



Control Number: 14406



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**REGISTRATION OF TPF GENERATION HOLDINGS, LLC AS A POWER  
MARKETER**

FILING CLERK

TO THE HONORABLE PUBLIC UTILITY COMMISSION OF TEXAS:

TPF Generation Holdings, LLC ("TPF Generation") hereby registers with the Commission as a power marketer pursuant to Section 35.032 of the Texas Utilities Code and P.U.C. SUBST. R. 25.105. In support of this registration, TPF Generation shows the following:

1. The name and address of registrant is:

TPF Generation Holdings, LLC  
1044 N. 115<sup>th</sup> Street, Suite 400  
Omaha, NE 68154-4446

2. The name, address, telephone, fax number and email address of the person to whom communications should be addressed is:

Attn: David Dickey  
Associate General Counsel  
Tenaska, Inc.  
1044 N. 115<sup>th</sup> Street, Suite 400  
Omaha, NE 68154-4446  
402/691-9738 (office)  
402/691-9723 (fax)  
[ddickey@tenaska.com](mailto:ddickey@tenaska.com)

3. TPF Generation is currently a wholly-owned subsidiary of TPF Genco Holdings, LLC, which is owned by Tenaska Power Fund, L.P. ("Power Fund") and TPF Genco Co-Investment Fund, L.P. ("Co-Investment Fund"). Power Fund is a limited partnership owned by (i) Tenaska PF G, LLC ("Tenaska PF G"), as the sole general partner, (ii) Tenaska PF L, LLC ("Tenaska PF L") as a limited partner, and (iii) other limited partners. Co-Investment Fund is a limited partnership owned by (i) Tenaska PF G, LLC

("Tenaska PF G"), as the sole general partner, and (ii) other limited partners. Both Tenaska PF G and Tenaska PF L are owned by individuals that are current or former officers, employees, or consultants of Tenaska Energy, Inc. ("Tenaska Energy") and its affiliates, and by entities for the benefit of family members of such officers and employees. Tenaska Energy is an independent developer and owner of power production facilities located throughout the United States and abroad.

4. TPF Generation has no affiliates that are electric or municipally-owned utilities in Texas. Affiliates of TPF Generation or Tenaska Energy that buy or sell electricity at wholesale in Texas, or sell electricity at retail in Texas, are:

Tenaska Power Services Co.  
Tenaska Frontier Partners, L.P.  
Tenaska Gateway Partners, L.P.  
Kiowa Power Partners, LLC  
Rio Nogales Power Project L.P.  
Tenaska TOPS, L.P.  
Tenaska TOPS REP, L.P.

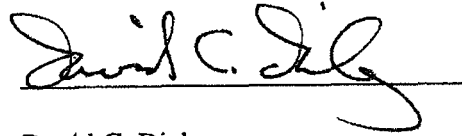
5. TPF Generation has no location in Texas used to provide service.

6. TPF Generation intends to be a merchant in the Texas wholesale power market, specifically in the ERCOT portion of the Texas market. The services TPF Generation may provide include, but are not necessarily limited to, the purchase and sale of electric power and energy at wholesale; entering into associated transactions with other power marketers; and the use of financial instruments, such as options and futures, in support of such activities.

7. TPF Generation has not registered with the Federal Energy Regulatory Commission as a power marketer.

8. Attached hereto is an affidavit that TPF Generation is a power marketer.

RESPECTFULLY SUBMITTED,

A handwritten signature in black ink, appearing to read "David C. Dickey", written over a horizontal line.

David C. Dickey  
ATTORNEY FOR TPF GENERATION  
HOLDINGS, LLC

# AFFIDAVIT

STATE OF NEBRASKA

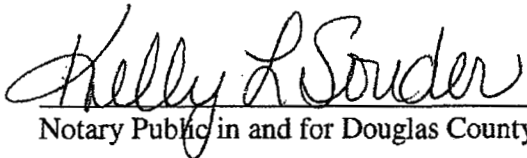
COUNTY OF DOUGLAS

On this 10th day of January, 2007, before me, Kelly L. Souder, a Notary Public in and for the County and State aforesaid, personally appeared Paul G. Smith, known to me as the President of TPF Generation Holdings, LLC, who, being duly sworn, on oath deposes and says:

1. I am of full legal age and my business address is 1044 N. 115<sup>th</sup> Street, Suite 400, Omaha, Nebraska, 68154.
2. I am the President of TPF Generation Holdings, LLC.
3. The purpose of this affidavit is to verify that TPF Generation Holdings, LLC is a power marketer, as that term is defined in Sec. 31.002(11) of the Texas Utilities Code.
4. I have reviewed the Registration of TPF Generation Holdings, LLC, and the information included therein is true.



SUBSCRIBED AND SWORN TO BEFORE ME this 10th day of January, 2007.

  
Notary Public in and for Douglas County, Nebraska

