

FOX • ROTHSCHILD
O'BRIEN & FRANKEL LLP

ATTORNEYS AT LAW

2000 MARKET STREET • TENTH FLOOR • PHILADELPHIA, PA 19103-3291
215-299-2000 • FAX 215-299-2150 • www.frof.com

ORIGINAL RECEIVED
APR 19 2002

Barnett Satinsky
Direct Dial: (215) 299-2088
Internet Address: bsatinsky@frof.com

April 19, 2002

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA FEDERAL EXPRESS

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

DOCUMENT
FOLDER

KUR

Re: Electric Generation Supplier License Application of Tractebel
Energy Services, Inc., A-110156

Dear Secretary McNulty:

Enclosed for filing are an original and four copies of the following documents:

- (1) Proofs of Publication from the following newspapers attesting to publication of notice of the above application: The Erie Times-News, The Patriot News, The Philadelphia Inquirer, The Pittsburgh Post-Gazette, The Scranton Times, and The Williamsport Sun-Gazette.
- (2) A Certificate of Service of the above application on designated public offices and investor-owned public utilities.

Kindly file the original of each document, and date-stamp and return to me one of the extra copies in the enclosed self-addressed stamped envelope.

By Order entered April 12, 2002 at A-110106, the Commission granted the petition of a related entity, Trigen Power Resources, Inc., to abandon its EGS license. One of the ordering paragraphs directs that the financial security on file with the Secretary be returned to Trigen Power Resources, Inc. Upon return of the financial security that had supported that license, Tractebel Energy Services, Inc. will have the letter of credit reissued in its name and file it with the Commission to support the Tractebel Energy Services, Inc. application.

I believe that subject to the filing of the financial security (that, we respectfully suggest, could be made a condition of the grant of a license without delaying the processing of this

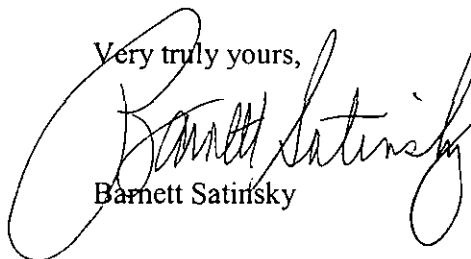
75

James J. McNulty
April 19, 2002
Page 2

application), all of the filing requirements now have been satisfied. Accordingly, we hereby request that the Application be processed by the staff and considered by the Commission at this time.

Thank you for your cooperation.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Barnett Satirsky", written over the typed name.

Barnett Satirsky

BS/mo

Enclosures

cc: Mr. Steve Ward (w/out encl.)
Vincent J. Farago, Esq. (w/encl.)

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Originals

MANSFIELD WILLIAM INC
985 OLD EAGLE SCHOOL RD
WAYNE PA 19087-1712

RECEIVED

APR 19 2002

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

REFERENCE: L0961484 Tractebel
0000271975 NOTICE IS HEREBY GIVEN

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Michael Mead being duly sworn, deposes and says that he is the Publisher of the Times Publishing Company, which publishes: the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, successor, by consolidation, of the Morning News, established January 1957, and the Erie Daily Times, established April 1888, daily newspapers of general circulation, and published at Erie, Erie County, Pennsylvania, and that the notice of which the attached is a copy cut from said newspaper, was printed and published, in the regular editions of said newspaper of the dates referred to below. Affiant further deposes that he is duly authorized by the TIMES PUBLISHING COMPANY, publisher of The Erie Times-News to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

NOTICE IS HEREBY GIVEN THAT Tractebel Energy Services, Inc., 3 Barker Avenue, White Plains, NY 10601 (telephone: 914/272-6013) has filed with the Pennsylvania Public Utility Commission at Docket Number A-110156 an Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include the supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be filed with the Secretary of the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.
(3-271975-NT-13)

PUBLISHED ON: 03/13

DOCKETED

APR 25 2002

DOCUMENT
FOLDER

TOTAL COST:
FILED ON: 03/13/02

AD SPACE: 39 LINE

Sworn to and subscribed before me this

12th day of April 2002 Affiant: *Michael Mead*

NOTARY: *Marybeth Swoger*

NOTARIAL SEAL
MARYBETH SWOGER, NOTARY PUBLIC
ERIE, ERIE COUNTY, PENNA.
MY COMMISSION EXPIRES OCT. 6, 2003

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929

Commonwealth of Pennsylvania, County of Dauphin) ss

Michael Morrow being duly sworn according to law, deposes and says:

That he is the Asst. Controller of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 812 to 818 Market Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 812 to 818 Market Street, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Metro editions which appeared on the 13th day(s) of March 2002. That neither he nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That he has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

**PUBLICATION
COPY**

Miscellaneous Notices
NOTICE IS HEREBY GIVEN THAT Tractebel Energy Services, Inc., 3 Barker Avenue, White Plains, NY 10601 (telephone: 914/272-6013) has filed with the Pennsylvania Public Utility Commission at Docket Number A-110156 and Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/market-maker engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include the supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be filed with the Secretary of the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.

Sworn to and subscribed before me this 14th day of March 2002 A.D.
Terry L. Russell
Notarial Seal
Terry L. Russell, Notary Public
Harrisburg, Dauphin County
My Commission Expires June 6, 2002
NOTARY PUBLIC
Member, Pennsylvania Association of Notaries My commission expires June 6, 2002

WILLIAM J. MANSFIELD, INC.
ATTN: MARK MANSFIELD
985 OLD EAGLE SCHOOL ROAD
WAYNE, PA. 19087

**DOCUMENT
FOLDER**

Statement of Advertising Costs

To THE PATRIOT-NEWS CO., Dr.
For publishing the notice or publication attached hereto on the above stated dates \$
Probating same Notary Fee(s) \$
Total \$

Publisher's Receipt for Advertising Cost

The Patriot News Co., publisher of The Patriot-News and The Sunday Patriot-News, newspapers of general circulation, hereby acknowledge receipt of the aforesaid notice and publication costs and certifies that the same have been duly paid.

By.....

DOCKETED
APR 25 2002

Proof of Publication In The Philadelphia Inquirer
Under Act. No 160, P.L. 877, July 9, 1976

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Anna Dickerson being duly sworn, deposes and says that **The Philadelphia Inquirer** is a daily newspaper published at Broad and Callowhill Streets, Philadelphia County, Pennsylvania, which was established in the year 1829, since which date said daily newspaper has been regularly published and distributed 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 said daily newspaper on the following dates:

March 13, 2002

Affiant further deposes and says that he is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that he 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.

DOCUMENT
FOLDER

Anna Dickerson

Sworn to and subscribed before me this 13th day of
March, 2002.

Margaret C. Ruchalski
Notary Public

My Commission Expires:

NOTARIAL SEAL
Margaret C. Ruchalski, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 27, 2002

Copy of Notice of Publication

NOTICE IS HEREBY GIVEN that TRACTEBEL ENERGY SERVICES, INC., 3 Barker Avenue, White Plains, NY 10601 (telephone: 914-272-8013) has filed with the Pennsylvania Public Utility Commission, at Docket Number A-110158, an Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include the supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be filed with the Secretary of the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.

DOCKETED

APR 25 2002

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

Commonwealth of Pennsylvania, County of Allegheny, ss: A. Blanchard _____, 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:

13, of March, 2002.

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 aforesaid 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

NOTICE is hereby given that Tractebel Energy Services, Inc., 35 Barker Avenue, White Plains, NY 10601 (telephone: 914/272-6013) has filed with the Pennsylvania Public Utility Commission at Docket Number A-110156 an Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be with the Secretary of the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.

A. Blanchard

PG Publishing Company

Sworn to and subscribed before me this day of:
March 15, 2002.

Mary E. Wazensegger

Notarial Seal
Mary E. Wazensegger, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Feb. 18, 2004

Pennsylvania Association of Notaries

STATEMENT OF ADVERTISING COSTS
WM J. MANSFIELD INC.
SUITE 507
985 OLD EAGLE SCHOOL ROAD
WAYNE PA 19087

To PG Publishing Company

DOCUMENT
FOLDER

DOCKETED

APR 25 2002

THE SCRANTON TIMES (UNDER ACT P.L. 877 NO. 60, JULY 9, 1976)
COMMONWEALTH OF PENNSYLVANIA, COUNTY OF LACKAWANNA

MARLENE GREGORCZYK BEING DULY SWORN ACCORDING TO LAW DEPOSES AND SAYS THAT SHE IS ACCOUNTING 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, VIZ.: 3/13/02

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 TO TIME, PLACE AND CHARACTER OF PUBLICATION ARE TRUE *Marlene Gregorczyk*

SWORN AND SUBSCRIBED TO BEFORE ME THIS 14 DAY OF MARCH A.D. 2002.

Rayne A. Washner (NOTARY PUBLIC)

Notary Public
Rayne A. Washner Notary Public
Scranton, Lackawanna County
My Commission Expires Sept. 23, 2003
Member, Pennsylvania Association of Notaries

LEGAL NOTICE
NOTICE IS HEREBY GIVEN THAT Tractebel Energy Services, Inc., 3 Barker Avenue, White Plains, NY 10601 (telephone: 914/272-6013) has filed with the Pennsylvania Public Utility Commission at Docket Number A-110156 an Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/marker engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include the supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be filed with the Secretary of the Pennsylvania Public Utility Commission, PO Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.

DOCUMENT
FOLDER

DOCKETED

APR 25 2002

PROOF OF PUBLICATION OF NOTICE IN THE WILLIAMSPORT SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929.

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

John Yahner Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor the Williamsport Sun-Gazette has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions and issues of said Williamsport Sun-Gazette on the following dates, viz:

March 13, 2002

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

NOTICE IS HEREBY GIVEN THAT Tractebel Energy Services, Inc., 3 Barker Avenue, White Plains, NY 10601 (telephone: 914/272-6013) has filed with the Pennsylvania Public Utility Commission at Docket Number A-110156 an Electric Generation Supplier License Application seeking approval to offer, render, furnish or supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity to the public throughout the Commonwealth of Pennsylvania. Services will include the supply of electric power to selected industrial customers, power-usage management and on-site management of power. Protests related to the technical or financial fitness of Tractebel Energy Services, Inc. must be filed with the Secretary of the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania 17105-3265 within fifteen (15) days of the publication of this notice.

John Yahner
SUN-GAZETTE COMPANY

Sworn to and subscribed before me
the 28th day of March, 2002
Cathy A. Billey
Notary Public

NOTARIAL SEAL
CATHY A. BILLEY, Notary Public
City of Williamsport, Lycoming County
My Commission Expires May 12, 2003

STATEMENT OF ADVERTISING COSTS

DOCUMENT
FOLDER

DOCKETED

APR 25 2002

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the Electric Generation Supplier License Application of Tractebel Energy Services, Inc. upon the parties listed below in accordance with the requirements of 52 Pa. Code § 1.54.

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

Bernard A. Ryan, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

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

Frank M. Nadolny
General Manager of Regulatory Affairs Unit
Duquesne Light Company
411 Seventh Street
P.O. Box 1930
Pittsburgh, PA 15230-1930

John P. Litz
Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P.O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200

(Metropolitan Edison Company or
Pennsylvania Electric Company)
Blaine W. Uplinger, Jr.
Director of Governmental and Regulatory
Affairs
GPU Energy
100 APC Building
800 North 3rd Street
Harrisburg, PA 17102-2025

Paul E. Russell, Esquire
Associate General Counsel
Pennsylvania Power & Light Company
Two North 9th Street
Allentown, PA 18108-1179

Thomas P. Hill
Vice President and Controller
PECO Energy Corporation
2301 Market Street
Philadelphia, PA 19101-8699

Stephen L. Feld, Esquire
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

DOCUMENT
FOLDER

DOCKETED

APR 25 2002

John L. Munsch, Esquire
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Dated this 14 day of March, 2002

Marjorie McMahon
Name: MARJORIE McMAHON
Title: PARALEGAL

FOX • ROTHSCHILD
O'BRIEN & FRANKEL LLP

ATTORNEYS AT LAW

2000 MARKET STREET • TENTH FLOOR • PHILADELPHIA, PA 19103-3291
215-299-2000 • FAX 215-299-2150 • www.frof.com

Barnett Satinsky
Direct Dial: (215) 299-2088
Internet Address: bsatinsky@frof.com

DOCUMENT FOLDER

RECEIVED

June 24, 2002

JUN 24 2002

VIA FEDERAL EXPRESS

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of Tractebel Energy Services, Inc. for Electric Generation Supplier
License, A-110156

Dear Secretary McNulty:

The Application in the above matter previously was submitted, subject to filing of the necessary Letter of Credit. The Letter of Credit supporting the Application is submitted in the form of an amendment to the letter of credit that had supported a license previously held by Trigen Power Resources, Inc., that has since been abandoned. At this time I enclose the following:

1. The original Irrevocable Standby Letter of Credit No. 00/215 dated June 19, 2000 issued by Credit Commercial De France in the amount of \$250,000.
2. Copy of May 14, 2002 amendment, the original of which is on file with the Commission, from HSBC Bank USA that the letter of credit originally issued under Credit Commercial de France, New York Branch L/C no. CCF-00/215 has been amended in the following respects:
 - i. The Issuing Bank: HSBC Bank USA
 - ii. Credit Number: SDCMTN541062
 - iii. Date of issuance: 15 Nov. 2000
 - iv. Applicant: Tractebel Energy Services, Inc.
 - v. Corrected address of the Pennsylvania Public Utility Commission: PO Box 3265, Harrisburg, PA 17105-3265.

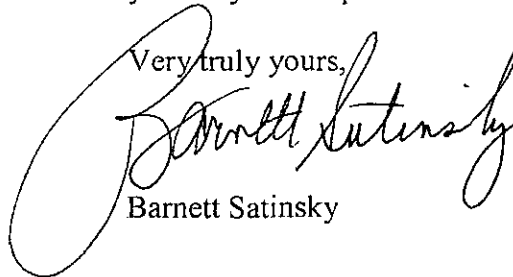
James J. McNulty, Secretary
June 24, 2002
Page 2

3. Copy of June 20, 2002 letter to the Secretary of the Commission, the original of which is on file with the Commission, confirming that HSBC's letter of credit no. SDCMTN541062 previously was issued under Credit Commercial de France, New York Branch L/C no. CCF-00/215.

At this time, I believe all matters pertaining to the Tractebel application are complete, and request that the application for issuance of electric generation supplier license be presented to the Commission for approval and issuance of the appropriate license.

Please date stamp and return to me in the enclosed envelope the copy of this letter and attachments, signifying your receipt thereof. Thank you for your cooperation.

Very truly yours,



Barnett Satinsky

BS:mo

Enclosure

cc: Ms. Elaine Deichmiller, Assistant Secretary (w/encl.)
Nicholas Okoro, Bureau of Fixed Utility Services (w/encl.)
Mr. Steve Ward (w/encl.)
Vincent Farago, Esquire (w/encl.)



CREDIT COMMERCIAL DE FRANCE
New York Branch

June 19, 2000

A-110126

Irrevocable Standby Letter of Credit No. 00/215

James McNulty, Secretary
Pennsylvania Public Utility Commission
212 North Office Building
North Street & Commonwealth Avenue
P.O. Box 3265
Harrisburg, Pa 17105-3265

RECEIVED

JUN 21 2000

A PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Gentlemen:

We hereby establish this Irrevocable Standby Letter of Credit in favor of the Pennsylvania Public Utility Commission, Commonwealth (the Beneficiary) by order and for account of Trigen-Philadelphia, 2600 Christian Street, Philadelphia, Pa, for drawings up to USD250,000.00 (Two Hundred Fifty Thousand U.S. Dollars), effective immediately.

This Irrevocable Standby Letter of Credit is written in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa.C.S. § 2809(c)(1)(i), to assure compliance with provisions of the Public Utility Code, 66 Pa.C.S. §§ 101, et seq., and the rules and regulation of the Pennsylvania Public Utility Commission by the Principle as a licensed electric generation supplier; to ensure the payment of Gross Receipts as required by Section 2810 of the Public Utility Code, 66 Pa.C.S. § 2810; and to ensure the supply of electricity at retail in accordance with contract, agreements or arrangements.

We hereby undertake to honor your draft(s) at sight, which may be in multiple draws from time to time, drawn on us and marked "Drawn under Credit Number 00/215" for all or any part of this Letter of Credit. Each drawing certificate shall be in the form of Annex A hereto if the drawing is made with respect to the payment of claims for, in order of priority, the Commonwealth of Pennsylvania, EDC's for the reimbursement of Gross Receipts Tax, and/or private individuals.

Funds under this Letter of Credit are available to the Beneficiary against your drawing certificates presented to us at our office at 590 Madison Avenue, 25th floor, New York, N.Y. 10022 (facsimile number (212) 759-1613), attn: Shirley Barno-Nkansah or Terri Weiner (212) 848-0525.

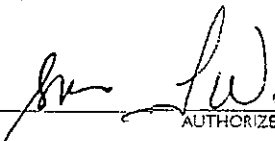
Page one of three

DOCKETED

AUG 2 2002

DOCUMENT FILE

ad


AUTHORIZED SIGNATURE



CREDIT COMMERCIAL DE FRANCE

New York Branch

June 19, 2000

The aforesaid certificates shall have all blanks appropriately completed, shall be signed by a person purporting to be your authorized officer and shall be either in the form of a letter on your letterhead or a communication by facsimile delivered to us. Any communication by facsimile pursuant to which a drawing is made hereunder shall be promptly confirmed to us in writing.


Funds payable under this Letter of Credit shall be paid for the account of the Pennsylvania Public Utility Commission, Commonwealth by the close of business (Eastern Standard Time) on the first business day after the day presentation is made to the Bank for draws executed on your behalf as stated by Annex A.

This Letter of Credit is effective immediately and shall expire on June 16, 2001, but such expiration date shall be automatically extended for a period of one year on June 16, 2001 and on each successive expiration date thereafter, unless, at least 120 days before the current expiration date, we notify both you and Trigen-Philadelphia Energy Corporation by certified mail, return receipt requested, that we have decided not to extend this Letter of Credit beyond the current expiration date. In the event you are so notified, any unused portion of this Credit shall be available upon presentation of your sight draft and the signed statement referred to above for 120 days after the date of receipt by both you and Trigen-Philadelphia Energy Corporation as shown on the signed return receipts.


Except as stated herein, this Credit is subject to the Uniform Customs and Practice for Documentary Credits (1993 Revision) International Chamber of Commerce Publication No. 500 and the laws of the Commonwealth of Pennsylvania.

Very truly yours,

Credit Commercial De France
New York Branch

By: 

Shirley Barni-Nkansah
Authorized Officer

By: 

Terri Weiner
Authorized Officer

Page two of three

Fd/Pen-917/sb

AUTHORIZED SIGNATURE



CREDIT COMMERCIAL DE FRANCE

New York Branch

Annex A

Date: _____

Ladies and Gentlemen:

The Pennsylvania Public Utility Commission, Commonwealth (the "Beneficiary") hereby certifies to Credit Commercial De France, New York Branch, with reference to its Irrevocable Standby Letter of Credit Number _____ (the "Letter of Credit"; capitalized terms used and not defined herein having the meanings set forth in the Letter of Credit), that:

The Beneficiary is making a demand for payment under the Letter of Credit with respect to \$ _____ to be used for the payment of claims for the Commonwealth, EDC's for the reimbursement of Gross Receipts Tax and/or private individuals.

By: _____

AUTHORIZED SIGNATURE

DATE OF AMENDMENT:
14MAY2002

CREDIT NUMBER: SDCMTN541062
ISSUED ON : 15NOV2000

BENEFICIARY:
PENNSYLVANIA PUBLIC UTILITY
COMMISSION, 212 NORTH OFFICE BLDG.,
NORTH STREET AND COMMONWEALTH AVE
HARRISBURG, PA 13204

APPLICANT:
TRIGEN ENERGY CORP.
ONE WATER STREET
WHITE PLAINS NY 10601

ADVISING BANK:

DC AMOUNT: USD 250,000.00

THIS AMENDMENT (NO. 003.06) FORMS
AN INTEGRAL PART OF THE ABOVE
MENTIONED DOCUMENTARY CREDIT AND
MUST BE ATTACHED THERETO.

AMEND BENEFICIARY AS FOLLOWS:

DELETE: PENNSYLVANIA PUBLIC UTILITY
COMMISSION, 212 NORTH OFFICE BLDG.,
NORTH STREET AND COMMONWEALTH AVE
HARRISBURG, PA 13204

INSERT: OFFICE OF THE SECRETARY
PENNSYLVANIA PUBLIC UTILITY
COMMISSION, PO BOX 3265
HARRISBURG, PA 17105-3265

AMEND APPLICANT AS FOLLOWS:

DELETE: TRIGEN ENERGY CORP.

ONE WATER STREET
WHITE PLAINS NY 10601

INSERT: TRACTEBEL ENERGY SERVICES, INC.
3 BARKER AVENUE
WHITE PLAINS, NY 10601

..... TO BE CONTINUED ON PAGE 2

452 FIFTH AVENUE NY, NY 212 525 2100

ATTACHED TO AND FORMING PART OF AMENDMENT TO STANDBY L/C PAGE 2

DATE OF AMENDMENT:
14MAY2002

CREDIT NUMBER: SDCMTN541062
ISSUED ON : 15NOV2000

INSERT:

THE LETTER OF CREDIT IS NOW AMENDED AS FOLLOWS:

1-PARAGRAPH 2 IS HEREBY DELETED IN ITS ENTIRETY AND IS NOW TO READ:

THIS IRREVOCABLE STANDBY LETTER OF CREDIT IS WRITTEN IN ACCORDANCE WITH SECTION 2809 (C)(1)(I) OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 2809(C)(1)(I), TO ASSURE COMPLIANCE WITH APPLICABLE PROVISIONS OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 101, ET SEQ., AND THE RULES AND THE REGULATIONS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION BY THE PRINCIPLE AS A LICENSED SLECTRIC GENERATION SUPPLIER; TO ENSURE THE PAYMENT OF THE GROSS RECEIPT TAX AS REQUIRED BY SECTION 2810 OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 2810; AND TO ENSURE THE SUPPLY OF ELECTRICITY AT RETAIL IN ACCORDANCE WITH CONTRACTS, AGREEMENTS OR ARRANGEMENTS.

2-PARAGRAPH 3 IS HEREBY DELETED IN ITS ENTIRETY AND IS NOW TO READ:

WE HEREBY UNDERTAKE TO HONOR YOUR DRAFT(S) AT SIGHT, WHICH MAY BE IN MULTIPLE DRAWS FROM TIME TO TIME, DRAWN ON US AND MARKED "DRAWN UNDER CREDIT NUMBER 00/215" FOR ALL OR ANY PART OF THIS LETTER OF CREDIT . EACH DRAWING CERTIFICATE SHALL BE IN THE FORM OF ANNEX A HERETO IF THE DRAWING IS MADE WITH RESPECT TO THE PAYMENT OF CLAIMS FOR, IN ORDER OF THE FOLLOWING PRIORITY:

- (I) THE COMMONWEALTH
- (II) ELECTRIC DISTRIBUTION COMPANIES FOR THE REIMBURSEMENT OF GROSS RECEIPTS TAX; AND
- (III) PRIVATE INDIVIDUALS.

PROCEEDS OF THE LOC MAY NOT BE USED TO PAY ANY PENALTIES OR FINES LEVIED AGAINST THE PRINCIPAL FOR VIOLATIONS OF THE LAW, OR FOR THE PAYMENT OF ANY OTHER TAX OBLIGATIONS OWED TO THE COMMONWEALTH.

ALL OTHER TERMS ADN CONDITIONS REMAIN UNCHANGED

THIS AMENDMENT CONSISTS OF 2 PAGES

AUTHORIZED SIGNATURE AUTHORIZED SIGNER
 AUTH HSBC Bank USA Trade Serv AUTH



June 20, 2002

Office of the Secretary
Pennsylvania Public Utility Commission
PO Box 3265
Harrisburg, PA 17405-3265

RE: Our Standby L/C SDCMTN 541062 a/c Tractebel Energy Services, Inc.
for USD250,000.00

Gentlemen:

Please be advised that the above l/c no SDCMTN541062 was previously
under Credit Commercial de France, New York Branch L/C no. CCP-00/215.

In this regard, please indicate our new l/c number SDCMTN541062 as well
as the old no. ccf-00/215 in all your future correspondence.

Very truly yours,


Juda Israel, SVP
Standby Unit
Trade Services