



Control Number: 14406



Item Number: 620

Addendum StartPage: 0

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February 13, 2014

VIA HAND DELIVERY

Filing Clerk
Public Utility Commission of Texas
1701 N. Congress Avenue, Room 8-100
P.O. Box 13326
Austin, Texas 78711-3326

Jim Barkley
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FAX: 7132292773
james.barkley@bakerbotts.com

**Re: Power Marketing Registration, Project 14406
Viva Alamo, LLC**

Dear Sir or Madam:

Pursuant to P.U.C. SUBST. R. 25.105 and § 35.032 of the Public Utility Regulatory Act, Viva Alamo, LLC ("Registrant") hereby submits the following in support of its registration as a power marketer with the Public Utility Commission of Texas ("PUCT"):

1. Name and address of Registrant:

**Viva Alamo, LLC
8403 Colesville Road
Suite 915
Silver Spring, MD 20910**

2. Name, address, and telephone number, fax number, and e-mail address of the person to whom communications should be addressed:

**Stephanie Davis
Viva Alamo, LLC
c/o Competitive Power Ventures, Inc.
8403 Colesville Road
Suite 915
Silver Spring, MD 20910
Telephone: 240-723-2336
Facsimile: 240-723-2339
Email: sdavis@cpv.com**

3. Names and types of businesses of the owners with percentages of ownership:

Registrant is a limited liability company organized and existing under the laws of the State of Delaware. Registrant is an indirect subsidiary of The Blackstone Group L.P. ("Blackstone"), a limited partnership organized and existing under

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the laws of the State of Delaware. Registrant is controlled directly and indirectly by senior officers of Blackstone, a global private equity firm. Registrant owns 100% of the indirect membership interests in Frontera Generation, LP ("Frontera"), a limited partnership organized and existing under the laws of the State of Delaware; 100% of the indirect membership interest in Paris Generation, LP ("Paris"), a limited partnership organized and existing under the laws of the State of Texas; and 100% of the indirect membership interest in Bastrop Energy Partners, LP ("Bastrop"), a limited partnership organized and existing under the laws of the State of Delaware.

4. Each affiliate that buys or sells electricity at wholesale in Texas, sells electricity at retail in Texas, or is an electric or municipally owned utility in Texas:

Frontera, Paris and Bastrop are registered as power generation companies ("PGCs") under the Texas Public Utility Regulatory Act ("PURA") and are engaged directly and exclusively in the business of owning and operating their eligible facilities for the sale of electric energy at wholesale.

5. A description of the location of any facility in Texas used to provide service:

Frontera owns and operates a 524 MW gas-fired electric generating facility located in Hidalgo County, Texas. Paris owns and operates a 223 MW gas-fired electric generating facility in Lamar County, Texas. Bastrop owns and operates a 536 MW gas-fired electric generating facility in Bastrop County, Texas.

6. A description of the service provided:

Registrant will conduct wholesale marketing and trading of energy products and services, as well as other business necessary to facilitate said activities, in the Electric Reliability Council of Texas ("ERCOT") market.

7. Copies of all registration information filed with FERC:

Under the provisions of the Federal Power Act (16 USC 824(b)(1)), Registrant is not subject to registration with the Federal Energy Regulatory Commission ("FERC"). The notice of change in status for Frontera, Paris and Bastrop, which notice was filed with FERC on January 29, 2014, is included as Attachment A hereto.

8. Affidavit by an authorized person that Registrant is a power marketer:

See Attachment B hereto.

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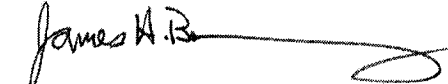
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February 13, 2014

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

Very truly yours,

A handwritten signature in black ink, appearing to read "James A. Barkley", followed by a long horizontal flourish that ends in a small loop.

Jim Barkley

JB:JB

Attachments

ATTACHMENT A

REGISTRATION INFORMATION FILED WITH FERC

SIMPSON THACHER & BARTLETT LLP

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E-MAIL ADDRESS
BCHISLING@STBLAW.COM

January 29, 2014

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

Re: Frontera Generation, LP; Docket No. EG99-90-000
Paris Generation, LP; Docket No. EG06-26-000
Bastrop Energy Partners, LP; Docket No. EG02-102-000
Notice of Change in Status

Dear Secretary Bose:

Frontera Generation, LP ("Frontera"), Paris Generation, LP ("Paris") (formally Tenaska II Texas Partners ("Tenaska III")), and Bastrop Energy Partners, LP ("Bastrop") hereby inform the Commission of a non-material change in facts regarding their upstream ownership. As discussed below, the change in facts does not affect the status of Frontera, Paris or Bastrop as exempt wholesale generators ("EWGs") under the Public Utility Holding Company Act of 2005 ("PUHCA").¹

Frontera is a limited partnership that owns and operates a 524 MW electric generating facility located in Hidalgo County, Texas. Until January 17, 2014, Frontera was a wholly-owned indirect subsidiary of Centrica North American Companies ("Centrica").

Paris is a limited partnership that owns and operates a 223 MW electric generating facility in Lamar County, Texas. Until January 17, 2014, Paris was a wholly-owned indirect subsidiary of Centrica.

¹ Frontera Generation, LP, 61 FERC ¶ 61,155 (May 7, 1999) (finding Frontera to be an EWG); Tenaska III Texas Partners, 114 FERC ¶ 62,093 (February 1, 2006) (finding Tenaska (now Paris) to be an EWG); Bastrop Energy Partners, LP, 99 FERC ¶ 62,029 (April 9, 2002) (finding Bastrop to be an EWG).

Bastrop is a limited partnership that owns and operates a 536 MW electric generating facility in Bastrop County, Texas. Until January 17, 2014, Bastrop was a wholly-owned indirect subsidiary of Centrica.

On January 17, 2014, Viva Alamo, LLC ("Alamo") acquired 100% of the indirect membership interests in Frontera from Centrica, 100% of the indirect membership interest in Paris from Centrica, and 100% of the indirect membership interest in Bastrop from Centrica.² Alamo is an indirect subsidiary of The Blackstone Group L.P. ("Blackstone"). Alamo is controlled directly and indirectly by senior officers of Blackstone, a global private equity firm.

The change in ownership described above has no effect on the statuses of Frontera, Paris and Bastrop as EWGs. Frontera, Paris and Bastrop continue to be engaged directly and exclusively in the business of owning and operating their eligible facilities and selling electric energy at wholesale.

If you have any questions with respect to the foregoing, please contact the undersigned.

Respectfully submitted,

/s/Brian E. Chisling

Brian E. Chisling
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Counsel for Frontera Generation, LP, Paris
Generation, LP and Bastrop Energy Partners, LP.

cc: All Parties

² Please note that the change in Frontera, Paris and Bastrop's upstream ownership was not subject to prior approval under §203 of the Federal Power Act, as amended, because such entities' generation operates solely within ERCOT and such entities (and other generation entities) held by Viva Alamo, LLC and its holding companies are solely EWGs or "Qualifying Facilities." See 18 C.F.R. 33.1(c)(8) (2012).

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Notice of Change in Status of Frontera Generation, LP, Paris Generation, LP and Bastrop Energy Partners, LP upon each person designated on the official service list compiled by the Secretary in these proceedings.

/s/Brian E. Chisling
Brian E. Chisling

Dated this 29th day of January, 2014.


ATTACHMENT B

AFFIDAVIT

AFFIDAVIT

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY)

I, Thomas G. Favinger, Chief Executive Officer of Viva Alamo, LLC, hereby represent and certify that I have reviewed the registration of Viva Alamo, LLC in connection with its intent to operate as a power marketer and affirm to the best of my knowledge that the information in such registration is true and accurate and that Viva Alamo, LLC will be a power marketer.




Thomas G. Favinger
Chief Executive Officer

ACKNOWLEDGMENT

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY)

On this 12th day of February, 2014, before me appeared Thomas G. Favinger, personally known to me to be the person who executed the forgoing instrument and being sworn by me stated that the facts and matters stated therein are true according to the best of his knowledge and belief, and acknowledged to me that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid the day and year written above.



Notary Public for State of Maryland

