



**Green
Mountain
Energy®**

Green Mountain Energy Company
P.O. Box 689008
Austin, Texas 78768
greenmountain.com

March 2, 2011

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Via Federal Express

Pennsylvania Public Utility Commission
Secretary
Keystone Building, 2nd Floor Room N201
Harrisburg, PA 17120

Re: Green Mountain Energy Company – Electric Power Supplier License Application

Ladies and Gentlemen,

Please find enclosed the Application of Green Mountain Energy Company ("Green Mountain") to supply electricity services in the Commonwealth of Pennsylvania. One original copy, one additional copy and a CD containing a copy of the Application are enclosed.

Also enclosed are:

- 1) A check in the amount of \$350.00 payable to the Commonwealth of Pennsylvania, for the initial licensing fee.
- 2) an original copy and one additional copy of the Surety Bond in the amount of \$250,000.00 (Bond #016039989).

Please do not hesitate to contact me should you have questions or need additional information.

Sincerely,

L. Michelle Cutrer
Assistant General Counsel
Green Mountain Energy Company
300 West 6th Street, 9th Floor
Austin, Texas 78701
Phone: (512) 691-6127
Email: michelle.cutrer@greenmountain.com

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Green Mountain Energy Company, d/b/a (not applicable), for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:

Green Mountain Energy Company
300 West 6th Street, 9th Floor, Austin, Texas 78701
(512) 691-6100
www.greenmountain.com

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- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

CT Corporation System
116 Pine Street, Suite 320
Harrisburg, PA 17101
(717) 234-6004

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

L. Michelle Cutrer
Assistant General Counsel
Green Mountain Energy Company, 300 West 6th Street, 9th Floor, Austin, Texas 78701
(512) 691-6127
michelle.cutrer@greenmountain.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

L. Michelle Cutrer
Assistant General Counsel
Green Mountain Energy Company, 300 West 6th Street, 9th Floor, Austin, Texas 78701
(512) 691-6127
michelle.cutrer@greenmountain.com

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, FAX number, and e-mail of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSS.

John Bui, Senior Regulatory Analyst, Regulatory Compliance
Green Mountain Energy Company, P.O. Box 689008, Austin, Texas 78768
(512) 691-6339, (512) 691-6151, complaints@greenmountain.com

Alternate:

Meigs Jones, Associate General Counsel
Green Mountain Energy Company, P.O. Box 689008, Austin, Texas 78768
(512) 691-6128, (512) 691-6353, complaints@greenmountain.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

The Applicant will be using a fictitious name or doing business as ("d/b/a")

Provide a copy of the Applicant's filing with Pennsylvania's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. See Attachment for Question 2.b.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. See Attachment for Question 2.b.
- Give name and address of officers. See Attachment for Question 2.b.

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

See Attachment for Question 3.a.

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Green Mountain Energy Company was initially incorporated as GreenMountain.com Company. GreenMountain.com Company changed its name to Green Mountain Energy Company on October 4, 2000. Green Mountain Energy Company is a successor in interest to Green Mountain Energy Resources LLC, which merged with and into Green Mountain Energy Company (formerly named GreenMountain.com Company) pursuant to the filing of a merger agreement with the Delaware Secretary of State on June 18, 1999.

4. OPERATIONS

a. **APPLICANT'S PRESENT OPERATIONS:** *(select and complete the appropriate statement)*

- The Applicant is presently doing business in Pennsylvania as a
- municipal electric corporation
 - electric cooperative
 - local gas distribution company
 - provider of electric generation, transmission or distribution services
 - Other; Identify the nature of service being rendered.

Prior to March 1, 2011, Applicant purchased and resold power from one wind farm located in Pennsylvania. Applicant continues to purchase RECs from this wind farm, through an affiliate.

or

- The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a *(may check multiple)*:

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services
- Electric Cooperative and supplier of electric power
- Other (Describe):

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

c. **PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

Applicant will serve as an Electric Generation Supplier (EGS) to Commercial, Industrial and Governmental customers in Pennsylvania.

d. **PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.

Applicant plans to provide EGS services to Commercial, Industrial and Governmental customers in the following areas: PPL, PECO, Duquesne, Met Ed, Penelec, Penn Power (once consolidated into PJM), UGI, West Penn, Citizen's Electric Company, Orange and Rockland Company, Wellsboro Electric Company.

e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Large Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

f. **PROPOSED MARKETING METHOD** (*check all that apply*)

- Internal – Applicant will use its own internal resources/employees for marketing
- External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

g. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- No

If yes, will the Applicant be using a Third Party Verification procedure? Not applicable.

- Yes
- No

If yes, describe the Applicant's Third Party Verification procedures. Not applicable.

- h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth. May 1, 2011 (subject to approval of license and completion of all applicable requirements).

5. COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

See Attachment for Question 5.a.

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

See Attachment for Question 5.b.

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. If the Applicant has no actions or complaints to list, explicitly state such.

See Attachment for Question 5.c.

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

See Attachment for Question 5.d.

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

b.) **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each EDC is as follows.

Allegheny Power:
Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

PECO:
Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Duquesne Light:
Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

PPL:
Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Met-Ed, Penelec, and Penn Power:
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI:
UGI Utilities, Inc.
Attn: Rates Dept. - Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company:
Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Pike County Light & Power Company:
Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company:
Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

7. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

- Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following: See Attachment for Question 7.b.

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years..
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

c. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

James J. Ingoldsby, Chief Accounting Officer

NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540

(609) 524-4500

d. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

See Tax Certificate Statement, Attachment for Question 7.d.

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See Attachment for Question 8.a.

b.) **OFFICERS:** Identify Applicant's chief officers including names and their professional resumes.

See Attachment for Question 8.b.

c.) **FERC FILING:** Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number _____.
- Not applicable NRG Power Marketing, LLC will be the power marketer for Green Mountain Energy Company.

9. DISCLOSURE STATEMENT:

- a. **Disclosure Statements:** If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.

- Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

At this time, Applicant does not intend to serve Residential or Small Commercial (under 25 kW) customers.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS. - See Attachment for Question 10.a.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

(Select only one of the following)

- AGREED** - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10). See Attachment for Question 10.
- AGREED** - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED** - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

- b. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43.

- AGREED**

c. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

AGREED

d. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

AGREED

e. **ASSESSMENT:** The Commission does not presently assess Electric Generation Suppliers for the purposes of recovery of regulatory expenses; see *PPL Energyplus, LLC v. Commonwealth*, 800 A.2d 360 (Pa. Cmwlth. 2002).

ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

AGREED

g. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

AGREED

h. **NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

i. **CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at appendix J.

AGREED

k. **FEE:** The Applicant has enclosed or paid the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

PAYMENT ENCLOSED

11. AFFIDAVITS

a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

See Attachment to Question 11.

b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

See Attachment to Question 11.

12. NEWSPAPER PUBLICATIONS

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	<u>Duquesne</u>	<u>Met Ed</u>	<u>PECO</u>	<u>Penelec</u>	<u>Penn Power</u>	<u>PPL</u>	<u>UGI</u>	<u>West Penn</u>	<u>Entire Commonwealth</u>
Philadelphia Daily News		X	X			X			X
Harrisburg Patriot-News		X		X		X		X	X
Scranton Times Tribune		X		X		X	X		X
Williamsport Sun Gazette				X		X		X	X
Johnstown Tribune Democrat				X				X	X
Erie Times-News				X	X				X
Pittsburgh Post-Gazette	X				X			X	X


(Example Publication is provided at Appendix H)

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

13. SIGNATURE

Applicant: 

By: ROBERT THOMAS

Title: CHIEF LEGAL OFFICER & SECRETARY

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

Applicant: Green Mountain Energy Company

Applicant's Use	X	Signature		PUC Secretary's Bureau Use
	X	Filing Fee		
	X	Application Affidavit		
	X	Operations Affidavit		
	X	Proof of Publication		
	X	Bond or Letter of Credit		
	X	Tax Certification Statement		
	X	Commonwealth Department of State Verification		
	X	Certificate of Service		

Green Mountain Energy Company

Application for Approval

Attachment for Question 2.b – Proof of Compliance with Dept of State Filing Requirements

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 26, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

GREEN MOUNTAIN ENERGY COMPANY

I, Carol Aichele, Acting Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

CERTIFICATE OF AUTHORITY filed on May 13, 1999

which appear of record in this department.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Carol Aichele

Acting Secretary of the Commonwealth

9936-164

Microfilm Number _____

Entity Number 2877209

Filed with the Department of State on MAY 13 E
Ken Pappalardo
Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY
DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: GreenMountain.com Company

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

3. (If the name set forth in Paragraph 1 is not available for use in this Commonwealth, complete the following: The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

This corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S (relating to corporations unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictit Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1209 Orange Street, Wilmington, Delaware 19801, New Castle
Number and Street City State Zip County

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of commercial registered office provider and the county of venue is:

(a) _____
Number and Street City State Zip County

(b) c/o: C.T. Corporation System
Name of Commercial Registered Office Provider Philadelphia County

950-165

DSCB:15-4124/6124 (Rev 90)-2

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer this 18th day of March, 19 99

GreenMountain.com Company

(Name of Corporation)

BY: Peter H. Zamore

Peter H. Zamore (Signature)

TITLE: secretary

Green Mountain Energy Company

Application for Approval

Attachment for Question 2.b – Certificate of Incorporation

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Delaware

PAGE 1

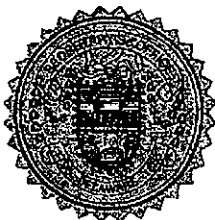
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GREEN MOUNTAIN ENERGY COMPANY", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3011848 8100

060307137



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4636659

DATE: 03-31-06

STATE of DELAWARE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

GREEN MOUNTAIN ENERGY COMPANY

Green Mountain Energy Company, a corporation organized and existing by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify that:

FIRST: The present name of the corporation is Green Mountain Energy Company.

SECOND: The date of filing of the original Certificate of Incorporation of the corporation with the Secretary of State in the State of Delaware was March 3, 1999 and the original name of the corporation was GreenMountain.com Company.

THIRD: This Amended and Restated Certificate of Incorporation, which amends and restates the corporation's Certificate of Incorporation in its entirety, was duly adopted in accordance with Sections 242 and 245 of the DGCL.

FOURTH: The provisions of the Amended and Restated Certificate of Incorporation are as follows:

1. Name. The name of this corporation is Green Mountain Energy Company.
2. Registered Office. The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is 15,000,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
6. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

7. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

8. Liability of Directors A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

9. Indemnification This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person (other than an action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person in order to enforce such person's rights under this paragraph 9). Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 9 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 9 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

10. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

11. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

IN WITNESS WHEREOF, the Company has caused this certificate to be executed by Robert P. Thomas, its Chief Legal Officer and Secretary, as of March 31, 2006.

GREEN MOUNTAIN ENERGY COMPANY

By: R.P. Thomas
Name: Robert P. Thomas
Title: Chief Legal Officer and
Secretary

Green Mountain Energy Company

Application for Approval

Attachment for Question 2.b – Names and Addresses of Officers

Name	Title	Address
Paul D. Thomas	Chief Executive Officer & President	Green Mountain Energy Company 300 West 6 th Street, 9 th Floor Austin, Texas 78701
Robert P. Thomas	Chief Legal Officer, Secretary & Chief Environmental Officer	Green Mountain Energy Company 300 West 6 th Street, 9 th Floor Austin, Texas 78701
Scott B. Hart	President, Commercial Services	Green Mountain Energy Company 1255 W. 15 th Street, Suite 100 Plano, Texas 75075
Ronald E. Prater	Senior Vice President, Supply	Green Mountain Energy Company 300 West 6 th Street, 9 th Floor Austin, Texas 78701
Michael Current	Vice President, Finance, Accounting and Compliance	Green Mountain Energy Company 300 West 6 th Street, 9 th Floor Austin, Texas 78701

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Green Mountain Energy Company

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Attachment for Question 3.a – Affiliates

NRG Energy Entities

Domestic	Address	Public Utility?
Arthur Kill Power LLC	4401 Victory Boulevard Staten Island, NY 10314	Yes
Astoria Gas Turbine Power LLC	31-01 20 th Avenue Astoria, NY 11105	Yes
Avenal Park LLC	4660 La Jolla Village Drive, Suite 400 San Diego, CA 92122	Yes
Bayou Cove Peaking Power, LLC	118 Bergeaux Road Jennings, LA 70546	Yes
Big Cajun I Peaking Power LLC	7807 River Road Jarreau, LA 70749	Yes
Big Rock SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	Yes
Bluewater Nautilus, LLC	22 Hudson Place Hoboken, NJ 07030	No
Bluewater Wind Delaware LLC	22 Hudson Place Hoboken, NJ 07030	No
Bluewater Wind Maryland LLC	22 Hudson Place Hoboken, NJ 07030	No
Bluewater Wind New Jersey Energy LLC	22 Hudson Place Hoboken, NJ 07030	No
Cabrillo Power I LLC	4600 Carlsbad Boulevard Carlsbad, CA 92008	Yes
Cabrillo Power II LLC	4600 Carlsbad Boulevard Carlsbad, CA 92008 5460 Overland Avenue San Diego, CA 92123 5459 Complex Street San Diego, CA 92123 900 Main Street El Cajon, CA 92040 6897 Consolidated Way San Diego, CA 92121	Yes
Camas Power Boiler Limited Partnership	401 NE Adams Street Camas, WA 98607	Yes
Camas Power Boiler, Inc.	401 NE Adams Street Camas, WA 98607	No

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Cody SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	No
Conemaugh Power LLC (owns joint undivided interest in plant in New Florence, PA)	211 Carnegie Center Princeton, NJ 08540	Yes
Connecticut Jet Power LLC	700 Naugatuck Avenue Devon, CT 06460 Route 1 Bradford, CT 06405 Sound Shore Drive Cos Cob, CT 06807 Franklin Drive Torrington, CT 06790 South Main Street, Bldg. G Torrington, CT 06790	Yes
Desert View SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	No
Devon Power LLC	700 Naugatuck Avenue Devon, CT 06460	Yes
Dunkirk Power LLC	106 Point Drive N. Dunkirk, NY 14048	Yes
Eastern Sierra Energy Company	211 Carnegie Center Princeton, NJ 08540	No
Elbow Creek Wind Project LLC	9919 Kay Rd. Forsan, TX 79733	Yes
El Segundo Energy Center LLC	301 Vista Del Mar El Segundo, CA 90245	No
El Segundo Power, LLC	301 Vista Del Mar El Segundo, CA 90245	Yes
El Segundo Power II LLC	301 Vista Del Mar El Segundo, CA 90245	No
Fairmont SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	No
GenConn Devon LLC	700 Naugatuck Avenue Devon, CT 06460	Yes
GenConn Energy LLC	157 Church Street New Haven, CT 06505	Yes
GenConn Middletown LLC	1866 River Road Middletown, CT 06457	Yes
Huntley Power LLC	3500 River Road Tonawanda, NY 14150	Yes
Indian River Power LLC	Power Plant Road Millsboro, DE 19966	Yes
Keystone Power LLC (owns joint undivided interest in plant in Shelocta, PA)	211 Carnegie Center Princeton, NJ 08540	Yes

Langford Wind Power, LLC	7777 Fay Ave. Suite 200 La Jolla, CA 92037	Yes
Long Beach Generation LLC	2665 West Seaside Boulevard Long Beach, CA 90802	Yes
Long Beach Peakers LLC	2665 West Seaside Boulevard Long Beach, CA 90802	Yes
Louisiana Generating LLC	112 Telly Street New Roads, LA 70760	Yes
Meriden Gas Turbines LLC	600 South Mountain Drive Meriden, CT 06450	Yes
Middletown Power LLC	1866 River Road Middletown, CT 06457	Yes
Montville Power LLC	74 Lathrop Road Uncasville, CT 06382	Yes
NEO Corporation	211 Carnegie Center Princeton, NJ 08540	No
NEO Freehold-Gen LLC	235 Willowbrook Avenue Freehold, NJ 07728	No
New Mexico SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	No
NINA Texas 3 LLC	211 Carnegie Center Princeton, NJ 08540	No
NINA Texas 4 LLC	211 Carnegie Center Princeton, NJ 08540	No
Norwalk Power LLC	1 Manresa Island Avenue S. Norwalk, CT 06854	Yes
NRG Alta Vista LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Arthur Kill Operations Inc.	4401 Victory Boulevard Staten Island, NY 10314	No
NRG Bayou Cove LLC	112 Telly Street New Roads, LA 70760	Yes
NRG Astoria Gas Turbine Operations Inc.	31-01 20 th Avenue Astoria, NY 11105	No
NRG Bluewater Holdings LLC	22 Hudson Place Hoboken, NJ 07030	No
NRG Bluewater Wind Great Lakes LLC	22 Hudson Place Hoboken, NJ 07030	No
NRG Bluewater Wind New York LLC	22 Hudson Place Hoboken, NJ 07030	No
NRG Bourbonnais Equipment LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Bourbonnais LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Capital II LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Cedar Bayou Development Company, LLC	7705 West Bay Road Eldon, TX 77520	No

NRG Common Stock Finance I LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Common Stock Finance II LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Energy Center Dover LLC	1280 West N Street Dover, DE 19904	Yes
NRG Energy Center Harrisburg LLC (steam and chilled water)	100 N. 10 th Street Harrisburg, PA 17101	Yes
NRG Energy Center Minneapolis LLC	816 4 th Avenue South Minneapolis, MN 55404	Yes
NRG Energy Center Paxton LLC	100 N. 10 th Street Harrisburg, PA 17101	Yes
NRG Energy Center Pittsburgh LLC (steam)	111 S. Commons Avenue Pittsburgh, PA 15212	Yes
NRG Energy Center San Diego LLC	901 Kettner Boulevard San Diego, CA 92101	Yes
NRG Energy Center San Francisco LLC	410 Jessie Street San Francisco, CA 94103	Yes
NRG Energy Center Smyrna LLC	217 Artisan Drive Smyrna, DE 19977	No
NRG Energy Services LLC	990 Peiffers Lane Harrisburg, PA 17109	No
NRG Gaskell LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Generation Holdings, Inc.	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
NRG Harrisburg Cooling LLC	100 N. 10 th Street Harrisburg, PA 17101	No
NRG Maintenance Services LLC	12307 Kurland Drive Houston, TX 77034	No
NRG New Jersey Energy Sales LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG NM Suntower LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Northeast Affiliate Services Inc.	211 Carnegie Center Princeton, NJ 08540	No
NRG PacGen Inc.	211 Carnegie Center Princeton, NJ 08540	No
NRG Peaker Finance Company LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Power Marketing LLC	211 Carnegie Center Princeton, NJ 08540	Yes
NRG Retail LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Rockford Acquisition	211 Carnegie Center Princeton, NJ 08540	No
NRG Rockford II LLC	136 Harrison Avenue Rockford, IL 61104	Yes

NRG Rockford LLC	136 Harrison Avenue Rockford, IL 61104	Yes
NRG Sherbino LLC	7777 Fay Avenue, Ste. 200 La Jolla, CA 92037	Yes
NRG Solar LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Solar Alpine LLC	211 Carnegie Center Princeton, NJ 08540	Yes
NRG Solar Blythe LLC	211 Carnegie Center Princeton, NJ 08540	Yes
NRG Solar PV LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Solar Wharton LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG South Central Generating LLC	112 Telly Street New Roads, LA 70760	No
NRG South Texas LP	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
NRG Sterlington Power LLC	268 Solvent Avenue Sterlington, LA 71280	Yes
NRG Texas LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
NRG Texas C&I Supply LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Texas Holding Inc.	211 Carnegie Center Princeton, NJ 08540	No

NRG Texas Power LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002 Cedar Bayou 7705 Westbay Baytown, TX 77520 Greens Bayou 12070 Beaumont Highway Houston, TX 77049 Limestone Highway 39 at Highway 80 Jewett, TX PH Robinson 5501 Highway 46 Bacliff, TX 77518 San Jacinto 845 Sens La Porte, TX 77571 SR Bertron 2018 Miller Cut-off Road La Porte, TX 77536 TH Wharton 16301 West Montgomery Road Houston, TX 77064 WA Parish 2500 Y.U. Jones at Smitherslake Thompson, TX	Yes
NRG Texas Retail LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG Thermal LLC	2600 IDS Center 80 South Eighth Street Minneapolis, MN 55402	No
NRG Thermal Solar LLC	211 Carnegie Center Princeton, NJ 08540	No
NRG West Coast LLC	1817 Aston Ave, Suite 104 Carlsbad, CA 92008	Yes
Nuclear Innovation North America LLC	521 5 th Avenue, 30th Floor New York, NY 10175	No
Nuclear Innovation North America Investments LLC	211 Carnegie Center Princeton, NJ 08540	No
Oswego Harbor Power LLC	261 Washington Boulevard Oswego, NY 13126	Yes
Pacific Generation Company	211 Carnegie Center Princeton, NJ 08540	No

Reliant Energy Northeast LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
RE Retail Receivables, LLC	211 Carnegie Center Princeton, NJ 08540	No
Reliant Energy Power Supply, LLC	211 Carnegie Center Princeton, NJ 08540	No
Reliant Energy Retail Holdings, LLC	211 Carnegie Center Princeton, NJ 08540	No
Reliant Energy Retail Services, LLC	211 Carnegie Center Princeton, NJ 08540	No
Reliant Energy Services Texas, LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
Reliant Energy Texas Retail, LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
RERH Holdings, LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
Roadrunner SunTower, LLC	211 Carnegie Center Princeton, NJ 08540	Yes
Saguaro Power LLC	211 Carnegie Center Princeton, NJ 08540	Yes
Saguaro Power Company, a Limited Partnership	8000 West Lake Mead Parkway Henderson, NV 89015	No
San Drag LLC	4660 La Jolla Village Drive, Suite 400, San Diego, CA 92122	No
Sherbino I Wind Farm LLC	c/o BP Wind Energy North America Inc. 700 Louisiana Street, 33 rd Floor Houston, TX 77002	Yes
Somerset Power LLC	1606 Riverside Avenue Somerset, MA 02726	Yes
Sun City LLC	4660 La Jolla Village Drive, Suite 400, San Diego, CA 92122	No
Texas Genco GP, LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
Texas Genco LP, LLC	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
Texas Genco Holdings, Inc.	Houston Pavilions Office Tower 1201 Fannin Houston, Texas 77002	No
Vienna Power LLC	Chapel of Ease Road Vienna, MD 21869	Yes

WCP (Generation) Holdings LLC	1817 Aston Ave, Suite 104 Carlsbad, CA 92008	No
West Coast Power LLC	1817 Aston Ave, Suite 104 Carlsbad, CA 92008	Yes
International		
Gladstone Power Station Joint Venture	Gladstone Operating Station Hanson Road P.O. Box 5046 Gladstone, Queensland, Australia	N/A
Itiquira Energetica S.A.	Avenida Isaac Povoas, 901 conjunto 302 Centro, Cuiaba Mato Grasso, Brazil	N/A
Lambique Beheer B.V.	Keplerstraat 34 1171 CD Badhoevedorp, Neth.	N/A
NRG Caymans Company	CITCO Trustees (Cayman) Ltd. P.O. Box 31106 SMB Grand Cayman Cayman Islands, BWI	N/A
NRG Energy Insurance, Ltd.	Marsh Management Services Cayman Ltd. P.O. Box 1051 GT Barclays House, 3 rd Floor Shedden Road Grand Cayman, Cayman Islands	N/A
NRG Gladstone Operating Services Pty Ltd	Gladstone Operating Station Hanson Road P.O. Box 5046 Gladstone, Queensland, Australia	N/A
NRG International LLC	211 Carnegie Center Princeton, NJ 08540	N/A
NRG Latin America Inc.	211 Carnegie Center Princeton, NJ 08540	N/A
NRGenerating German Holdings GmbH	Alte Haslenstrasse 29 9053 Teufen, Switzerland	N/A
NRGenerating International B.V.	Keplerstraat 34 1171 CD Badhoevedorp, Neth.	N/A
NRGenerating Luxembourg (No. 1) S.à.r.l.	25A, Boulevard Royal L-2449 Luxembourg, Luxembourg	N/A
NRGenerating Luxembourg (No. 2) S.à.r.l.	25A, Boulevard Royal L-2449 Luxembourg, Luxembourg	N/A
Saale Energie GmbH	An der Bober 100 Korbetha, Germany 06258	N/A
Sunshine State Power (No. 2) B.V.	Keplerstraat 34 1171 CD Badhoevedorp, Neth.	N/A
Sunshine State Power B.V.	Keplerstraat 34 1171 CD Badhoevedorp, Neth.	N/A

NRG Energy Entities – NRG Energy owns less than 50%

Issuer	Address of Issuer	% Held (approx.)	Public Utility?
Alter Nrg Corp.	910 7th Avenue SW, Suite 700 Calgary, Alberta T2B 3N8 Canada	6%	No
Aptera Motors Inc.	2778 Loker Ave. West, Carlsbad, CA 92010	13%	No
Central and Eastern Europe Power Fund, Ltd.	Cedar House 41 Cedar Avenue Hamilton, Bermuda HM 12 Bermuda	22%	N/A
Kraftwerk Schkopau Betriebsgesellschaft mbH	c/o VEBA Kraftwerke Ruhr AG Bergmannsgluckstrasse 41-43 Gelsenkirchen, Germany 45896	44%	N/A
Kraftwerk Schkopau GbR	c/o VEBA Kraftwerke Ruhr AG Bergmannsgluckstrasse 41-43 Gelsenkirchen, Germany 45896	42%	N/A
eSolar Inc.	150 West Union Street Pasadena, CA 91103	1%	N/A

Green Mountain Energy Company

Application for Approval

Attachment for Questions 5.a and 5.b

Compliance: Criminal/Civil Proceedings

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Neither Applicant, nor any affiliate, predecessor or person identified in this Application has been or is currently the defendant of any criminal proceedings within the past five (5) years.

Applicant is currently or has been the defendant of the following civil proceedings within the past five (5) years:

Babcock & Brown Holdings, Inc. and Harrison Street Partners LLP v. Green Mountain Energy Company. Filed in July 26, 2006 in the Court of Chancery of the State of Delaware (Civil Action No. 2303-N). In a Petition for Appraisal, Petitioners sought a determination of the fair value of the shares of Green Mountain preferred stock owned by Petitioners prior to a March 2006 merger resulting in a recapitalization of Green Mountain. Green Mountain settled this case in January 2007 and the case was voluntarily dismissed with prejudice. **(closed)**

Irving S. Bergrin et al v. Green Mountain Energy Company. Filed January 31, 2008 in the Court of Common Pleas, Cuyahoga County, Ohio (Case No. CV 08 649516) and removed by Green Mountain to the United States District Court for the Northern District of Ohio, Eastern Division (Case No. 1:08-cv-00641). Class action alleging breach of contract between Northeast Ohio Public Energy Council (NOPEC) and Green Mountain. The case was voluntarily dismissed in May 12, 2008, without any payment by Green Mountain. **(closed)**

Janet L. Mencl (pending) vs. Home Builders Association of Greater Dallas, Green Mountain Energy Company, Shaddock Creek Estates, Viking Range Corporation. Filed May 22, 2009, in the 429th Judicial District Court of Collin County, Texas (Case No. 429-02035-2009). Complaint claimed damages for personal injuries sustained in a fall at a 2007 Parade of Homes event, for which Green Mountain was a sponsor. Green Mountain tendered the defense of this action to its insurance carrier and filed an answer denying liability. **(open)**

American Municipal Power, Incorporated (AMPO) v. Green Mountain Energy Company. Filed October 2, 2009 in the Franklin County Municipal Court, Franklin County, Ohio (Case No. 2009 CVF 043309). Complaint alleged that Green Mountain had breached a contract that had expired December 31, 2008. Green Mountain settled the matter in November 2009 and the case was voluntarily dismissed with prejudice. **(closed)**

In re: Tusa Expo Holdings, Inc., Office Expo, Inc., Tusa Office Solutions, Inc., Debtor (Case No. 008-45057-dml-7); Marilyn D. Garner, Trustee for Office Expo, Inc. Chapter 7 Plaintiff v. Green Mountain Energy Company. Filed October 29, 2010 in the United States Bankruptcy Court, Northern District of Texas, Fort Worth Division (Adversary No. 10-04232). This is a preference action filed by the Bankruptcy Trustee for a former Green Mountain commercial customer. The Trustee is attempting to avoid and recover payments totaling \$33,558 made by the debtor to Green Mountain during the 90 days prior to filing of the bankruptcy case. Green Mountain has filed an answer and is asserting that the Trustee is not entitled to avoid and recover these payments because they were made in the ordinary course of business. **(open)**

Affiliates of Applicant are or have been involved in the following material civil litigation within the past five (5) years, as publically disclosed in SEC filings. In addition to the following, Affiliates of Applicant are parties to other litigation or legal proceedings.

Public Utilities Commission of the State of California v. Long-Term Sellers of Long-Term Contracts to the California Department of Water Resources. Filed February 2002 (FERC Docket No. EL02-60 et al.). This matter concerns wholesale power contracts entered into during the California power crisis. The case was appealed from FERC to the U.S. Court of Appeals for the Ninth Circuit and the U.S. Supreme Court, remanded to the Ninth Circuit and back to FERC for proceedings consistent with the U.S. Supreme Court's June 26, 2008 decision in a related case involving the *Mobile-Sierra* standard. The matter is currently before the FERC. **(open)**

United States of America v. Louisiana Generating, LLC. Filed February 11, 2009 in the U.S. District Court Middle District of Louisiana, by the U.S. Department of Justice (U.S. DOJ) acting at the request of the U.S. Environmental Protection Agency (Civil Action No. 09-100-RET-CN). The U.S. DOJ lawsuit against alleges violations of the Clean Air Act at the Big Cajun II power plant arising out of alleged improvements to the plant made in the 1990's, prior NRG's of the facility. On April 28, 2010, the district court tentatively scheduled trial on a liability phase for mid-2011 and, if necessary, trial on the damages (remedy) phase for mid-2012. On February 4, 2011, LaGen filed motions for summary judgment requesting that the court dismiss all of the U.S. DOJ's claims, and the U.S. DOJ filed motions for partial summary judgment on three issues. **(open)**

Hohl Industrial Services, Inc. v. Dunkirk Power, LLC, NRG Energy, Inc., Clyde Bergemann US, Inc., Individually and D/B/A Clyde Bergemann Eec, John W. Danforth Company, Chautauqua County Industrial Development Agency, Triad Metals International, Clark Rigging & Rental Corp., Cirelectrical Construction Corp., Nichols Long & Moore Construction Corp., R W Painting, Inc. International Fidelity Insurance Company, Chautauqua County, John Does 1-10 And Jane Does 1-10, State of New York Supreme Court, County of Chautauqua (Index No. K1-2009-1510). This case involved a contractual dispute between Applicant's parent company and a contractor installing pollution controls on a power plant. On August 28, 2009, a contractor filed a complaint against NRG and various other parties. In April 2010, the other parties reached a settlement, and the case was dismissed on September 30, 2010. **(closed)**

Louisiana Sheriffs' Pension & Relief Fund and City of St. Claire Shores Police & Fire Retirement System, on Behalf of Themselves and All Others Similarly Situated v. David Crane, et al., Court of Chancery of the State of Delaware (Case No. 4193-VCL). Filed November 25, 2008; served December 11, 2008. These two cases were associated with the attempted hostile takeover of Applicant's parent company by Exelon Xchange Corporation in 2008, and whether NRG's Board of Directors gave due consideration to the acquisition proposal announced by Exelon on October 19, 2008, in which Exelon offered to acquire all of the outstanding shares of NRG. On July 28, 2009, Exelon, NRG, and NRG's Board of Directors collectively filed a Stipulation of Dismissal of Exelon's lawsuit, thereby ending the case after the attempted takeover failed. **(closed)**

Evelyn Greenberg, on Behalf of Herself and All Others Similarly Situated v. David Crane, et al., (filed October 20, 2008); *Joel A. Gerber and Raphael Nach & Jaqueline Noell Co-Trustee The Nach Family Trust VIA, Individually and on behalf of All Others Similarly Situated v. NRG Energy, Inc., et al.* (filed November 10, 2008); *Walter H. Stansbury Individually and on Behalf of All Others Similarly Situated v. NRG Energy, Inc., et al.* (filed October 24, 2008), before the Superior Court of New Jersey-Law Division, Mercer County (Docket No. MER-C-137-08). Three

lawsuits filed against NRG and NRG's Board of Directors on behalf of individual shareholders and all others similarly situated were consolidated into one case alleging a single count of breach of fiduciary duty against NRG's Board of Directors and seek injunctive relief. On June 18, 2009, the court found in favor of NRG's Board of Directors and stayed the consolidated lawsuits pending resolution of the purported class-action lawsuit filed in Delaware Chancery court by the Louisiana Sheriffs' Pension & Relief Fund and City of St. Claire Shores Police & Fire Retirement System discussed above. **(closed)**

Citizens for Clean Power v. Indian River, LLC, Civ., Delaware District Court, 2009 (Civ. No. 09-125-SLR). This case involved a citizen Clean Air Act suit against Indian River, LLC. Citizens for Clean Power objected to a consent decree entered into by Delaware Department of Natural Resources and Environmental Control. The case was dismissed on July 23, 2009, the court dismissed the case. **(closed)**

Niagara Mohawk Power Corporation v. Dunkirk Power LLC, NRG Dunkirk Operations, LLC, Huntley Power LLC, NRG Huntley Operations, LLC., Oswego Power LLC and NRG Oswego Operations, LLC, Supreme Court, Erie County (Index No. 1-2000-8681). This case involved a dispute over station power charges associated with New York power plants of an affiliate of Applicant. The case was stayed pending resolution of a companion matter at FERC, and NRG eventually obtained a favorable order from FERC, which was upheld by the D.C. Circuit Court of Appeals. **(closed)**

Native Village of Kivalina v. ExxonMobil Corp., et al., U.S. District Court for the Northern District of California (CV 08-1138 SBA (N.D. Cal.)). Twenty-four electric generating companies and oil and gas companies were named as defendants in this complaint. The complaint was filed on behalf of a small Alaskan town and sought damages associated with the need to relocate from the northern coast of Alaska purportedly because of the effects of global warming caused by the defendant's CO₂ emissions. On June 11, 2008, NRG and the plaintiffs executed a Stipulation of Dismissal with Prejudice. On June 16, 2008, the U.S. District Court for the Northern District of California dismissed NRG with prejudice thereby ending the case for NRG. NRG did not pay any money or exchange anything of value with the plaintiffs in exchange for its dismissal. **(closed)**

Spring Creek Coal Company v. NRG Texas LP et. al, No. 07-CV-168B, U.S. District Court for the District of Wyoming (No. 07-CV-168B). Filed July 30, 2007. This case involved alleged breaches in 2007 of a 1978 coal supply agreement, as amended by a later 1987 agreement. The parties reached a settlement and on May 15, 2008, and the case was dismissed with prejudice. **(closed)**

Connecticut Light & Power Co. v. NRG Power Marketing Inc., U.S. District Court for Connecticut, (497 F. Supp. 2d 352 (U.S. Dist. Conn. 2007)). On November 28, 2001, NRG Power Marketing Inc. (PMI) sought recovery in the U.S. District Court for Connecticut for amounts it claimed were owed for congestion charges under the October 29, 1999 Standard Offer Services Contract. Connecticut Light & Power Co. (CL&P) withheld approximately \$30 million from amounts owed to PMI under contract and PMI counterclaimed. CL&P's motion for summary judgment was granted by the Court on July 20, 2007. **(closed)**

Green Mountain Energy Company

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Attachment for Questions 5.c and 5.d

PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Compliance: Customer/Regulatory/Prosecutory Actions

Green Mountain Energy Company:

Formal Complaint of The Print Connection, Owner Willis Hamilton Against Green Mountain Energy Company. Public Utility Commission of Texas (Docket No. 32617). Dispute resolved by mutual agreement. Complaint dismissed with prejudice.

Formal Complaint of Joel H. McGlasson, III Against Green Mountain Energy Company and CenterPoint Energy Houston Electric, LLC. Public Utility Commission of Texas (Docket No. 36111). Complaint dismissed for lack of jurisdiction.

Customer Complaint - Lori Busch. Attorney General of Texas – Consumer Protection Division (Docket/Reference No. M207005). Filed March 20, 2006. Green Mountain Energy Company responded to customer and Attorney General's office. No further action taken.

Customer Complaint - Jose L. Alvarado. Attorney General of Texas – Consumer Protection Division (Docket/Reference No. M243897). Filed June 6, 2007. Green Mountain Energy Company responded to customer and Attorney General's office. No further action taken.

Customer Complaint - Alvaro Martinez. Attorney General of Texas – Consumer Protection Division (Docket/Reference No. M295645). Filed March 3, 2009. Green Mountain Energy Company responded to customer and Attorney General's office. No further action taken.

Customer Complaint - Jose Cavazos Jr.. Attorney General of Texas – Consumer Protection Division (Docket/Reference No. M349645). Filed August 31, 2010. Green Mountain Energy Company responded to customer and Attorney General's office. No further action taken.

Agreed Notice of Violation and Settlement Agreement Relating to Green Mountain Energy Company's Violation of PURA §§ 17.004 and 39.101 and P.U.C. Subst. R. 25.472, 25.473, 25.474, 25.475, 25.479 and 25.483, Concerning Customer Protection Rules for Retail Electric Service. Public Utility Commission of Texas (Docket No. 38740). Filed September 28, 2010. In 2009 and 2010, the Public Utility Commission of Texas (PUCT) began a program to perform compliance audits on all retail electric providers (REPs) in the Texas market. Green Mountain Energy Company's audit was initiated in January 2010 and was concluded in November 2010 with a final order approving a settlement in which Green Mountain agreed to pay an administrative penalty of \$16,500 to resolve eight alleged rule violations. In terms of both the number of alleged violations and the amount of the agreed penalty, Green Mountain's audit results are on the far low end of the range for the 16 REP compliance audit settlements made public to date by the PUCT.

Reliant Energy Retail Services, LLC (affiliate):

Notice of Violation, Public Utility Commission of Texas (Docket 38785). A \$50,000 administrative penalty was assessed in connection with a Notice of Violation for minor issues related to Customer

Protection Rule requirements. The penalty was paid and all issues noted in the Notice of Violation have been addressed.

Other affiliates:

Applicant's generation-owning affiliates have been involved in the following enforcement actions regarding mandatory reliability standards:

FERC

Name – Devon Power LLC

License – NA.

\$500,000 penalty assessed in connection with generation status arising from a January 24-25, 2006 incident. See FERC Docket No. IN07-06.

NERC/NPCC

Name – Montville Power LLC

License – NA. \$2,000 penalty assessed in connection with a violation of NERC VAR-002 Standard (AVR) from a 12/3/2007 incident. See FERC Docket No. NP10-103.

NERC/NPCC

Name – Dunkirk Power LLC

License – NA. \$2,000 penalty assessed in connection with a violation of NERC VAR-002 Standard (AVR) from a 1/16/2008 incident. See FERC Docket No. NP10-101.

Before NERC/NPCC

Name – Huntley Power LLC

License – NA.

\$2,000 penalty assessed in connection with a violation of NERC VAR-002 Standard (AVR) from a 2/12/2008 incident. See FERC Docket No. NP10-102.

NERC/RFC

Name – Indian River LLC

License – NA.

\$20,000 penalty assessed in connection with a violation of NERC PRC-005 Standard (Batteries) from various dates in 2007/2008. See FERC Docket No. NP09-44.

NERC/SERC

Name – Louisiana Generating LLC

License – NA.

\$10,000 penalty assessed in connection with a violation of NERC VAR-002 Standard (AVR) from a 4/2/2008 incident. See FERC Docket No. NP09-28.

NERC/NPCC

Name – Huntley Power LLC

License – NA.

\$7,500 penalty assessed in connection with a violation of NERC PRC-005 Standard from a 11/6/2008 incident. See FERC Docket No. NP10-102.

NERC/TRE

Name – NRG Texas Power LLC

License – NA.

\$6,000 penalty assessed for violation of NERC PRC-005 Standard regarding a policy that the auditor claimed should be clarified from a November 2009 audit.

NERC/TRE

Name – NRG Texas Power LLC

License – NA.

Pending self-report of possible violation of NERC PRC-004 Standard regarding delay in submitting analysis of relay misoperation from January 2010.

NERC/SERC

Name – Louisiana Generating LLC

License – NA.

Four pending notices of possible violation of NERC reliability standards resulting from March 2010 audit.

NERC/NPCC

Name – Montville Power LLC

License – NA.

Pending self-report of possible violation of NERC PRC-005 Standard (Batteries) from first quarter 2010.

NERC/NPCC

Name – Arthur Kill Power LLC

License – NA.

Pending self-report of possible violation of NERC CIP-006-R1.6 (cyber access escort) from second quarter 2010.

NERC/SERC

Name – Louisiana Generating LLC

License -- NA.

Self reported possible violations of NERC reliability standards resulting from January 1 addition of load and failure to capture two tie lines in our ACE.

NERC/WECC

Name – Cabrillo Power I LLC and Cabrillo Power II LLC

License – NA.

Self reported possible violations of NERC reliability standards relating to patch management and anti-virus.

Applicant's generation-owning affiliates have been involved, in the prior five years, in the actions regarding environmental matters as described below:

Facility	Date of Issuance	Description	Status
El Segundo Energy Center	12/22/2010	Demolition of decommission unit 1 & 2 without proper notification. Non-NRG Contractor has claimed responsibility.	Open – NOV amended to correct owner name (“El Segundo Power, LLC”) and added Rule 403 Nuisance Dust to the violation. No further response from South Coast AQMD.
TH Wharton	10/5/2010	Failure to compile and maintain a thorough potable water system plant operations manual for operator review and reference.	Open - Submitted operations manual to TCEQ and requested that the NOV be changed to "Area of Concern."
El Segundo	9/15/2010	El Segundo Certified Unified Participating Agency (CUPA) was on site for an annual hazardous material/hazardous waste inspection; hazardous waste was found to exceed the 90 day storage limit.	Open - CUPA has not responded with administrative penalty.
Encina	9/9/2010	Exceeded ammonia concentration limit of 10 ppm at 3% oxygen on Unit #1 during testing	Closed - Settlement with a civil penalty of \$2,000.
Greens Bayou	5/18/2010	Failure to submit Q3 2008 CEMS monitor downtime report	Closed - No further action required
Limestone	5/4/2010	Excess opacity emissions following a unit trip caused by operator error.	Closed - No further action required.
Saguaro	4/2/2010	Failure to submit annual compliance certification by 01/30/2010.	Closed - Settlement with a civil penalty of \$2,500.
WA Parish	3/30/2010	Baghouse bypass that led to opacity exceedance.	Closed - No further action required.
Kearny Mesa (Cabrillo 2)	1/26/2010	Failure to calibrate continuous monitors and recorders within a 1-year period, as required.	Closed - Settlement with a civil penalty of \$2,102.
WA Parish	1/11/2010	Baghouse bypass resulting in opacity exceedance.	Closed - No further action required.
Long Beach	12/31/2009	NOx exceedance on 05/27/2009.	Closed - Settlement with a civil penalty of \$1,000.
Cedar Bayou	12/23/2009	late RATA notifications and failure to report monitor downtime.	Closed - No further action required.
Encina	12/8/2009	excess emissions not reported as a breakdown within 2 hours.	Closed - Settlement with a civil penalty of \$1,000.
Montville	10/30/2009	NOV alleges misrepresented flow rate and failure to notify the agency of a flow rate violation.	Closed - No further action required.
Saguaro	9/11/2009	Failed performance test while combusting distillate fuel on unit #2. Parameters exceeded were PM10, VOCs, and NH3.	Open - working with DAQEM on the test method and the laboratory analysis of particulate distribution between condensable and non-condensable.
TH Wharton	8/14/2009	i) Gas Turbine 44 exceeded one – 1 hour NOX average ii) Failure to report 2 maintenance deviations on the semi-annual report.	Closed - No further action required.

WA Parish	7/29/2009	Opacity excursion following baghouse bypass.	Closed - No further action required.
Big Cajun 2	7/27/2009	State of Louisiana Department of Health and Hospitals NOV re: potable water supply (improper interconnections, no backflow prevention, etc).	Closed - No further action required.
El Segundo	5/27/2009	Failure to submit 2Q2007 Quarterly Emissions Report within 30 days of the reconciliation period.	Closed - Settlement with a civil penalty of \$750.
Cabrillo 2	3/17/2009	Failure to maintain strip chart.	Closed - Settlement with a civil penalty of \$775.
Limestone	2/26/2009	Failure to notify the agency that use of a construction well, service pumps and storage tank stopped in October 2004.	Closed - No further action required
Cabrillo 2	2/19/2009	Failure of water injection at the unmanned Kearny Mesa site.	Closed - Settlement with a civil penalty of \$775.00.
Big Cajun 2	2/11/2009	The US Department of Justice, acting at the request of the US EPA, commenced a lawsuit against Louisiana Generating, LLC in federal district court in the Middle District of Louisiana alleging violations of the CAA at the Big Cajun II power plant. The Company believes the claims are without merit and has filed motions requesting that the court dismiss the claims. The case is ongoing.	Open - contesting alleged violations.
Astoria	1/27/2009	Excess particulate during December 2007 PM testing.	Closed - Settlement with a civil penalty of \$7,500.
Cabrillo 2	10/23/2008	Water injection flow rate strip charts for the periods 10/1/2007 to 10/23/2007 could not be located during a site inspection.	Closed - Settlement with a civil penalty of \$1,500.
Limestone	9/24/2008	Opacity exceedance resulting from a unit trip.	Closed - No further action required.
Greens Bayou	7/28/2008	3 allegations all dating back to 2006: 1) Excess CO emissions (CO exceeded limits during NOx testing in 2006) 2) Failure to submit ECT-2 Form in the required time frame for NOx allowances – Resolved in 2007 3) Failure to maintain NOx allowances in MECT account – Resolved in 2007.	Closed - No further action required.
Long Beach	7/22/2008	NOx Exceedance (the facility was operating under (and in compliance with) a permit variance at the time of the alleged violation).	Closed - Settlement with a civil penalty of \$5,000.
WA Parish	7/16/2008	Opacity exceedance resulting from a baghouse bypass following a scheduled unit shut-down for maintenance.	Closed - No further action required.

Minneapolis Energy Center	1/29/2008	Sewer discharge pH levels below allowable minimum.	Closed - Settlement with a civil penalty of \$150.
Devon	12/12/2007	under-reported actual NOx emissions from a retired auxiliary boiler for the period 2002 to 2005, which resulted in paying lower emissions fees. An emissions fee adjustment check (not a penalty) for \$1,945.97 was issued on November 7, 2007.	Closed - No further action required.
Middletown	10/5/2007	Alleged failure to report quarterly fuel sulfur content (data was reported as maximum rather than average).	Closed - No further action required.
Norwalk Harbor	10/2/2007	Alleged failure to report quarterly fuel sulfur content (data was reported as maximum rather than average).	Closed - No further action required.
Montville	10/1/2007	Alleged failure to report quarterly fuel sulfur content (data was reported as maximum rather than average).	Closed - No further action required.
Encina	9/20/2007	Failure to provide email notification of wastewater discharge to sewer commencement as requested in batch discharge approval letter.	Closed - Settlement with a civil penalty of \$100.
Long Beach	9/18/2007	Failure to submit Semi-Annual Monitoring Reports for periods 01/01/06 - 06/30/06 and 01/01/06 - 12/31/06; Failure to submit Annual Compliance Certification Period for compliance period of 07/01/05 - 06/30/06 (during this time Long Beach was not operational... NRG had notified the agency that the plant was no longer operational, but the agency had not acknowledged this).	Open - Submitted request documentation (verifying non-operation). No response/penalty.
Indian River	9/10/2007	This NOV was prepared as an administrative requirement in order to finalize the Consent Order between NRG and DNREC which identifies NRG's compliance plan re: Delaware's Multi-Pollutant legislation.	Closed - Consent order signed and filed with State of Delaware.
Dunkirk	9/7/2007	Alleged violations regarding opacity emissions from the coal and ash handling systems and related reporting.	Closed - No further action required.
TH Wharton	8/22/2007	Failure to maintain sufficient NOx allowances, failure to transfer NOx allowance timely, and failure to report insufficient NOx allowances.	Closed - No further action required.
San Diego	8/8/2007	Failed source test indicating CO emissions exceedance.	Closed - Settlement with a civil penalty of \$700.
El Segundo	8/3/2007	Multiple alleged events of noncompliance with waste discharge requirements from August 2001 through December 2006.	Closed - Settlement with a civil penalty of \$12,000.
Limestone	7/13/2007	Failure to report 2005 Emission Inventory on time and failure to conduct Method 9 monitoring monthly.	Closed - No further action required.

Vienna	5/9/2007	Excess opacity emissions greater than 10% of the source operating time during Q1 2007 (10.2 hours over 92.2 hours of operation, 11.02%) .	Closed - No further action required.
Huntley	4/24/2007	A very small oil sheen (estimated between 2 and 6 ounces) was observed on the Niagara River from Huntley's Outfall 007.	Closed - Settlement with a civil penalty of \$500.
Huntley	3/15/2007	SPDES Phenol exceedances from storm water Outfall 002 at the Huntley landfill during three consecutive months (November 2006 to January 2007).	Closed - No further action required.
Encina	2/12/2007	Boiler #4 exceeded its daily NOx limit of 0.15 lbs/gross MWh by emitting 0.18 lbs/gross MWh. Operator error by not increasing ammonia flow to SCR following acknowledging alarm.	Closed - Settlement with a civil penalty of \$4,750.
San Francisco	2/6/2007	1. Statement of financial responsibility was not submitted. 2. There are no records of employees having been trained by the designated operator. 3. Monthly inspections by; the designated operator were not being conducted or records maintained.	Closed - No further action required.
Limestone	1/29/2007	Late notification of opacity exceedance.	Closed - No further action required.
Dover	1/25/2007	Construction of fly ash dry handling system had begun without a permit during a plant outage at the end of 2006.	Closed - No further action required.
Red Bluff	11/17/2006	Quarterly emission self-certification testing not completed by required deadline.	Closed - No further action required..
WA Parish	10/24/2006	Alleged exceedance of 24-hr CO permit limit and exceedance of facility-wide painting and blasting daily throughput limits.	Closed - No further action required.

Arthur Kill	9/28/2006	Arthur Kill received an NOV from NYSDEC on September 28, 2006 alleging that a compliance review had not been prepared and incorporated into the facility's Spill Prevention Report (SPR) and that the life expectancy of aboveground storage tanks (ASTs) and piping had not been included in the SPR per Section 599.8(b)(1). NRG believes this NOV was issued in error; the facility responded in an October 13, 2006 letter indicating that the compliance review had, in fact, been included in the SPR and that Section 599 applies only to new tanks or tanks modified after August 1994. The ASTs referenced in the NOV do not fall within this category.	Closed - No further action required
WA Parish	9/13/2006	WA Parish received an NOV from the Texas Commission on Environmental Quality (TCEQ) regarding an ammonia slip exceedance during March 2006. The NOV letter indicated that the alleged violation has been resolved and subsequent corrective action has been completed.	Closed - No further action required
San Diego Thermal	8/31/2006	On August 31, 2006, the San Diego Air Pollution Control District (SDAPCD) issued an NOV to the San Diego Thermal facility for operating more than the 16 permitted hours per day on August 4, 5 and 6, 2006 and for failing to maintain the water injection ratio on August 29, 2006.	Closed - Settlement with a civil penalty of \$13,750.
Indian River	8/24/2006	The Delaware Department of Natural Resources and Environmental Control (DNREC) issued an NOV to the Indian River facility on August 24, 2006 alleging failure to appropriately register all ASTs in 2002. DNREC issued a letter closing the NOV on October 11, 2006.	Closed - No further action required.
Chowchilla	7/26/2006	Chowchilla was issued an NOV from the San Joaquin Valley Air Pollution Control District (SJVAPCD) on July 26, 2006 for failure to meet the permitted VOC limit as measured during a February 20, 2006 stack test.	Closed - Settlement with a civil penalty of \$3,600.
Limestone	7/15/2006	TCEQ issued an NOV to the Limestone facility on July 15, 2006 regarding selenium exceedances in February 2006 and failure to submit discharge monitoring reports (DMRs) for toxicity for the period ending 12/31/2005.	Closed - Settlement with a civil penalty of \$5,940.

WA Parish	7/10/2006	TCEQ issued an NOV to WA Parish on July 10, 2006 regarding excess opacity emissions from Unit 5 related to a start-up following a forced outage of the unit.	Closed - No further action required.
Encina	6/8/2006	The San Diego Regional Water Quality Control Board issued Encina a Notice of Violation on June 8, 2006 for chronic toxicity exceedances occurring during the 2nd quarter 2005 monitoring. Encina reported, and the Regional Board recognized, that the toxicity was clearly caused by the substantial "red tide" occurring as a result of the substantially wet winter preceding the sampling.	Closed - No further action required.
Energy Development Center (Houston)	5/15/2006	Low residual chlorine levels in the effluent from the wastewater treatment plant.	Closed - No further action required.
Huntley	3/31/2006	Visible oil sheen on the surface of the Niagara River on March 31, 2005.	Closed - Settlement with a civil penalty of \$500.00.
Vienna	3/10/2006	USEPA Region III issued an NOV re: deficiencies in Vienna's Facility Response Plan. NOV indicates the EPA is not seeking any penalty. Vienna submitted its responses on April 14, 2006.	Closed - No further action required.
Big Cajun II	2/2/2006	NOV issued for failure to submit the solid waste annual reports on time. Reports were submitted promptly. This was a Notice of Corrected Violation and no further action is expected.	Closed - No further action required.

Green Mountain Energy Company

Application for Approval

Attachment for Question 6 – Proof of Service

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

On this 2nd day of March, 2011, I certify that a true and correct copy of the foregoing application form for licensing with the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

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Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Legal Department
First Energy
2800 Pottsville Pike
Reading, PA 19612

UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2526 N. 12th Street, Suite 360
P.O. Box 12677
Reading, PA 19612-2677

Citizen's Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P.O. Box 128
Wellsboro, PA 16901



L. Michelle Cutrer
Assistant General Counsel
Green Mountain Energy Company

Green Mountain Energy Company

Application for Approval

Attachment for Question 7.a – Bonding.

Original bond in the amount of \$250,000.00 enclosed separately in the application package.

A copy of the bond is attached.

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SECRETARY'S BUREAU

Green Mountain Energy Company

Application for Approval

Attachment for Question 7.b – Financial Records, Statements and Ratings

Green Mountain Energy Company is a wholly owned subsidiary of NRG Energy, Inc. NRG Energy, Inc. is also the ultimate parent of Reliant Energy Northeast LLC, which is also licensed in Pennsylvania as an Electric Generation Supplier.

NRG Energy, Inc.'s 10Q and 10K filings can be found at www.sec.gov, CIK# 0001013871.

Reports on NRG Energy, Inc. from D&B and Standard and Poor's are attached.

A Certificate of Liability Insurance (for insured Green Mountain Energy Company) is attached.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



ATTN:Chris Slaughter
Report Printed:January 18, 2011

MAR 2 2011

Live Report : NRG ENERGY, INC.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

D-U-N-S® Number: 79-342-2213

Endorsement/Billing Reference: CSlaughter@reliant.com

D&B Address

Address 211 Carnegie Ctr
Princeton,NJ - 08540
Phone 609 524-4500
Fax 609-524-4501

Location Type Headquarters
Web www.nrgenergy.com

Endorsement : CSlaughter@reliant.com

Company Summary

Currency: Shown in USD unless otherwise indicated

Score Bar

PAYDEX®	75
Commercial Credit Score Class	1
Financial Stress Class	4
Credit Limit - D&B Conservative	-
D&B Rating	5A3

D&B 3-month PAYDEX®

3-month D&B PAYDEX®: 76
Lowest Risk:100;Highest Risk :1
When weighted by amount, Payments to suppliers
average 6 Days Beyond Terms

D&B Company Overview

This is a headquarters location

Branch(es) or Division(s) exist	Y
Chief Executive	DAVID W CRANE, PRES-CEO+
Stock Symbol	NRG
Year Started	1992
Employees	4847 (240 Here)
SIC	4911
Line of business	Power generation facilities
NAICS	221119
History Status	CLEAR
Financial Condition	FAIR

Company News

Today: Tuesday, January 18, 2011

- WIND POWER: Bluewater launches aggressive
2011-01-18T05:49:11 CST 5:49 AM-DelmarvaNow.com
- Company plans to set up charging stations for
2011-01-16T23:15:04 CST 11:15 PM-Energy Central
- Manufacturing Close - Up - NRG Energy
2011-01-14T10:48:23 CST 10:48 AM-FindArticles
- Manufacturing Close - Up - NRG Energy to
2011-01-14T10:47:59 CST 10:47 AM-FindArticles
- EWEA - Empire State Building switches to wind
2011-01-14T09:30:33 CST 9:30 AM-Windfair.net
- PSEG sells two Texas power plants for \$687 mln
2011-01-13T13:49:25 CST 1:49 PM-SWISSQUOTE
- Ahead of Expiration, Calls Liquidated on NRG
2011-01-13T09:48:59 CST 9:48 AM-Daily Market Blog -
SchaeffersResearch.com
- Daily Options Trading for NRG Energy, Inc. (NRG)
2011-01-12T20:51:53 CST 8:51 PM-Market
Intelligence
- NRG Energy to offer \$1.2 billion in senior notes
2011-01-12T10:43:36 CST 10:43 AM-Business Week
- CORRECTED - New Issue-NRG Energy sells \$1.2
2011-01-12T09:27:47 CST 9:27 AM-Reuters
- Trading Update for NRG Energy, Inc. (NRG)
2011-01-11T20:38:01 CST 8:38 PM-Market
Intelligence
- NRG Energy Sells \$1.2 Bln Sr 7-Year Notes At

Commercial Credit Score Class

Commercial Credit Score Class: 1

Lowest Risk:1;Highest Risk :5

Detailed Trade Risk Insight™

Days Beyond Terms Past 3 Months

2

Days

Dollar-weighted average of 237 payment experiences reported from 64 Companies

Recent Derogatory Events

	Oct-10	Nov-10	Dec-10
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	2 on 2 acct

● NRG Energy to Offer, Then Buy \$1.2B in Senior 2011-01-11T17:05:56 CST 5:05 PM-FOXBusiness.com

● NRG Energy Announces Pricing Of \$1.2 Bln Of 2011-01-11T16:17:14 CST 4:17 PM-FinWin

● New Issue-NRG Energy sells \$1.2 bln in 7-yr 2011-01-11T15:36:43 CST 3:36 PM-Reuters

● Empire State Building Goes Green 2011-01-11T14:29:03 CST 2:29 PM-Reinforced Plastics

● New York's Empire State Building to buy 100% 2011-01-11T11:37:35 CST 11:37 AM-Energy Efficiency News

● New York City Icon Goes Green 2011-01-11T09:48:09 CST 9:48 AM-Interstate Renewable Energy Council

● NRG Energy To Offer \$1.2B Of Notes To 2011-01-11T09:25:11 CST 9:25 AM-The Wall Street Journal

● NRG Energy Begins Cash Tender Offer For \$1.2 2011-01-11T07:41:10 CST 7:41 AM-RTTNews

● NRG Energy (NRG) Announces \$1.2B Senior 2011-01-11T06:42:55 CST 6:42 AM-StreetInsider.com

● Empire State Building Now Wind Powered 2011-01-11T04:59:23 CST 4:59 AM-Eco Geek Latest

● Dagsboro thanks NRG for generous donation 2011-01-10T03:45:04 CST 3:45 AM-The Daily Times

● New York's iconic Empire State Building to get all 2011-01-08T15:29:20 CST 3:29 PM-Renewable Energy Magazine

● Empire State Building Becomes Major Buyer of 2011-01-08T08:40:14 CST 8:40 AM-CleanTechies

● Empire State Building to be powered entirely by 2011-01-08T08:16:24 CST 8:16 AM-Ecofriend

● Empire State Building switches to 100 per cent 2011-01-08T05:19:41 CST 5:19 AM-Environmental Expert

● Power generators oppose NU-NStar merger 2011-01-07T18:05:22 CST 6:05 PM-Hartford Business

● The world's most famous office building goes 2011-01-07T15:30:58 CST 3:30 PM-edie

● Empire State Building becomes NYC's largest 2011-01-07T12:25:07 CST 12:25 PM-Electric Light & Power

Powered by FirstRain

D&B PAYDEX®

D&B PAYDEX® 75

Lowest Risk:100;Highest Risk :1

When weighted by amount, Payments to suppliers average 8 days beyond terms

Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	2	05/14/03
Judgments	0	-
Liens	0	-
Suits	1	11/14/06
UCCs	108	07/01/10


The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

Financial Stress Score Class

Financial Stress Score Class: 4

Lowest Risk:1;Highest Risk :5

Stock Performance

NRG : 20.21  -0.04 (-0.20%)

Previous Close:	20.24
Volume:	192758.00
Daily High:	20.28
Daily Low:	20.12
52-Week High:	25.71
52-Week Low:	18.22
P/E:	10.0498
Market Cap:	4,993,379,400
EPS:	2.01
Div/Yield:	0.00

August 25, 2010

NRG Energy Inc.

Primary Credit Analyst:

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SECRETARY'S BUREAU

NRG Energy Inc.

Major Rating Factors

Strengths:

- A substantially hedged baseload fleet for the next few years provides positive free cash flow.
- Hedges position NRG Energy Inc. well to ride out the current merchant downturn.
- Significant de-leveraging is expected, through the mandatory 50% cash sweep.
- Texas retail business has performed well and mitigates gas price exposure.
- The generation fleet has a strong and improving operating record.
- Positive free cash flow and adequate financial ratios are expected for the next few years, even under our low gas price assumptions.
- Liquidity is strong.

Weaknesses:

- Longer-term cash flow exposure to U.S. merchant power market risks;
- Much more uncertain prospects for tightening reserve margins;
- Operational and counterparty credit risks that arise from a highly hedged fleet;
- A relatively leveraged balance sheet that leads to an "aggressive" financial profile;
- Aggressive growth plans, both organic and through acquisitions; and
- Carbon legislation risk that is not currently factored into the rating.

Corporate Credit Rating

BB-/Stable/B-2

Rationale

On Aug. 17, 2010, Standard & Poor's Ratings Services affirmed its 'BB-' corporate credit rating and all issue ratings on NRG Energy Inc. The outlook is stable. In addition, we assigned our 'BB-' rating to the company's proposed \$750 million senior bond issue (since upsized to \$1.1 bil) to finance the acquisition of 3.8 GW of gas-fired assets from Dynegy. The bonds were assigned a '3' recovery rating, indicating our expectation of meaningful (50%-70%) recovery of principal in the event of a payment default.

The 'BB-' corporate credit rating on NRG Energy Inc. (NRG) reflects the company's fundamental exposure to volatile commodity markets, balanced by a substantially hedged baseload fleet for the next few years that provides cash flow stability and that has allowed NRG to weather the current merchant downturn better than other independent power producers. NRG's hedges, strong fleetwide operations, and the presence of Reliant Energy, whose retail business is somewhat countercyclical to wholesale generation and which has performed strongly since its acquisition, combine to give the company a "fair" business risk profile. We expect NRG to be free cash flow positive for the next few years, even under our conservative merchant price deck scenario that uses low market heat rates and gas prices of \$5.50 per million Btu in 2012 and beyond for NRG's unhedged generation.

NRG Energy Inc is a wholesale power generator that owns 29,315 MW of nuclear, fossil, and renewable generation in Texas, South Central, California, and the Northeast. NRG also serves 1.6 million retail electric customers in

Texas. NRG has a major presence in the Texas power market. Pro forma for the Dynegy asset acquisition, NRG is expected to have \$10.8 billion of debt, as adjusted by Standard & Poor's to include operating leases and unfunded pension obligations.

We see NRG's growth strategy as having three objectives: to reduce carbon intensity, to increase scale and diversity, and to reduce the volatility of cash flows to gas prices. This last objective in particular, if successful, could result in a substantial reduction in NRG's business risk. To further this objective, we expect NRG to seek to develop or acquire assets with cash flows independent of, or significantly mitigated from, gas price volatility. Such assets could include projects with long-term contracts including gas-fired generation, nuclear, and renewables; retail power supply businesses; and future businesses with a service-like component such as NRG Thermal, the smart grid, and electric cars.

The key challenge for NRG's management will be to finance this growth strategy in light of commodity markets that may remain weak. The trade-off between growth (whether acquisition-driven or greenfield/brownfield), the strength of operating cash flows, and management's desire to also return capital to shareholders will be the key determinants of credit quality over the medium term. Pricey acquisitions will make this trade-off that much more difficult and may affect credit quality. In our opinion, the combined-cycle plants acquired from Dynegy are much more "aggressively valued" than other acquisitions in the past. In our opinion, the California peakers are worth only about \$100 per kilowatt (kW), which implies a valuation of around \$800 per kW for the Moss Landing and Casco Bay plants.

We also note that the planned South Texas Project 3 and 4 nuclear project expansion has not been factored into NRG's financial profile, due to the uncertainty over the timing of the Department of Energy loan guarantee as well as the extent of NRG's ownership in the project, which would determine equity capital calls. Some debt will be imputed onto NRG's books from the STP project, given NRG's strategic interest. However, it would be less than NRG's proportional share of the project, given the loan guarantee.

We expect financial metrics to be adequate for the rating over the next few years, supported by hedged cash flow and expectations for debt paydown through the 50% cash sweep provision. Financial performance in 2009 was strong, with adjusted funds from operations (FFO) interest coverage and FFO to debt at 3.9x and 24.5%, respectively. Under our conservative merchant price deck, which we use to benchmark peers within the industry, FFO interest coverage and FFO to debt stay around 2.5x and 11%-12% until 2012, after which they decline to 2x and 10%, as the portfolio is largely unhedged. NRG has strong free cash flows of over \$500 million annually even under the merchant price deck. These ratios incorporate no debt paydown other than the 50% cash sweep requirement and the assumption that lenders will take all the cash that they are offered.

NRG's leverage, as measured by total debt to capital, can be somewhat misleading due to the change in the mark-to-market value of hedges, in which they are reflected in equity through comprehensive income. Leverage as measured on a dollar-per-kW basis is more meaningful. This figure stood at about \$385 per kW as of Dec. 31, 2009 (per our adjustments), imputing all debt to the generation business and none to Reliant Energy. Leverage will improve as the company sweeps cash to pay down debt, to about \$320 per kW in the base case and \$350 per kW under the price deck, both consistent with expectations for the rating.

Liquidity

NRG's liquidity is "adequate." NRG has sufficient sources of liquidity to more than cover its liquidity needs over the next 12-24 months, even in the event of moderate, unforeseen EBITDA declines. Cash sources include cash on

hand of \$2.2 billion as of June 30, 2010, FFO of about \$1.3 billion for 2011, proceeds of the planned \$750 million note offering (which will close now; the acquisition closes at the end of the year), and NRG's letter of credit (LOC) and revolving credit facilities. Key uses include \$1.93 billion for the Dynegy and Cottonwood acquisitions, debt maturities of \$632 million in 2011, including the cash sweep, and planned capital spending of \$537 million for 2011.

In accordance with key quantitative measures in "Methodology and Assumptions: Standard & Poor's Standardizes Liquidity Descriptors For Global Corporate Issuers," published July 2, 2010, on RatingsDirect on the Global Credit Portal, relevant aspects of NRG's liquidity are as follows:

- NRG's ratio of sources to uses is about 1.5x, substantially more than the 1.2x required for the "adequate" liquidity category, and sources exceed uses even with a 20% decline in EBITDA.
- NRG's ability to use "right-way risk" asset pledges to collateralize counterparties in lieu of cash or LOCs significantly mitigates liquidity risks arising from commodity price volatility.
- EBITDA cushion in NRG's covenants exceeds 50%.
- NRG has a generally satisfactory standing in credit markets, with bond and credit default swap spreads being consistently narrower than those of its peers.
- Management has been prudent about liquidity, maintaining substantial cash balances in addition to unused bank lines and right-way risk facilities during the last two years.

Recovery analysis

Standard & Poor's default scenario incorporates our low gas price and market heat rate assumptions, and assumes that NRG does not add to the hedges that are in place given the low market prices. In general, we endeavor to create default scenarios that cause a clear debt service payment default at the company. Given NRG's highly hedged profile, such a scenario will arise only if we assume major operating problems at its large generation plants. However, we consider it more likely that a sharp and sustained downturn in commodity prices may make lenders unwilling to refinance NRG's loans at maturity, thereby causing the company to default. Thus, our default scenario here is a refinancing default in 2013, when the term loans mature. Although the refinancing risk will be small, we assume that lenders will be dissuaded by the \$1.2 billion in unsecured notes maturing in 2014.

At the time of default, we expect about \$1.18 billion to be outstanding under NRG's secured term loan, \$6.5 billion of unsecured bonds (including the \$1.1 bill issued to finance the Dynegy acquisition); \$190 million Indian River tax-exempt bonds and \$58 million under the Dunkirk financing. (We assume that NRG's \$251 million debt related to NRG Peaker Finance Co. LLC will not be a liability of the bankruptcy estate. This is because that debt is guaranteed by Assured Guaranty Mutual Corp., and that guarantee is likely to be exercised well before the 2013 default date.) We conservatively assume the entire \$875 million revolving facility to be outstanding despite the lack of hedges. However, NRG will not have amounts outstanding under its synthetic LOC facility, given that it is cash-backed.

Even under our merchant price deck, NRG's existing hedges will allow it to generate substantial cash flow and pay down debt until 2012. We calculate NRG's enterprise value using a discounted cash flow methodology, assuming that 2013 cash flow expectations would continue to grow at 2% a year. We also assume annual capital expenditures of \$250 million.

Our discounted cash flow (DCF) valuation yields an enterprise value of \$7.34 billion. A discrete asset valuation using dollar-per-kW multiples for the assets yields a significantly higher value of \$7.9 billion. We note that four

assets accounted for \$7.2 billion of this value, even when valued conservatively. This includes South Texas Project at \$2,500 per kW, and W.A. Parish, Limestone, and Big Cajun at \$750 per kW each. That the four major assets alone, even when valued conservatively, provide a value almost equal to our DCF valuation for the entire firm provides us comfort that evaluating recovery based on the DCF valuation will yield a very conservative recovery expectation. We provide no credit to cash on the balance sheet at the end of 2012.

Under the above assumptions, we calculate a 291% recovery for the NRG term loan and revolving facility, after adjusting for six months' pre-petition interest and administrative expenses equal to 5% of the value of the estate. This leads to a recovery rating of '1', indicating our expectation of very high (90%-100%) recovery of principal in the event of a payment default. At this level, secured debt is rated two notches above the 'BB-' corporate credit rating.

We estimated recovery on unsecured debt after providing for the payment of all secured obligations, six months' pre-petition interest on the unsecured debt, and assuming zero nondebt unsecured claims (such as rejected operating leases, pensions, and indemnities or guarantees). Our analysis leads to a recovery of 68% for the unsecured notes, leading to a recovery rating of '3', indicating our expectation of meaningful (50%-70%) recovery of principal in the event of a payment default.

Had NRG issued only \$750 million in unsecured notes instead of \$1.1 billion, recovery would have been over 70% (indicating a recovery rating of '2' and a rating one notch above the 'BB-' corporate credit rating). However, we assigned only a recovery score of '3' and a rating of 'BB-' on Aug. 17, 2010, arguing that as a 'BB' category credit moves toward default, changes are likely to occur in the capital structure and unsecured debt could be superseded by more secured debt or diluted by more unsecured debt. This is exactly what happened, well before any corporate distress. Thus, although we assume no change in capital structure for our recovery analysis, some leeway does exist when considering companies rated in the 'BB' category.

Outlook

The stable outlook reflects the highly hedged nature of NRG's generation, steady operating performance, and our expectations that NRG will balance growth plans and a desire to return capital to shareholders with the company's cash flows. We believe a downgrade is much more likely than an upgrade, given the challenges of low commodity prices and aggressive growth plans. FFO interest coverage and FFO to debt that are consistently below 2x and 10% would likely be a trigger for downward rating movement. Upside potential is very limited, given current merchant market conditions and NRG's growth plans.

Business Risk Profile

NRG has a "fair" business risk profile, while the rest of the IPP sector is generally "weak" or "vulnerable." Key strengths that support NRG's stronger business risk profile are:

- A long-term hedging program, most of which was executed at high prices, and which provides NRG with positive free cash flows for the next few years.
- Reliant Energy, the retail business of which is somewhat countercyclical to wholesale generation and which has performed strongly since its acquisition (Reliant provides a natural long-term hedge for NRG's Texas generation, and together the two constitute over 75% of NRG's EBITDA);

- NRG's position as a nuclear and coal-fired generator in a gas-on-the-margin Texas power market that also continues to grow better than the rest of the country.
- No major capital expenditure requirements on coal plants for SO₂, NO_x, and Mercury.

Growth strategy is aimed at transforming business profile

With its significant free cash flow, NRG's management has embarked on a spree of acquisitions and investments that are aimed at transforming the company's business profile. Major initiatives thus far include the STP nuclear project expansion; the acquisition of Reliant Energy; NRG wind (445 MW) and NRG solar (project pipeline of over 1,000 MW); the Dynegy and Cottonwood asset acquisition; and repowering projects in California and Connecticut.

The strategy has three aspects to it:

- Reduce carbon intensity, given NRG's substantial coal exposure.
- Improve scale and diversity: NRG seeks to expand outside of Texas to reduce concentration and to acquire efficient mid-merit assets that it lacks in its portfolio.
- Diversify cash flows away from dependence on gas prices: Given the commodity price declines in the last two years and the volatility of the past several years, a key focus of NRG's management is to reduce direct commodity dependence of its cash flows. Hedges have been an enormous benefit, but the long-term strategy is to develop or acquire assets with cash flows independent of, or significantly mitigated from, gas price volatility. Such assets could include power projects with long-term contracts (gas, nuclear, or renewables); retail power supply businesses; and future businesses with a services component such as NRG Thermal, the smart grid, and electric cars.

These acquisitions, if well executed, could reduce business risk significantly. The key challenge for NRG's management will be to finance this growth strategy in light of commodity markets that may remain weak. The trade-off between growth, the strength of operating cash flows, and management's desire to also return capital to shareholders will be the key determinants of credit quality over the medium term. Pricey acquisitions will make this trade-off that much more difficult and may affect credit quality. In our view, NRG's track record on this front has been strong, especially the Reliant Energy acquisition for \$286 million in June 2009, which has already earned over \$1 billion of EBITDA for NRG thus far. However, the combined-cycle plants acquired from Dynegy are much more "aggressively valued" than past acquisitions. We think the California peakers are worth only about \$100 per kilowatt (kW), which implies a valuation of around \$800 per kW for the Moss Landing and Casco Bay plants. More aggressive acquisitions such as this will likely endanger credit quality.

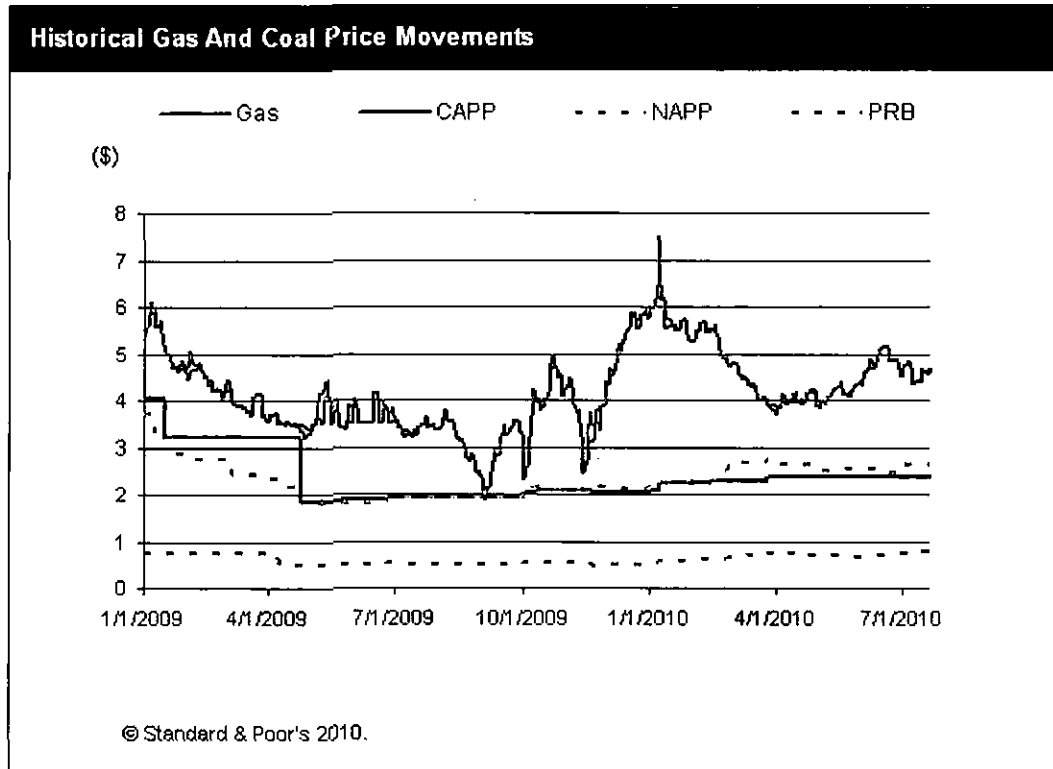
Hedges and Reliant Energy support wholesale performance

The past two years have underscored the exposure of U.S. unregulated merchant power generators to liquidity and commodity price risks. Some key factors that contributed to a strong merchant power sector outlook in earlier years are still present, such as the high cost of constructing power plants, difficulty in permitting new fossil fuel assets, volatility in fuel prices, and transmission congestion. However, the recession has not only crushed natural gas prices, but has also pushed out prospects for reserve margin tightening by several years.

Spot gas prices have rebounded since first-quarter 2010, but forwards have dropped

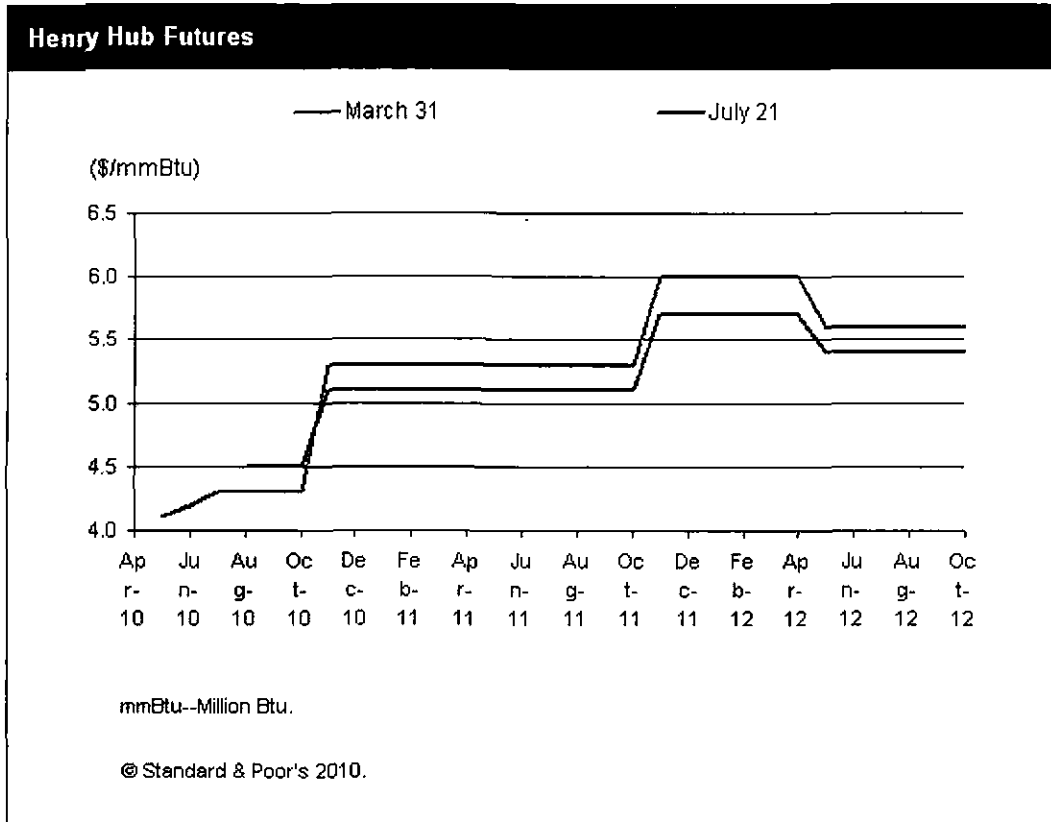
Natural gas prices fell sharply in the first quarter and remain low, although they have risen up from the low points of late March, as shown in chart 1.

Chart 1



Spot dark spreads have thus improved in the last few months, but the same cannot be said of forward dark spreads. As the natural gas forward curves below indicate, the back-end of the forward curve has flattened even since the first quarter of this year, as shown in chart 2. The decline has been more pronounced over the last 12 months. The 2013 strip in the current forward curve has declined to about \$5.90 per million Btu (mmBtu) from about \$7.50 per mmBtu in June 2009. Term dark spreads have likely fallen over the past year. Natural gas prices are expected to remain under pressure, mainly from the dramatic increase in shale gas production but also from weak demand conditions arising from expectations of continued weak economic growth, although short-term price volatility can always occur from supply disruptions or weather conditions.

Chart 2



Partial mitigants exist in NRG's fuel exposure and Texas market conditions

The nature of NRG's coal exposure as well as power market conditions in Texas are partial mitigants of the merchant exposure. Ninety-six percent of NRG's coal is PRB or mine-mouth Lignite. Although PRB coal itself has been more stable in pricing than eastern coal, NRG uses PRB 8400 coal as opposed to the more popular 8800 Btu-per-pound heat content coal, which has risen more this year than 8400 coal. Again, we note that although this may be a partial mitigant, the main driver of the dark spreads are gas prices and heat rates, both of which have declined and which will affect NRG's unhedged margins in the next few years.

The Texas economy has weathered the downturn better than most parts of the country, implying that power markets have dropped less than elsewhere. The 2008-2009 period was the first instance when power demand dropped for two years in a row in the U.S., by 1.6% and 4%, respectively. However, ERCOT demand grew 0.2% and negative 1.6% in 2008 and 2009. This outperformance has continued in 2010 as well in Texas. An ERCOT study of demand-supply conditions indicates reserve margins of 17% in 2011 and 12% (the target minimum) by 2015, certainly more than was expected a few years ago but better than in most areas of the country. However, as economic growth has stumbled in recent months, heat rate recovery may be postponed for a longer period because it tends to lag any growth or deterioration in the economy. If heat rates worsen, NRG's gas-for-power hedges will be less effective. We assess vulnerability to this risk under our merchant price deck, which imposes both low gas prices and heat rates.

Hedges provide substantial support through 2012, but point to weakness beyond

NRG's baseload generation is now hedged 117%, 73%, 50%, and 30% for each successive year of the 2010-2013 period. If both market conditions and the economy improve in that time frame, the hedges will effectively have insulated NRG from the full impact of lower gas and power prices. Most of these hedges were put in place at relatively high prices prevalent until second-quarter 2008, which is why NRG is expected to be free cash flow positive for the next few years even under our merchant price deck. Beginning 2013, absent a market recovery, NRG's cash flows will sharply decline, with the fall being accentuated by the high-priced hedges in place.

Reliant is a significant long-term benefit, but may be at the top of its cycle now

Even in 2013 and beyond, the presence of Reliant Retail in Texas and the long-term full requirements contract in the Southeast will continue to provide significant mitigation against commodity price risks. Reliant Energy, in particular, is a significant positive, as its cash flows are somewhat countercyclical to merchant generation. With NRG's wholesale assets having been built to service this very retail load, basis risks are minimal. Reliant's margins are also cyclical, but with a much smaller gap between peak and trough. With retail rates being much stickier than wholesale prices, both while rising and while falling, retail margins rise when wholesale power prices fall, and vice versa. We believe this is the case currently, with retail expecting EBITDA of \$650 million to \$700 million for 2010. However, by the very nature of this cyclicity, we believe Reliant's margins may be at or near the top of the cycle, and expect them to decline from this point. We also believe another factor supporting strong margins in 2009-2010 are the troubles facing Energy Future Holdings, the other large retail services provider in Texas, possibly resulting in less intense competition.

Operations**Plant operations are strong and improving**

NRG's operations continue to be strong, with availability factors improving consistently over the last several years and operational cost savings adding to cash flow. NRG achieved its 2009 savings target of \$250 million from its "FOR NRG 1.0" initiative ahead of schedule, in 2008. NRG has launched "FOR NRG 2.0," which targets another 100 basis points improvement in return on invested capital by 2012 from the 2008 baseline through revenue enhancement, asset optimization, and other cost reductions. These gains do not include those from hedging or risk management practices. We view reliable operations as very important in light of NRG's heavily hedged portfolio, although the presence of substantial unhedged peaking capacity will cap losses in the event of an outage at one of its baseload units.

Fleet diversity somewhat limited given nature of assets

NRG's portfolio does have significant geographical, fuel, and dispatch diversity on a MW basis. However, as table 1 shows, the portfolio's characteristics somewhat limit this diversity. For instance, Texas accounts for 75% of NRG's EBITDA, which limits real geographic diversity. Furthermore, the wholesale cash flows in Texas come disproportionately from three assets: STP, W.A. Parish, and Limestone.

Table 1

NRG Energy Inc. Operating Income				
	2009	2008	2007	2006
(%)				
Retail	25	N.A.	N.A.	N.A.
Texas	51	74*	62	62

Table 1

NRG Energy Inc. Operating Income (cont.)				
Northeast	18	19	29	33
South Central	3	4	4	7
West	2	3	3	1
Other	1	0	2	(3)
Total	100	100	100	100

N.A.--Not available or not applicable. *2008 share is boosted by mark-to-market accounting on hedges.

Diversity by fuel and dispatch are also somewhat overstated in table 2. NRG's natural gas and oil capacity consists of both intermediate and peaking units. But aside from the combined-cycle plants just acquired from Dynegy, these units are relatively inefficient, with heat rates of about 10,000 Btu per kilowatt-hour (kWh) on average for the intermediate units and 12,000 to 14,000 Btu per kWh for the peakers. This ranks NRG's intermediate units closer to newer peakers, so their dispatch will be less than that of more modern units. However, many of these assets are in the Northeast and some are located in capacity-constrained New York City (1,415 MW) and southwestern Connecticut (535 MW), and thus are valuable.

Table 2

NRG Energy Inc. Capacity	
Fuel (%)	
Coal	24
Nuclear	4
Oil	12
Natural Gas	59
Other	1
Dispatch (%)	
Baseload	32
Intermediate	37
Peaking	30
Intermittent	1

Financial Risk Profile

Accounting

We adjust for operating leases, asset retirement obligations, and pension and other postretirement underfunding, adding \$406.7 million, \$269.8 million, and \$128.7 million of off-balance-sheet debt, respectively.

Corporate governance/Risk tolerance/Financial policies

Earlier in the report, we highlighted NRG's aggressive growth strategy and the trade-off that NRG faces in balancing this with potentially declining cash flows and maintenance of credit quality. On the financial policy front, we have always noted that NRG places significant emphasis on returning cash to shareholders, as witnessed in the two Credit Suisse Finance transactions, the attempts to modify or eliminate covenants in the past to resume dividends, the ongoing share buybacks, and the migration of debt to the 2019 covenant package. Management has indicated a share buyback policy of about 3% of market cap every year. However, we believe that NRG may need to revisit this policy soon to support its growth strategies, unless commodity prices improve significantly.

NRG's financial profile is "aggressive," with about \$380 per kW of debt as of Dec. 31, 2009. Hedged cash flows and expectations for debt paydown through the 50% cash sweep provision are important supporting factors for the 'BB-' rating.

NRG expects to finance the repowering program with substantial limited or non-recourse project financing. Unlike the international ventures, such debt will likely be at least partially consolidated into NRG, reflecting the likelihood that NRG may support such projects if needed, especially strategic ones such as the STP nuclear project expansion.

Cash flow adequacy

Power and gas hedges put in place during the first half of 2008 served the company very well during 2009, as did the performance of Reliant Energy, whose EBITDA was \$1.1 billion in the last 14 months as compared with NRG's acquisition price of \$286 million in June 2009. For 2009, FFO interest coverage and FFO to debt were 3.9x and 24.5%, respectively. NRG's financial performance has steadily improved in the past few years, although we expect 2009 to be the high-water mark given current commodity market conditions.

NRG's base case forecast uses gas prices rising steadily from \$4.50 per mmBtu in 2010 to \$6.10 per mmBtu in 2013. This allows the company to remain free cash flow positive to the tune of over \$700 million every year. FFO interest coverage and FFO to debt are 2.7x–3.0x and 12%–15%, respectively. These ratios appear achievable, given the presence of significant hedges and this forecast's assumption of EBITDA of \$400 million for Reliant Energy from 2011 onward as compared with expectations of \$650 million to \$700 million in 2010.

We have also stressed the company's forecast using our merchant price deck. FFO interest coverage and FFO to debt are unaffected in 2010 due to generation being 100% hedged, and remain fairly strong for 2011–12, at about 2.5x and 11%–12%, respectively. The reason for this resilience is, 2011 and 2012 hedges are mostly from early 2008 and hence strongly priced.

From 2013 onward, with the older hedges dialing down, NRG's ratios will be significantly affected: FFO interest coverage and FFO to debt will be 2.2x and 9.6%, respectively, in 2013 under our price deck. These ratios are somewhat conservative in that they incorporate an assumption of no countercyclical benefit at Reliant Energy from falling gas prices, nor do they assume coal prices that do not decrease in the Standard & Poor's case. Free cash flow is still about \$500 million in 2011–12 and \$200 million in 2013. Leverage remains fairly flat under our price deck scenario.

All forecasts exclude unannounced investments in wind and solar projects, as well as the NINA project. As the decision gets closer, we will likely reflect NINA in the forecast but may not consolidate NINA to the extent of the company's ownership because of the Department of Energy guarantee.

Capital structure/Asset protection

NRG's leverage as measured by total debt to capital can be somewhat misleading due to the change in the mark-to-market value of hedges that is reflected in equity through comprehensive income. Leverage as measured on a dollar-per-kW basis is more meaningful. This figure stood at about \$385 per kW as of Dec. 31, 2009 (as adjusted by us), imputing all debt to the generation business and none to Reliant Energy. Leverage improves from \$385 per kW in 2009 to \$350 per kW in 2010 and further to about \$316 per kW in 2013 under the base case and about \$350 per kW under our price deck case. The 50% cash sweep continues to contribute to deleveraging. In the first quarter of 2010, NRG made an excess cash flow sweep of \$229 million, reducing the term loan balance to \$1.976 billion.

NRG is also continuing to eliminate the refinancing risk that exists in February 2013, when the term loan B matures. The refinancing of the secured revolving and LOC facilities in June 2010 also resulted in extension of the maturity of \$1 billion of the term loan to Aug. 31, 2015. The 2013 maturity is now only \$976 million.

Ratings Detail (As Of August 25, 2010)*

NRG Energy Inc.		
Corporate Credit Rating		BB-/Stable/B-2
Preferred Stock (2 Issues)		B-
Senior Secured (3 Issues)		BB+
Senior Unsecured (5 Issues)		BB-
Corporate Credit Ratings History		
22-Jul-2009	<i>Foreign Currency</i>	BB-/Stable/B-2
22-May-2009		BB-/Watch Pos/B-2
21-Oct-2008		B+/Watch Pos/B-2
28-Aug-2008		B+/Positive/B-2
22-May-2008		B+/Watch Neg/B-2
11-Mar-2008		B+/Positive/B-2
01-Jun-2006		B+/Watch Neg/B-2
05-Jan-2006		B+/Stable/B-2
05-Jan-2006		B+/Stable/B-2
03-Oct-2005		B+/Watch Neg/B-1
22-Jul-2009	<i>Local Currency</i>	BB-/Stable/B-2
22-May-2009		BB-/Watch Pos/B-2
21-Oct-2008		B+/Watch Pos/B-2
28-Aug-2008		B+/Positive/B-2
22-May-2008		B+/Watch Neg/B-2
11-Mar-2008		B+/Positive/B-2
01-Jun-2006		B+/Watch Neg/B-2
05-Jan-2006		B+/Stable/B-2
05-Jan-2006		B+/Stable/B-2
03-Oct-2005		B+/Watch Neg/B-1
Business Risk Profile		Fair
Financial Risk Profile		Aggressive
Related Entities		
NRG Dunkirk Power		
Senior Secured (1 Issue)		BB+/NR

*Unless otherwise noted, all ratings in this report are global scale ratings. Standard & Poor's credit ratings on the global scale are comparable across countries. Standard & Poor's credit ratings on a national scale are relative to obligors or obligations within that specific country.

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The McGraw-Hill Companies

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

TKX2LMW2

DATE (MM/DD/YYYY)
02/03/2011

PRODUCER
MCGRIFF, SEIBELS & WILLIAMS, INC.
P.O. Box 10265
Birmingham, AL 35202
PHONE: 800-476-2211

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SECRETARY'S BUREAU

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURED
NRG Energy, Inc. including
Green Mountain Energy Company
211 Carnegie Center
Princeton, NJ 08540-6213

INSURERS AFFORDING COVERAGE

NAIC #

INSURER A: ACE American Insurance Company
INSURER B: Associated Electric & Gas Services Ltd.
INSURER C: ACE Fire Underwriters Ins Co
INSURER D:
INSURER E:

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR	ADD'L LTR	INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A			GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	HDOG24935516	11/15/2009	11/15/2010	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A			AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	ISAH0858218A	11/15/2009	11/15/2010	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC AGG \$
			GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC AGG \$
B			EXCESS/UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input checked="" type="checkbox"/> CLAIMS MADE DEDUCTIBLE RETENTION \$	X2088A1A09	11/15/2009	11/15/2010	EACH OCCURRENCE \$ 35,000,000 AGGREGATE \$ 35,000,000 \$ \$
A C			WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	WLRC45705225 (CA) WLRC45705213 (AOS)	11/15/2009	11/15/2010	<input checked="" type="checkbox"/> WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
			OTHER				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

Evidence Only

CERTIFICATE HOLDER

Pennsylvania Public Utility Commission
Keystone Building, 2nd Floor
Room N201
Harrisburg, PA 17120

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Page 1 of 1

Green Mountain Energy Company

Application for Approval

Attachment for Question 7.d – Tax Certification Statement

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Appendix F

COMMONWEALTH OF PENNSYLVANIA PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME: Green Mountain Energy Company
2. BUSINESS PHONE NO. (512) 691-6100 CONTACT PERSON(S) FOR TAX ACCOUNTS: Craig Trupo
3. TRADE/FICTITIOUS NAME (IF ANY)
4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP): 300 West 6th Street, 9th Floor Austin TX 78701
5. TYPE OF ENTITY: [] SOLE PROPRIETOR [] PARTNERSHIP [X] CORPORATION [] LLC [] OTHER (Describe...)

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)

Table with 2 columns: NAME (PRINT) and SOCIAL SECURITY NUMBER (OPTIONAL). Rows include NRG Energy, Inc. and see attached list of corporate officers.

7. LIST THE FOLLOWING STATE & FEDERAL TAX IDENTIFICATION NUMBERS (ALL ITEMS A, B, & C MUST BE COMPLETED)

Applicant must provide explanation if submitting N/A for any items

Item A - Designated by the Pennsylvania Department of Revenue.
Item B - Designated by the Internal Revenue Service.
Item C - Designated by the Pennsylvania Department of Revenue. The Corporate Box number may also be referred to as the Corporate Account number.

A. SALES TAX LICENSE (8 DIGITS): 85-31939-3 APPLICATION PENDING [] N/A [X]
B. EMPLOYER ID (EIN) (9 DIGITS): 03-0360441 APPLICATION PENDING [] N/A [X]
C. CORPORATE BOX NUMBER (7 DIGITS): 2877-209 APPLICATION PENDING [] N/A [X]

8. Do you have PA employees, resident or non-resident? [] YES [X] NO
9. Do you own any assets or have an office in PA? [] YES [X] NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS
Craig Trupo PA SALES AND USE TAX PHONE (512) 691-6344
Craig Trupo EMPLOYER TAXES PHONE (512) 691-6344
Michael Current CORPORATE TAXES PHONE (512) 691-6359

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

Corporate Officers -- Attachment to Tax Certification Statement

Name	Title
Paul D. Thomas	Chief Executive Officer & President
Robert P. Thomas	Chief Legal Officer, Secretary & Chief Environmental Officer
Scott B. Hart	President, Commercial Services
Ronald E. Prater	Senior Vice President, Supply
Michael Current	Vice President, Finance, Accounting and Compliance

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Green Mountain Energy Company

Application for Approval

Attachment for Question 8.a – Technical Fitness

a) Experience, Plan, Structure

Applicant's previous experience in the electricity industry.

Green Mountain Energy Company has served residential and commercial retail electric customers in the State of Texas since 2001. Green Mountain Energy Company has also served residential and commercial retail electric customers in the State of New York since September 2009.

Green Mountain Energy Company served residential and commercial retail electric customers in the Commonwealth of Pennsylvania from October 1998 until May 2006, in the State of New Jersey from March 2000 until early 2006, and in the State of Ohio from September 2001 until the end of 2005.

Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

Green Mountain Energy Company is currently licensed to serve residential and commercial retail electric customers in the States of Texas and New York. Attached are copies of:

- 1) an Order of the Public Utility Commission of Texas, dated January 29, 2001, granting Green Mountain Energy Company certification as a Retail Electric Provider in the state of Texas; and
- 2) a letter from the State of New York Department of Public Service, dated April 8, 2009, acknowledging that Green Mountain Energy Company has been deemed eligible to serve residential and non-residential electric customers in New York State.

On January 21, 2011, Green Mountain Energy Company applied for a license to serve commercial retail electric customers in the State of New Jersey. This license application is currently pending.

Staffing structure and numbers as well as employee training commitments.

Green Mountain Energy has identified both internal staff and external resources to support Pennsylvania. These resources include, but are not limited to EDI Transaction Mgmt, Billing, Customer Care, Collections, Sales, Product Support, IT, Pricing Support, Accounting, Legal support, among other corporate functions. Green Mountain will provide thorough training for all staff dedicated to supporting the PJM and Pennsylvania market. This training will include all regulatory and EDC rules and processes. Once we are a licensed and authorized to communicate with the EDC's, we will initiate the process of developing appropriate training material.

Business plans.

- a. Summary – provide competitive products and services and top notch customer service to Pennsylvania commercial and industrial customers.
- b. Products – Green Mountain will offer a variety of products to commercial and industrial customers, including but not limited to a fixed rate product and a managed index product.

c. Implementation

i. License and Registration

1. PJM membership and compliance requirements
2. Pennsylvania Public Utility Commission registration
3. EDC registration
4. EDC EDI compliance

ii. Business development

1. Identify, hire and train staff and resources
2. Develop and test infrastructure
3. Ensure all corporate and direct support functions are online

d. Execution

- i. Sales execution is limited to commercial and industrial customers
- ii. Settlements: External procedures as defined by PJM and EDCs and internal procedures
- iii. Customer service and billing functions

Documentation of membership in ECAR, MAAC or other regional reliability councils shall be submitted if applicable to the scope and nature of the applicant's proposed services.

Green Mountain Energy Company (formerly named GreenMountain.com Company and successor to Green Mountain Energy Resources LLC) is a Member of PJM Interconnection.

See Attachment for Question 10.a for additional documentation with respect to Green Mountain's status as a Member of PJM Interconnection.

Pat Wood, III
Chairman

Judy Walsh
Commissioner

Brett A. Perlman
Commissioner

W. Lane Lanford
Executive Director



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Public Utility Commission of Texas FILING CLERK

TO: Gillian A. Taddune
Green Mountain Energy Company
3815 Capital of Texas Hwy. S., Ste. 100
Austin, TX. 78704

Electric Division
Legal Division

RE: Docket No. 23409 - *Application of Green Mountain Energy Company for Retail Electric Provider (REP) Certification*

NOTICE OF APPROVAL

This Order grants Green Mountain Energy Company certification as a Retail Electric Provider (REP) in the geographic area of the entire state of Texas. The docket was processed in accordance with applicable statutes and Commission rules. The Commission provided notice of the application to interested parties. More than 30 days have passed since the completion of notice. No protests, motions to intervene, or requests for hearing were filed. The Applicant and the Commission Staff are the only parties to the proceeding. Commission Staff recommends approval of the application, as amended. The application, as amended, is hereby approved.

Statutory Findings

1. The application complies with PURA¹ § 39.352.
2. The Applicant has met the business name, office, and threshold residential service level requirements specified in subsection (e) of P.U.C. SUBST. R. 25.107.

¹ The Public Utility Regulatory Act, TEX. UTIL. CODE ANN. §§ 11.001 - 64.158 (Vernon 1998 & Supp. 2001) (PURA).

3. The Applicant is entitled to approval of this application, having demonstrated that it possesses the financial and technical resources to provide continuous and reliable electric service to its customers in the area for which certification is sought, and the managerial and technical ability to supply electricity at retail in accordance with customer contracts.
4. The Applicant has demonstrated that configuration of the proposed geographic area, if any, does not discriminate in the provision of electric service to any customer because of race, creed, color, national origin, or any other basis prohibited by law or P.U.C. SUBST. R. 25.107(h)(1).
5. The Applicant has demonstrated that it possesses the resources needed to meet the customer protection requirements, disclosure requirements, and marketing guidelines as specified in P.U.C. SUBST. R. 25.107(h).
6. The Applicant has demonstrated that it has ownership or lease of an office located within this state for the purpose of providing customer service, accepting service of process, and making available in that office books and records sufficient to establish the retail electric provider's compliance with the requirements of § 39.352(b)(4) of PURA.
7. The names under which the Applicant has requested that the REP certificate be issued are not deceptive, misleading, vague, or otherwise contrary to P.U.C. SUBST. R. 25.272, or duplicative of a name previously approved for use by an existing REP certificate holder.
8. The Applicant has agreed to comply with P.U.C. SUBST. R. 25.107(f)(3), and P.U.C. SUBST. R. 25.108 related to the billing and collection of transition charges.
9. The Applicant is financially qualified to be certified as a REP in Texas.

10. The Applicant has sworn and affirmed that it will register with or be certified by the ERCOT ISO or another independent organization, and will comply with the technical and managerial requirements of P.U.C. SUBST. R. 25.107 or that all entities with whom the Applicant has a contractual relationship to purchase power is registered with or certified by the independent organization and comply with all system rules and standards established by the independent organization, providing such proof of registration or certification after REP certification but at least 21 days before providing electric retail service to customers in Texas.
11. Commission Staff stated that the Applicant has met the requirements in P.U.C. SUBST. R. 25.107 to be certified as a REP in Texas, recommending that the application be approved.

Complaint History

12. The Commission's Customer Protection Division (CPD) reported no complaints registered against the Applicant. CPD noted that the complaint history for Green Mountain Energy Company in Pennsylvania included an investigation into the bill comparison practices of the Applicant. The investigation resulted in the voluntary compliance of the Applicant and the payment of costs for the investigation to the Commonwealth of Pennsylvania.

Ordering Paragraphs

1. The application of Green Mountain Energy Company for retail electric provider (REP) certification is approved.² Green Mountain Energy Company is granted REP Certificate No. 10009 for the geographic area of the entire state of Texas.
2. The Applicant shall continuously maintain an office located within Texas for the purpose of providing customer service, accepting service of process, and making available in that office books and records sufficient to establish the REPs compliance with the requirements of PURA, and applicable commission rules.


² Administrative approval of this uncontested application has no precedential value in a future proceeding.

3. The Applicant shall notify the commission within 30 days of any change in its office address, business address, telephone number(s) or contact information.
4. The Applicant must provide additional information concerning its capabilities to comply with all procedures established by the ERCOT ISO at least 21 days prior to providing retail service.
5. This certificate is not transferable without prior approval by the Commission and shall continue in force until further order of the commission, pursuant to P.U.C. SUBST. R. 25.107.
6. This certificate shall not be construed to vest exclusive service or property rights in and to the area for which the certificate is granted pursuant to P.U.C. SUBST. R. 25.107.
7. The Applicant shall comply with all renewable energy portfolio standards in accordance with P.U.C. SUBST. R. 25.173.
8. The Applicant shall comply with any customer protection requirements, disclosure requirements, marketing guidelines and anti-discrimination rules adopted by the commission pursuant to §§ 17.001 – 17.004 of PURA and Chapter 39.
9. The Applicant shall comply with the threshold residential service requirements set forth in P.U.C. SUBST. R. 25.107(e)(3).
10. Pursuant to P.U.C. SUBST. R. 25.107(f)(2), the Applicant shall maintain records on an on-going basis for any deposits or advance payments received from customers. Financial obligations to customers shall be payable to them within 30 calendar days from the date the REP notifies the commission that it intends to withdraw its certification or is deemed by the commission not able to meet its current customer obligations. Customer obligations shall be settled before the REP withdraws its certification or ceases doing business in Texas.

11. All other motions, requests for entry of specific findings of fact and conclusions of law, and any other requests for general or specific relief, if not expressly granted herein, are hereby denied for want of merit.

SIGNED AT AUSTIN, TEXAS the 20th day of January, 2001.

PUBLIC UTILITY COMMISSION OF TEXAS


MELENE R. DOBSON
ADMINISTRATIVE LAW JUDGE
POLICY DEVELOPMENT DIVISION



Control Number: 23409



Item Number: 11

Addendum StartPage: 0

**STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE
THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350**

Internet Address: <http://www.dps.state.ny.us>

PUBLIC SERVICE COMMISSION

GARRY A. BROWN
Chairman
PATRICIA L. ACAMPORA
MAUREEN F. HARRIS
ROBERT E. CURRY JR.
JAMES L. LAROCCA
Commissioners



PETER McGOWAN
General Counsel
JACLYN A. BRILLING
Secretary

April 8, 2009

L. Michelle Cutrer
Assistant General Counsel
Green Mountain Energy Company
300 West 6th Street 9th Floor
Austin, Texas 78701

Dear Ms. Cutrer:

Thank you for submitting the recent updates to your ESCO Retail Access Application Package. This letter acknowledges your corporate name change from Green Mountain Energy Company (NY) LLC, to Green Mountain Energy Company effective April 8, 2009. All updated documentation recently submitted has been reviewed by Staff and remains in compliance with the New York State ESCO eligibility requirements that are implemented by codes and regulations found in the Uniform Business Practices and other applicable regulations or Commission Orders. Therefore, Staff acknowledges that Green Mountain Energy Company has been deemed eligible to serve residential and non-residential electric customers in New York State.

Please be advised that you should check with utilities to determine if they have additional approval requirements by contacting those companies in whose service territories you intend to serve or are now serving customers. Please note that each utility's eligibility requirements pertain only to their retail access programs.

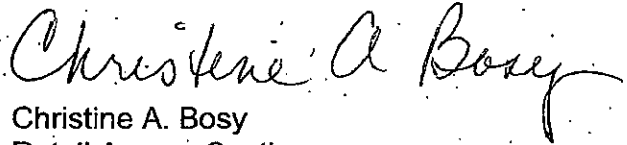
Be advised that to maintain your ESCO eligibility, you must notify Staff of any substantive legal, financial or business related changes to your company as they occur. If your business plan changes and you decide to expand your service offerings by choosing to participate in any of the ESCO referral programs or move into other utility service territories, you must immediately submit the appropriate documentation for Staff review and determination of how it affects your current eligibility.

If you are using vendors to provide ESCO related services, (e.g., EDI), the ESCO remains fully responsible for any activities the vendors perform. If you have not already done so, or if you have changed vendors since last reporting them to us, please provide Staff a list with contact information for all vendors you are now using. Finally, you must submit a statement annually, by January 31st, indicating that the information in your original or most recent updated Retail Access Application remains current, or submit a

statement identifying the revisions. Upon completion of our review of any new eligibility information, Staff will then update your eligibility status as necessary.

Please do not hesitate to contact me if you have any further questions or concerns at 518-486-2432 or Christine.Bosy@dps.state.ny.us.

Sincerely,



Christine A. Bosy
Retail Access Section
Office of Industry and Government Relations
New York State Department of Public Service

cc: Via e-mail
John Holtz

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SECRETARY'S BUREAU

Green Mountain Energy Company

Application for Approval

Attachment for Question 8.b – Technical Fitness

b) Officers:

Paul Thomas, Chief Executive Officer and President

Paul Thomas joined Green Mountain Energy Company in May of 2000 as Chief Operating Officer and became Chief Executive Officer (CEO) and president in January of 2002.

Under Paul's leadership, Green Mountain Energy Company (Green Mountain) has become one of the nations' leading providers of cleaner energy and carbon offset products. The company has moved beyond its roots as a residential retail electricity provider by expanding its offerings to include commercial retail electricity, industry leading green marketing partnerships with utilities in regulated states, and a portfolio of carbon reduction services for commercial and institutional sector clients looking to improve their environmental position.

Paul has over 30 years experience in executive and managerial leadership in global energy markets. Prior to joining Green Mountain, Paul was the President of a major North American energy marketing and trading business in the US, where he managed a portfolio of natural gas and electricity businesses. Paul previously managed a U.S. crude supply and trading business with responsibilities that included resourcing for a 1 million barrel per day refinery system, as well as crude oil marketing for a U.S. major.

Paul graduated Magna Cum Laude from the University of Michigan in 1977 with Bachelors' degrees in Chemical Engineering and Metallurgical Engineering. He also earned a Masters of Business Administration from the University of Chicago in 1989, and a Juris Doctor degree from Chicago-Kent College of Law in 1982.

Robert Thomas, Chief Legal Officer

Robert P. Thomas joined Green Mountain Energy Company in January 2001 as vice president, general counsel and secretary and was appointed Chief Legal Officer in May 2003. Bob has over 25 years of domestic and international legal experience. He manages the company's legal, regulatory and governmental affairs, information technology, and human resources functions. Bob served as the Independent Retail Electric Providers Segment representative on the Board of Directors of the Electric Reliability Council of Texas during 2008 and 2009.

From 1988 to 2000, Bob held a variety of legal positions with Chiquita Brands International, Inc. in Cincinnati, Ohio. At Chiquita, Bob handled acquisitions, divestitures, joint ventures, and financings in the U.S., Europe and Latin America and had responsibility for domestic and international litigation and arbitration matters. He also provided antitrust counseling for Chiquita's businesses around the world.

Prior to 1988, Bob was with the law firm of Porter, Wright, Morris & Arthur in Cincinnati, Ohio, where he handled commercial litigation matters in both state and federal courts. After graduating from the University of Cincinnati College of Law in 1981 with a juris doctor degree, Bob held a clerkship with the Hon. Raymond E. Shannon of the First District Court of Appeals of Ohio. He received his bachelor's of science degree in finance in 1978 from Miami University in Oxford, Ohio.

Scott B. Hart, President of Commercial Services

Scott Hart's career has been one of leading innovation in the energy industry. Having spent more than 20 years working in the retail energy / utility industry, Scott has extensive executive experience managing both retail energy supply and energy demand-side business operations.

Before joining Green Mountain Energy Company in 2004, Scott had worked for some of the largest energy / utility companies in the world. Starting his career at Enserch / Lone Star Gas and later moving to TXU Energy where he was one of the original executive members of the new TXU Energy retail unit. While at TXU, Scott served in a variety of executive positions where his last assignment was Vice President of Strategy national Commercial and Industrial market. With the deregulation of the Texas electricity market Scott left TXU Energy to start Texas Commercial Energy which was a one of the first start-up Retail Electricity Providers in the state of Texas. Scott joined Green Mountain Energy in 2004 as President of the newly created Commercial Services division.

Scott Hart received a Masters of Business Administration from Baylor University and a Bachelor of Science from Tarleton State University.

Ronald E. Prater, Senior Vice President, Supply

Since December 2005, Ronald E. Prater has been Senior Vice President, Supply for Green Mountain Energy Company. He is responsible for procuring wholesale energy and renewable energy certificates for Green Mountain Energy Company's customers. He joined Green Mountain Energy Company in August, 2003 as the General Manager of the Midwest and East regions, where he was responsible for service to nearly 500,000 customers.

Previously, Ron was President of LECTRIX LLC, a privately held company developing "merchant" electrical transmission projects. Prior to joining LECTRIX, Ron was Vice President — Strategic Planning at American Electric Power. Ron joined Ohio Power Co., a subsidiary of American Electric Power, as an attorney in 1976. In 1979, he joined Indiana Michigan Power Company as its General Counsel. In 1988, he became the Fort Wayne Division Manager of Indiana Michigan Power, where he was responsible for service to over 150,000 customers. In 1994, he became Vice President of Kentucky Power. He was promoted to Vice President — Strategic Planning at AEP in May 1995. Prior to joining American Electric Power, Ron was Assistant Attorney General of Ohio representing the Public Utilities Commission.

Ron received a bachelor's degree from Muskingum College in 1972 and a JD degree from Ohio State University School of Law in 1975. He has attended the management leadership program at MIT's Sloan School of Management.

Michael Current, Vice President, Finance, Accounting and Compliance

Michael Current joined Green Mountain Energy Company as Vice President, Finance, Accounting and Compliance in November 2010, bringing more than 16 years of energy experience with him. In this position, Michael manages the accounting, finance, Sarbanes Oxley compliance, treasury and planning and analysis for the company.

Before joining Green Mountain, Mr. Current was Vice President, Financial Planning and Analysis with NRG Energy, a position he held since August of 2009. In this capacity, Mr. Current was responsible NRG's budgeting, forecasting, long term planning, and management reporting. Since joining NRG Energy in September of 2006 in the Treasury group, Mr. Current moved to the Financial Planning and Analysis (FP&A) group as Director of FP&A in January of 2007. Prior to joining NRG Energy, Mr.

Current held various corporate planning, financial analysis, and business development positions at Entergy, Transocean, Inc., and Longhorn Partners Pipeline. He began his career as a mechanical engineer for a small manufacturing company in Houston, Texas.

Mr. Current holds a Bachelors of Science in Mechanical Engineering from The University of Texas at Austin, and a Masters in Business from the Jones School at Rice University in Houston, Texas.

Jeff Thomas, Vice President of Customer Operations

Jeff has almost a decade of background in the retail electricity sector, with experience in both Texas and New York markets. He is a strong customer advocate who is driven to deliver world-class customer care by applying technology to deliver value-creating customer services.

As Vice President of Customer Operations for Green Mountain Energy, Jeff's core responsibilities include customer care, billing, transaction management, and collections. Jeff has spent the past 2 years preparing for and helping facilitate entry into new markets, while also focusing on improving the scalability of back office operations. Before joining Green Mountain Energy in 2007, Jeff was the Senior Operations Manager for Direct Energy where he was responsible for customer care, billing, and sales operations. Jeff joined Direct Energy in 2004 to help develop back office operations and implement a new billing platform to support their newly launched commercial division. Prior to Direct Energy, Jeff served as Retail Operations Manager for Texas Commercial Energy. In this role, Jeff was responsible for overseeing market operations and customer care. Before entering the retail energy / utility industry, Jeff served in various leadership/management roles in customer service, technical support, and quality assurance.

Jeff is a graduate of LeTourneau University in Longview, where he earned a bachelor's degree in business administration.

Les Montgomery, Vice President of Retail Energy Operations

Les has been in the energy industry for over a decade, primarily focused on market economics and retail pricing systems design. Les has designed and built organizations and systems that support pricing, billing, reporting and sales of Green Mountain's commercial retail electricity business in both the Texas and New York regions. Les is responsible for design of full requirements retail pricing model for new market or commodity deployments. Before joining Green Mountain Energy Company in 2004, Les served as Director of Retail Pricing Operations for Texas Commercial Energy and was responsible for market entry during the ERCOT Pilot program. Les' responsibilities included daily pricing of retail electricity contracts, maintenance of pricing systems and developing ad hoc data mining processes to support the company. Prior to Texas Commercial Energy, Les served as a Production Manager in Telecommunications with Fujitsu Network Services.

Born and raised in Texas, Les is a graduate of the University of North Texas, where he earned his Bachelor of Science degree.

Scott Martin, Vice President Sales, Commercial Services

Scott has provided solutions in the nation's largest deregulated energy markets for over 11 years and has worked directly with some of the nation's largest retailers, sports franchises, facility management groups, and consulting firms. Currently, Scott is responsible for all sales related strategies and activities for Green Mountain's Commercial Services Division. This includes both the Texas (ERCOT) and New York (ConEd) markets for commercial commodity sales, and Renewable Energy Certificates (RECs) and Carbon Offsets nationally.

Scott has served in senior executive roles in the retail electricity industry, Solar (PPA) industry, electricity and natural gas retail consulting services and carbon management consulting.

Scott is a graduate of the University of San Diego with a Bachelor of Arts in Environmental Studies and a minor in economics. In addition, he holds the following certifications from the Association of Energy Engineers: Certified Energy Procurement Professional (CEP) and Certified Carbon Reduction Manager (CRM).

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SECRETARY'S BUREAU

Green Mountain Energy Company

Application for Approval

Attachment for Question 10.a – PJM Load Serving Entity Requirement

Green Mountain Energy Company is a Member of PJM Interconnection (“PJM”).

Attached is a February 9, 2011 letter from PJM, stating that Green Mountain Energy Company has been a PJM Member since July 27, 1998 and signed the PJM Interconnection Reliability Assurance Agreement (“RAA”) on January 20, 2011.

Green Mountain’s original application for PJM Membership was submitted in 1998 by Green Mountain Energy Resources LLC. Green Mountain Energy Company is a successor in interest to Green Mountain Energy Resources LLC. Green Mountain Energy Resources LLC merged with and into Green Mountain Energy Company (formerly GreenMountain.com Company) pursuant to an Agreement and Plan of Merger filed with the Delaware Secretary of State on June 18, 1999, with Green Mountain Energy Company as the surviving entity.

Green Mountain Energy Company originally became a party to the RAA under its former name, GreenMountain.com Company.

The name of the company was changed from GreenMountain.com Company to Green Mountain Energy Company, pursuant to a Certificate of Amendment filed with Delaware Secretary of State on October 4, 2000.

Attached are copies of the following documents:

- a letter from PJM dated July 28, 1998, stating that Green Mountain Energy Resources LLC (now Green Mountain Energy Company) was accepted as a Member of PJM;
- Green Mountain’s original Standard Form of Agreement to become a Member of PJM, executed by Green Mountain Energy Resources LLC in 1998;
- Schedule 17 of the RAA, indicating that GreenMountain.com Company (now Green Mountain Energy Company) is a signatory to the RAA;
- the filing with the Delaware Secretary of State showing the merger of Green Mountain Energy Resources LLC with and into GreenMountain.com Company; and
- the filing with the Delaware Secretary of State showing the name change from GreenMountain.com Company to Green Mountain Energy.



PJM Interconnection
Valley Forge Corporate Center
955 Jefferson Avenue
Norristown, PA 19403-2497

Audrey D. Williams
Paralegal, Contract Administrator
610.666.4651 | fax 610.666.8211
willia@pjm.com

February 9, 2011

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VIA EMAIL

Michelle Cutrer
Green Mountain Energy Company
300 West 6th Street
9th Floor
Austin, TX 78701

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Michelle:

Green Mountain Energy Company has been a PJM Member effective July 27, 1998 and is known on the PJM system by its short name of "GM", Org. ID 1,132.

Green Mountain Energy Company signed the PJM Reliability Assurance Agreement on January 20, 2011.

If you have any questions or need additional information, please let me know.

Sincerely,

A handwritten signature in black ink that reads "Audrey".

Audrey D. Williams

Paralegal / Contract Administrator



Phillip G. Harris
President and Chief Executive Officer
(610) 728-8803 • FAX (610) 728-4281

July 28, 1998

Via Federal Express:

David P. Boergers, Acting Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Room 1A
Washington, D.C. 20426

RE: Pennsylvania-New Jersey-Maryland Interconnection,
Docket Nos. OA97-261-000 and ER97-1082-000

Dear Acting Secretary Boergers:

Each of the following entities applied to become additional signatory to the Operating Agreement of the PJM Interconnection, L.L.C. ("Agreement"), by completing the Standard Form of Agreement to Become a Member of the Agreement, Schedule 9.03 of the Agreement, enclosed herewith:

Enserch Energy Services, Inc.
Green Mountain Energy Resources L.L.C.
Rochester Gas & Electric Corporation

The LLC Agreement was filed with the Commission on April 1, 1997 in the subject proceeding with a requested effective date of March 31, 1997 and approved by letter order of June 12, 1997.

On behalf of the Members of the LLC Agreement, and in accordance with the provisions of Section 8.6 of the LLC Agreement, I reviewed the Schedule 9.03 forms submitted by the aforementioned entities, executed these schedules, and accepted each of them as Members in the LLC. I am herewith tendering the aforementioned schedules to the Commission for filing.

I respectfully request that each of the aforementioned entities be accepted by the Commission for membership in the LLC effective on the day after receipt by FERC. In accordance with Section 8.6(e) of the LLC Agreement, the entities shall formally

Service With Integrity

July 28, 1998
Page 2


become Members of the LLC on the date specified by FERC when accepting these forms for filing.

A Notice of Filing for use in the Federal Register and a diskette copy is enclosed.

Please datestamp one copy of this transmittal and return it in the enclosed Federal Express envelope.

Respectfully submitted,

PJM Interconnection, L.L.C.
on behalf of the Members of the L.L.C.

By: 
Phillip G. Harris
President and CEO

PGH/sjs
Enclosures

cc: All parties in Docket Nos. OA97-261-000 and ER97-1082-000

**STANDARD FORM OF AGREEMENT TO BECOME
A MEMBER OF THE LLC**

Any entity which wishes to become a signatory to the Agreement shall, pursuant to Section 11.6(c) thereof, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

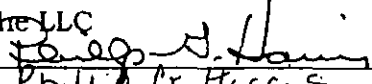
Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of June 1, 1998, is entered into among Green Mountain and the President of the LLC acting on behalf of its Members.
2. Green Mountain has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Control Area is required to integrate Green Mountain's facilities, a copy of Attachment J from the Tariff marked to show changes in Control Area boundaries is attached hereto. Green Mountain agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.
3. Green Mountain agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.
4. Green Mountain hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

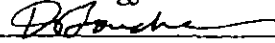
Thomas C. Boucher
Vice President Energy Supply & Business Development
Green Mountain Energy Resources L.L.C.
55 Green Mountain Drive
P. O. Box 2206
South Burlington VT 05407-2206
5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members and to file it with regulatory authorities having jurisdiction.
6. The Operating Agreement is hereby amended to include Green Mountain as a Member of the LLC thereto, effective as of June 1, 1998.

IN WITNESS WHEREOF, Green Mountain and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: 
Name: Phillip C. Harris
Title: President and CEO

Green Mountain Energy Resources L.L.C.

By: 
Name: Thomas C. Boucher
Title: Vice President Energy Supply & Business Development

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SCHEDULE 17

PARTIES TO THE RELIABILITY ASSURANCE AGREEMENT

This Schedule sets forth the Parties to the Agreement:

Harrison REA Inc.
City of New Martinsville
City of Philippi
Letterkenny Industrial Development Authority-PA
Old Dominion Electric Cooperative
Town of Front Royal
Hagerstown
Borough of Chambersburg
Town of Williamsport
Thurmont
Allegheny Electric Cooperative, Inc.
Allegheny Power
AES New Energy, Inc.
BP Energy Co.
Commonwealth Edison Company
Commonwealth Edison Company of Indiana
Dayton Power & Light Company (The)
American Municipal Power-Ohio, Inc.
American Electric Power Service Corporation on behalf of its affiliates:
 Appalachian Power Company
 Columbus Southern Power Company
 Indiana Michigan Power Company
 Kentucky Power Company
 Kingsport Power Company
 Ohio Power Company
 Wheeling Power Company
Allegheny Energy Supply Company, L.L.C.
Blue Ridge Power Agency, Inc.
Central Virginia Electric Cooperative
City of Dowogiac
Hoosier Energy REC, Inc.
Indiana Municipal Power Agency
Ormet Primary Aluminum Corporation
City of Sturgis
Wabash Valley Power Association, Inc.
Duquesne Light Company
Virginia Electric and Power Company

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ACN Energy, Inc.
AES Power Direct, L.L.C.
Agway Energy Services-PA Inc.
Allegheny Energy Supply Company, L.L.C.
AllEnergy Marketing Company, L.L.C.
Amerada Hess Corporation
American Cooperative Services, Inc.
American Energy Solutions, Inc.
Atlantic City Electric Company
Baltimore Gas and Electric Company
BGE Home Products & Services, Inc.
BP Energy Company
Central Hudson Enterprise Corporation
CMS Marketing Services and Trading Company
Columbia Energy Power Marketing Corporation
Commodore Gas and Electric, Inc.
Commonwealth Energy Corporation dba electricAMERICA
Con Edison Energy, Inc.
Conectiv Energy Supply, Inc.
Constellation Energy Source, Inc.
Consolidated Edison Solutions, Inc.
Delmarva Power & Light Company
Dominion Retail, Inc.
DTE Edison America, Inc.
DTE Energy Market, Inc.
DTE Energy Trading, Inc.
Duke Energy Trading and Marketing, L.L.C.
DukeSolutions, Inc.
Easton Power Distribution Company
ECONergy Energy Company, Inc.
ECONergy PA, Inc.
Edison Mission Marketing & Trading, Inc.
Energy America, L.L.C.
Energy East Solutions, Inc.
Enron Energy Services, Inc.
Enron Power Marketing, Inc.
Exelon Energy Company
FirstEnergy Corporation
FirstEnergy Trading and Power Marketing Incorporated
FirstEnergy Services Corp.
GPU Advanced Resources
→ GreenMountain.com Company
HIS Power & Water, L.L.C.
It's Electric & Gas, L.L.C.
Jersey Central Power & Light Company

Keyspan Energy Services, Inc.
Metropolitan Edison Company
MIECO, Inc.
NewEnergy, Inc.
Niagara Mohawk Energy Marketing, Inc.
NJR Natural Energy Company
NRG New Jersey Energy Sales, L.L.C.
NYSEG Solutions, Inc.
Old Dominion Electric Cooperative
PECO Energy Company
Penn Power Energy, Inc.
Pennsylvania Electric Company
Pepco Energy Services, Inc.
Potomac Electric Power Company
PPL Electric Utilities Corporation
PPL EnergyPlus, L.L.C.
PSEG Energy Resources & Trade, L.L.C
PSEG Energy Technologies, Inc.
Public Service Electric and Gas Company
Reliant Energy Retail, Inc.
Rhoads Energy Corporation
Select Energy, Inc.
Sempra Energy Solutions
Sempra Energy Trading Corp.
Shell Energy Services Company, L.L.C.
Southern Company Retail Energy Marketing L.P.
South Jersey Energy Company
South Jersey Energy Solutions, L.L.C.
Smart Energy.com, Inc.
Statoil Energy Services, Inc.
Strategic Energy Ltd.
The Mack Services Group
The New Power Company
Total Gas & Electric, Inc.
Total Gas & Electricity (PA), Inc.
TXU Energy Trading Company d/b/a TXU Energy Services
UGI Energy Services, Inc.
UGI Utilities, Inc. - Electric Division
Utilimax.com, Inc.
Utility.com
Washington Gas Energy Services, Inc.
Williams Energy Market & Trading Company
Woodruff Energy
Worley & Obetz, Inc. d/b/a Advanced Energy

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated as of June 11, 1999, is made by and between Green Mountain Energy Resources L.L.C., a Delaware limited liability company (the "LLC"), and GreenMountain.com Company, a Delaware corporation (the "Corporation").

RECITALS

A. In accordance with the LLC's limited liability company agreement, the management committee of the LLC has duly adopted a resolution approving this Agreement and the Merger, thereby satisfying the applicable approval requirements under Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA").

B. The board of directors of the Corporation has duly adopted a resolution approving this Agreement and declaring its advisability, thereby satisfying the applicable approval requirements under Section 264 and 251 of the Delaware General Corporation Law (the "DGCL").

C. No shares of stock of the Corporation were issued prior to the adoption by the board of directors of the Corporation of the resolution approving this Agreement and, accordingly, under Sections 264 and 251 of the DGCL no vote of stockholders of the Corporation is necessary to authorize the Merger.

AGREEMENTS

NOW, THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

I. The Merger

1.1 Merger. At the Effective Time (as defined below), the LLC shall be merged with and into the Corporation (the "Merger") in accordance with the applicable provisions of the DLLCA and the DGCL, and separate existence of the LLC will thereupon cease. The Corporation shall be the surviving entity in the Merger (as such, the "Surviving Entity"). The Merger shall have the effects specified in the DLLCA and the DGCL.

1.2 Effective Time. The LLC and the Corporation shall cause this Agreement to be filed with the Secretary of State of the State of Delaware in accordance with Section 18-209 of the DLLCA and Sections 251 and 264 of the DGCL at such time as they shall mutually agree. Upon the completion of the filing, the Merger shall become effective in accordance with the DLLCA and the DGCL. The time and date on which the Merger becomes effective is herein referred to as the "Effective Time."

1.3 Governing Documents of the Surviving Entity. (a) At the Effective Time, the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time shall be amended and restated in its entirety to read as set forth in Exhibit A hereto. The certificate of incorporation, as so amended and restated, shall be the certificate of incorporation of the Surviving Entity from and after the Effective Time until amended in accordance with its terms and the DGCL.

(b) The bylaws of the Corporation as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Entity from and after the Effective Time until amended in accordance with their terms and the DGCL.

1.4 Directors and Officers of the Surviving Entity. (a) The members of the board of directors of the Corporation immediately prior to the Effective Time shall be the members of the board of directors of the Surviving Entity and shall continue to serve as members of the board of directors of the Surviving Entity until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation or bylaws of the Surviving Entity.

(b) The officers of the Corporation immediately prior to the Effective Time shall be the officers of the Surviving Entity and shall continue to serve as officers of the Surviving Entity until their respective successors have been appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and bylaws of the Surviving Entity.

II. Effect of Merger on Securities

2.1 Conversion of Units. At the Effective Time, each common unit in the LLC (each, a "Unit") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 3.0 shares of fully paid and nonassessable common stock, par value \$0.01 per share, of the Corporation ("Common Stock") upon surrender of the certificate formerly representing such Unit in accordance with this Agreement.

2.2 Options to Purchase Units. At the Effective Time, each then-outstanding option to purchase Units (each, an "Option"), whether or not then exercisable or fully vested, shall be assumed by the Corporation and shall constitute an option to acquire, on substantially the same terms and subject to substantially the same conditions as were applicable under such Option immediately prior to the Effective Time, the number of shares of Common Stock determined by multiplying the number of Units subject to such Option immediately prior to the Effective Time by 3.0 (the "Conversion Factor"), at an exercise price per share of Common Stock (rounded to the nearest whole cent) equal to the exercise price per Unit of Units subject to such Option divided by the Conversion Factor.

2.3 Warrants to Purchase Units. From and after the Effective Time, the holder of any warrant to purchase Units outstanding at the Effective Time (each, a "Warrant") shall have the right until the expiration date thereof to exercise such Warrant for the number of shares of

Common Stock receivable pursuant to Section 2.1 hereof by a holder of the number of Units for which such Warrant might have been exercised immediately prior to the Effective Time.

2.4 No Shares of the Corporation Outstanding. There will be no shares of stock of the Corporation outstanding immediately prior to the Effective Time.

III. Exchange of Certificates

3.1 Letters of Transmittal; Surrender of Certificates. The Corporation shall provide to each holder of record of a certificate or certificates that, immediately prior to the Effective Time, evidenced outstanding Units (the "Certificates") a form of letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon proper delivery of the Certificates to the Corporation, and shall be in such form and have such other provisions as the Corporation may specify), together with related instructions, for use in effecting the surrender of the Certificates in exchange for shares of Common Stock as contemplated by Section 2.1 hereof. Upon surrender of a Certificate for cancellation to the Corporation (or an exchange agent designated by the Corporation), together with a duly executed letter of transmittal and such other customary documents as may be required pursuant to such instructions, the holder of such Certificate shall be entitled to receive in exchange therefor a certificate representing the number of shares of Common Stock that the aggregate number of Units previously represented by such Certificate shall have been converted into the right to receive pursuant to Section 2.1 hereof, and the Certificate so surrendered shall forthwith be canceled.

3.2 Cancellation of Units; No Further Rights. As of the Effective Time, all Units issued and outstanding immediately prior to the Effective Time shall cease to be outstanding, shall automatically be canceled and shall cease to exist, and each holder of a Certificate theretofore representing any such Units shall cease to have any rights with respect thereto, except the right to receive shares of Common Stock upon surrender of such Certificate in accordance with Section 3.1 hereof, and until so surrendered, each such Certificate shall represent for all purposes only the right to receive shares of Common Stock as provided in this Agreement. The shares of Common Stock delivered upon the surrender for exchange of Certificates in accordance with the terms of this Article III shall be deemed to have been delivered in full satisfaction of all rights pertaining to the Units theretofore represented by such Certificates.

3.3 Distributions with Respect to Unexchanged Units. No dividends or other distributions with respect to Common Stock with a record date after the Effective Time shall be paid to the holder of any unsurrendered Certificate with respect to the shares of Common Stock issuable upon the surrender of such Certificate pursuant to Section 3.1 until the surrender of such Certificate pursuant to Section 3.1. Subject to the effect of applicable escheat or similar laws, following the surrender of any such Certificate pursuant to Section 3.1 there shall be paid to the holder of the certificate representing the shares of Common Stock issued in exchange therefor, without interest, (a) at the time of such surrender, the amount of dividends or other distributions with respect to such shares of Common Stock with a record date after the Effective Time that would have been paid with respect to such shares of Common Stock had those shares been issued and outstanding as of such record date, and (b) at the appropriate payment date, the amount of dividends or other distributions with respect to such shares of Common Stock with a record date

after the Effective Time but prior to such surrender and with a payment date subsequent to such surrender that would have been payable with respect to such shares of Common Stock had those shares been issued and outstanding as of such record date.

IV. Miscellaneous

4.1 Termination. This Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the LLC and the Corporation, notwithstanding any prior approvals.

4.2 Registration Rights Agreement. At or prior to the Effective Time, the Corporation shall execute a Registration Rights Agreement in such form as the Corporation may determine, pursuant to which each holder of record of Certificates, upon such holder's surrender thereof in accordance with Section 3.1, shall be entitled to "piggyback" registration rights with respect to Common Stock.

4.3 Tax Treatment. The Merger is intended to constitute an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended.

4.4 Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings between the parties with respect thereto.

4.5 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the principles of conflict of laws thereof.

4.6 Counterparts. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered will be an original, but all such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written:

GREEN MOUNTAIN ENERGY
RESOURCES L.L.C.

By: M. David White
M. David White
Chief Executive Officer

GREENMOUNTAIN.COM COMPANY

By: M. David White
M. David White
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GREENMOUNTAIN.COM COMPANY**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), GreenMountain.com Company, a Delaware corporation (the "Corporation"), does hereby certify:

1. That the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Corporation's amended and restated certificate of incorporation:

ARTICLE I of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

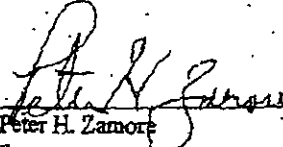
"The name of the company is Green Mountain Energy Company (the "Company")."



2. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Peter H. Zamore, its Secretary, this 3rd day of October, 2000, such certificate to be effective upon the filing thereof in the Office of the Secretary of State of the State of Delaware.

GREENMOUNTAIN.COM COMPANY

By: 
Peter H. Zamore
Secretary

Green Mountain Energy Company

Application for Approval

Attachment for Question 11 - Affidavits

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**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

APPLICATION AFFIDAVIT

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

State of Texas §
Travis County §

Robert P. Thomas, Affiant, being duly affirmed according to law, deposes and says that:

He is the Chief Legal Officer and Secretary of Green Mountain Energy Company.

He is authorized to and does make this affidavit for said Applicant.

The Applicant herein, Green Mountain Energy Company, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.A. §2809(B).

The Applicant herein, Green Mountain Energy Company, has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

The Applicant herein, Green Mountain Energy Company, acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

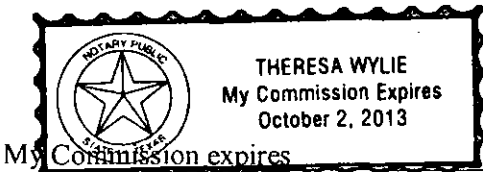
The Applicant herein, Green Mountain Energy Company, acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

The facts above set forth are true and correct to the best of his knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

R.P. Thomas

Signature of Affiant

Sworn and subscribed before me this 2nd day of March, 2011



Theresa Wylie

Signature of official administering oath

OPERATIONS AFFIDAVIT

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State of Texas §

MAR 2 2011

Dallas County §

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Scott B Hart, Affiant, being duly affirmed according to law, deposes and says that:

He is the President, Commercial Services of Green Mountain Energy Company.

He is authorized to and does make this affidavit for said Applicant.

Green Mountain Energy Company, the Applicant herein, acknowledges that Applicant may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

Green Mountain Energy Company, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

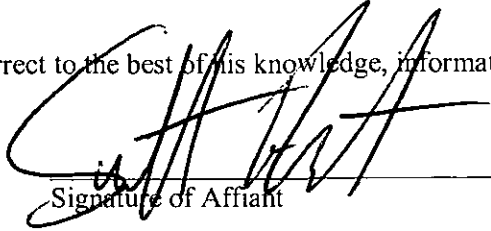
Green Mountain Energy Company, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to the state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

Green Mountain Energy Company, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807 (D)(2), §2809 (B) and the standards and billing practices of 52. PA. Code Chapter 56.

The Applicant agrees to provide all consumer education materials and information in a timely manner as required by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

The facts above set forth are true and correct to the best of his knowledge, information, and belief.



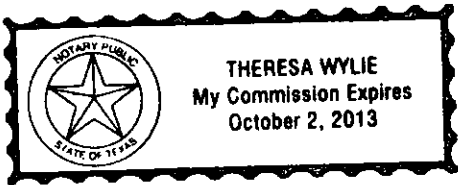
Signature of Affiant

Sworn and subscribed before me this 15 day of February, 2011.



Signature of official administering oath

My Commission expires _____.



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MAR 2 2011
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Green Mountain Energy Company

Application for Approval

Attachment for Question 12 – Newspaper Publications

Green Mountain has published the attached notice in each of the following newspapers:

Philadelphia Daily News
Harrisburg Patriot-News
Scranton Times Tribune
Williamsport Sun Gazette
Johnstown Tribune Democrat
Erie Times-News
Pittsburgh Post-Gazette

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MAR 2 2011

Attached are Proofs of Publication from the following newspapers:

Philadelphia Daily News
Scranton Times Tribune
Pittsburgh Post-Gazette

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Green Mountain will submit Proofs of Publication for the remaining newspapers:

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Green Mountain Energy Company For Approval To Offer, Render, Furnish of Supply Electricity or Electric Generation Services As A Generator And Supplier of Electric Power, a Marketer/Broker Engaged In The Business of Supplying Electricity, And An Aggregator Engaged In the Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Green Mountain Energy Company will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power. Green Mountain Energy Company proposes to sell electricity and related services in Pennsylvania in the service territories of PPL and PECO under the provisions of the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Green Mountain Energy Company may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Green Mountain Energy Company's attorney at the address listed below:

By and through Chief Legal Officer
Green Mountain Energy Company
P.O. Box 689008
Austin, TX 78768
(512) 691-6100
(512) 691-6353

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MAR 2 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss H. Java, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the _____ regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

23 of February, 2011

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Green Mountain Energy Company For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier of Electric Power To The Public In The Commonwealth Of Pennsylvania.

Green Mountain Energy Company will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power. Green Mountain Energy Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Green Mountain Energy Company may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA, 17105-3265. You should send copies of any protest to Green Mountain Energy Company's attorney at the address listed below.

By and through Chief Legal Officer
Green Mountain Energy Company
P.O. Box 689008
Austin, TX 78768
(512) 691-6100

H. Java
PG Publishing Company
Sworn to and subscribed before me this day of:
February 23, 2011

RECEIVED

MAR 2 2011

Linda M. Gaertner
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS
Green Mountain Energy Company
Attn: Lauren Albright
P.O. Box 689008
Austin TX 78768

To PG Publishing Company

Total ----- \$768.60

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By Laura Luce

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)
Commonwealth of Pennsylvania, County of Lackawanna

GREEN MOUNTAIN ENERGY COMPANY
ATTN LAUREN ALBRIGHT
PO BOX 689008 AUSTIN TX 78768

Account # 535915
Order # 80519274
Ad Price: 190.64

Gina Krushinski
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

02/22/2011

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me
this 22nd day of February A.D., 2011

Sharon Venturi

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2014
Member, Pennsylvania Association of Notaries

LEGAL NOTICE
PENNSYLVANIA PUBLIC UTILITY COMMISSION
Application of Green Mountain Energy Company For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier of Electric Power To The Public In The Commonwealth Of Pennsylvania.
Green Mountain Energy Company will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power. Green Mountain Energy Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

RECEIVED

MAR 2 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Green Mountain Energy Company may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA, 17105-3265. You should send copies of any protest to Green Mountain Energy Company's attorney at the address listed below:

By and through
Chief Legal Officer
Green Mountain
Energy Company,
P.O. Box 68906,

Austin, TX 78768
(512) 691-6100
(512) 691-6353

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Anna Dickerson being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

February 23, 2011

Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Anna Dickerson

Sworn to and subscribed before me this 23rd day of February, 2011.

Mary Anne Logan
Notary Public

My Commission Expires:

NOTARIAL SEAL
Mary Anne Logan, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 30, 2013

Copy of Notice of Publication

RECEIVED

MAR 2 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of Green Mountain Energy Company For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier of Electric Power To The Public In The Commonwealth Of Pennsylvania. Green Mountain Energy Company will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power. Green Mountain Energy Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Green Mountain Energy Company may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to Green Mountain Energy Company's attorney at the address listed below:
By and through Chief Legal Officer
Green Mountain Energy Company
P.O. Box 559008
Austin, TX 78768
(512) 691-8100
(512) 691-8353

FedEx Express US Airbill

FedEx Tracking Number

8744 9074 2605

Form ID No. 0215

Recipient's Copy

RECIPIENT: PEEL HERE

1 From This portion can be removed for Recipient's records. FedEx Tracking Number 874490742605

Date 3/2/2011

Sender's Name L. MITCHELL CURRER Phone 512 691-6100

Company GREEN MOUNTAIN ENERGY

Address 300 W 6TH ST STE 900

City AUSTIN State TX ZIP 78701

2 Your Internal Billing Reference 51000 (ACCT) 7E150 (LUMS)

3 To Recipient's Name PENNSYLVANIA PUBLIC Phone

Company UTILITY COMMISSION SECRETARY

Address VITYSTONE BUILDING We cannot deliver to P.O. boxes or P.O. ZIP codes

Address 2ND FLOOR HICMAN 201 Use this line for the HOLD location address or for continuation of your shipping address

City HANOVER State PA ZIP 17120

0430550447



8744 9074 2605

4a Express Package Service * To most locations. Packages up to 150 lbs.

- Options: FedEx Priority Overnight, FedEx Standard Overnight, FedEx First Overnight, FedEx 2Day, FedEx Express Saver

4b Express Freight Service ** To most locations. Packages over 150 lbs.

- Options: FedEx 1Day Freight, FedEx 2Day Freight, FedEx 3Day Freight

5 Packaging * Declared value limit \$500.

- Options: FedEx Envelope, FedEx Pak, FedEx Box, FedEx Tube, Other

6 Special Handling and Delivery Signature Options

- Options: Signature Required, Direct Signature, Indirect Signature, No Signature Required

Does this shipment contain dangerous goods? One box must be checked.

- Options: No, Yes (As per attached Shipper's Declaration), Dry Ice, Cargo Aircraft Only

7 Payment Bill to: Obtain recip. Acct. No.

- Options: Sender Acct. No. in Section, Recipient, Third Party, Credit Card, Cash/Check

Total Packages Total Weight Credit Card Auth.

Our liability is limited to \$100 unless you declare a higher value. See the current FedEx Service Guide for details.

605

fedex.com 1.800.GoFedEx 1.800.463.3339

fedex.com 1.800.GoFedEx 1.800.463.3339