, LLC)	
Noble Wethersfield Windpark, LLC)	

Verification Pursuant to 18 C.F.R. § 33.7

C. Kay Mann, being duly sworn, deposes and states that she is President of each of Noble Altona Windpark, LLC, Noble Bliss Windpark, LLC, Noble Clinton Windpark I, LLC, Noble Ellenburg Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Great Plains Windpark, LLC, and Noble Wethersfield Windpark, LLC (collectively, "Applicants"). Ms. Mann has read the foregoing application; and to the best of her knowledge, information, and belief, all statements contained therein with respect to Applicants and their affiliates are true and accurate.

I declare under penalty of perjury that the foregoing is true and correct.



C. Kay Mann

Subscribed and sworn to before me on this 8 day of October, 2015.



Notary Public
My commission expires: 12-31-17

STEPHANIE C KENNY
NOTARY PUBLIC
CONNECTICUT
MY COMMISSION EXPIRES DEC 31, 2017