



May 26, 2010

RECEIVED

MAY 26 2010

Mr. James J. McNulty
Office of Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: TriEagle Energy, L.P.'s Electric Generation Supplier License Application

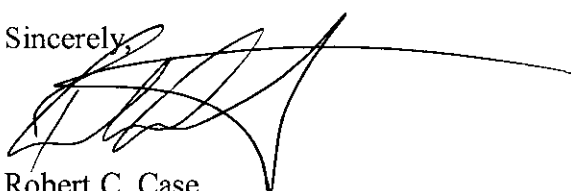
Dear Mr. McNulty:

In response to your letter dated May 20th, 2010, please find enclosed four (4) copies; and one (1) CD copy of TriEagle Energy, L.P.'s Articles of Conversion from an LLC to an LP in the State of Texas, and the Texas Secretary of State's Certification of the conversion which is to be included in our Electric Generation Supplier License Application.

Under separate cover, the Standby Letter of Credit in the amount of \$250,000 is being FedExed to your attention. The Standby Letter of Credit is a negotiable instrument and is therefore required to be delivered by the bank directly to the beneficiary.

Thank you for your attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Robert C. Case
EVP & COO
TriEagle Energy, L.P.



RECEIVED

MAY 26 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

TriEagle

State of Texas

Articles of Conversion



Office of the Secretary of State

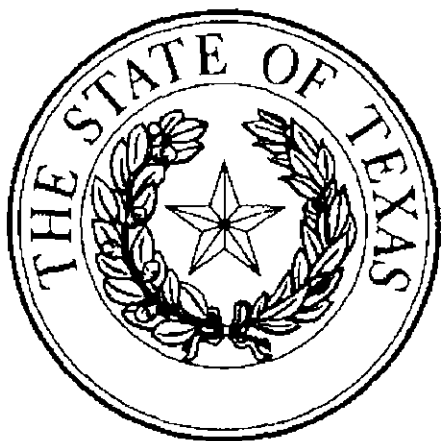
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

TRIEAGLE ENERGY LP
Filing Number: 800237709

Articles of Conversion

August 21, 2003

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 25, 2010.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of TexasARTICLES OF CONVERSION

AUG 21 2003

Corporations Section

Pursuant to the provisions of Article 10.08 of the Texas Limited Liability Company Act, the undersigned Converting Entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Limited Liability Company Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of Article 10.08 of the Texas Limited Liability Company Act providing for the conversion of **TRIEAGLE ENERGY LLC** ("Converting Entity"), a limited liability company formed under the Texas Limited Liability Company Act, to **TRIEAGLE ENERGY LP** ("Converted Entity"), a Texas limited partnership.

2. An executed plan of conversion is on file at the principal place of business of the Converting Entity at 1717 Woodstead Court, Suite 105, The Woodlands, Texas 77380, and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business or the Converted Entity at 1717 Woodstead Court, Suite 105, The Woodlands, Texas 77380.

3. A copy of the plan of conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any member or partner of the Converting Entity or the Converted Entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Converting Entity is incorporated and by its constituent documents.

5. All of the issued and outstanding membership interests of the Converting Entity voted in favor of the conversion.

6. The Converted Entity will be responsible for the payment of all franchise taxes owed by the Converting Entity.

7. Two copies of the Certificate of Limited Partnership of Converted Entity which is to be created pursuant to the plan of conversion are being filed with the Secretary of State with the Articles of Conversion.

Dated: August 21, 2003

TRIEAGLE ENERGY LLC,
a Texas corporation

By: W. Daniel Cook
Name: W. Daniel Cook
Title: President

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being all of the general partners of TRIEAGLE ENERGY LP, desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act, Article 6132a-1 of the Revised Civil Statutes of the State of Texas, does hereby certify as follows:

(1) The name of the limited partnership is "**TRIEAGLE ENERGY LP**".

(2) The address of the registered office of the partnership is 1717 Woodstead Court, Suite 105, The Woodlands, Texas 77380, and the name of the registered agent for service of process for the partnership is Daniel Cook, whose business address is the same as the registered office of the partnership.

(3) The address of the principal office in the United States where records are kept is 1717 Woodstead Court, Suite 105, The Woodlands, Texas 77380.

(4) The name, the mailing address and the street address of the business of the general partners of the partnership is as follows:

TriEagle Management LLC
1717 Woodstead Court, Suite 105
The Woodlands, Texas 77380

(5) The limited partnership is being formed pursuant to a Plan of Conversion adopted on August 21, 2003.

(6) The name, address of principal office, date of formation and prior form of organization and jurisdiction of the converting entity is:

TriEagle Energy LLC
1717 Woodstead Court, Suite 105
The Woodlands, Texas 77380

TriEagle Energy LLC was formed as a Texas limited liability company on December 16, 2002 by the filing of Articles of Organization with the Texas Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this certificate, effective the 21st
day of August, 2003.

TRIEAGLE MANAGEMENT LLC,
a Texas limited liability company

By: W. Dennis Cook
Name: W. DENNIS COOK
Title: PRESIDENT

**NON – CONFIDENTIAL –
ARTICLES OF
CONVERSION**

RECEIVED

MAY 26 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

DOCKET NO. N/A

**STYLE: 2010 TRIEAGLE ENERGY, LP PA PUC EGS LICENSE
APPLICATION**

SUBMITTING PARTY: TRIEAGLE ENERGY, L.P.

**BRIEF DESCRIPTION OF CONTENTS: NON-CONFIDENTIAL
ARTICLES OF CONVERSION IN TEXAS**

ENVELOPE # 000001 OF 000001

DATE SUBMITTED TO COMMISSION: MAY 26, 2010