



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

REFER TO OUR FILE

JANUARY 26, 1999

A-110073

KAREN O'NEILL VICE PRES
GREEN MOUNTAIN ENERGY RESOURCES
55 GREEN MOUNTAIN DRIVE
PO BOX 2206
SOUTH BURLINGTON VT 05407-2206

LOCKETED
JAN 28 1999

GRANTING of PERMANENT LICENSE to ELECTRIC GENERATION SUPPLIERS

To Whom It May Concern:

This is to advise you that an Opinion and Order has been adopted by the Commission in Public Meeting on January 14, 1999 in the above entitled proceeding.

An Opinion and Order has been enclosed for your records.

Very truly yours,

DOCUMENT
FOLDER

James J. McNulty,
Secretary

smk
Encls.
Cert.Mail

SRB

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

IN THE MATTER OF THE APPLICATION OF: A-110073

Application of Green Mountain Energy Resources, L. L. C. for the right to offer, render, furnish or supply electric generation supplier services to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues, evidencing the Commission's approval, to the applicant this;

LICENSE FOR ELECTRIC GENERATION SUPPLIER.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 1st day of January 1999.

James G. McNeilly

Secretary

DOCKETED
JAN 28 1999

**DOCUMENT
FOLDER**

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held January 14, 1999

Commissioners Present:

John M. Quain, Chairman
Robert K. Bloom, Vice Chairman, Dissenting in part—Statement attached
David W. Rolka
Nora Mead Brownell
Aaron Wilson, Jr.

Granting of Permanent Licenses to Electric Generation
Suppliers

A-110005 et. al.

DOCKETED
JAN 28 1999
OPINION AND ORDER

On August 8, 1998, regulations at 52 Pa. Code 54.31 - 54.43 became effective. These regulations govern electricity generation supplier licensing. Entities who applied to become electric generation suppliers prior to August 8, 1998 were issued interim licenses.

52 Pa. Code 54.32(g) states that:

An electric generation supplier who has been granted an interim license shall apply for a license under this subchapter by updating its prior license application to include additional and updated information required by § 54.33 (relating to application form). An updated application shall be submitted by December 7, 1998.

DOCUMENT
FOLDER

This Order is in response to the above-mentioned requirement. Attachment A contains a list of the currently licensed electric generation suppliers who have filed the necessary additional and updated information.

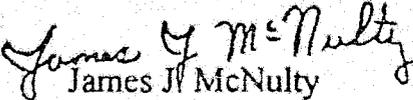
Upon full consideration of all matters of record, we find that the granting of these licenses is necessary and proper for the service, accommodation and convenience of the public; **THEREFORE,**

IT IS ORDERED:

1. That a license be issued authorizing each company listed on Attachment A of this Order, the right to continue to offer, render, furnish or supply electric generation supplier services to the public within the Commonwealth of Pennsylvania.

2. That the effective date of each license will be January 1, 1999.

BY THE COMMISSION,


James J. McNulty
Secretary

(SEAL)

ORDER ADOPTED: January 14, 1999

ORDER ENTERED: **JAN 26 1999**

PENNSYLVANIA PUBLIC UTILITY COMMISSION
Harrisburg, Pennsylvania 17105-3265

LICENSE APPLICATION OF
ELECTRIC GENERATION
SUPPLIERS

PUBLIC MEETING -
JANUARY 14, 1999
JAN-1999-FUS-1003*
DOCKET NO: A-110105 ET. AL.

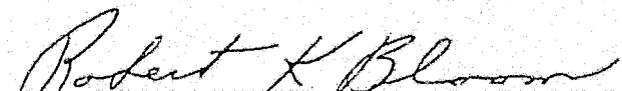
STATEMENT OF VICE CHAIRMAN ROBERT K. BLOOM

Before the Commission for consideration are the applications filed by certain electric generation suppliers for approval of permanent licenses to offer, render, furnish or supply electric generation supplier services in Pennsylvania. These electric generation suppliers are currently operating under interim licenses previously approved by the Commission. The Bureau of Fixed Utility Services recommends that the Commission grant permanent licenses to each of the electric generation suppliers included within Attachment A of the Order. I disagree.

Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. §2809(c)(1)(i), requires an electric generation supplier to furnish a bond or other security approved by the Commission before the Commission can issue the supplier a license to provide electricity generation service within Pennsylvania. In several of the applications for interim licensure, the electric generation supplier sought to substitute a \$250,000 letter of credit in lieu of a \$250,000 security bond, or sought to utilize a bond in an amount less than \$250,000. I have consistently dissented in all such instances as I believe that each electric generation supplier should be held to the same standard, a \$250,000 security bond. Therefore, I wish to be recorded as dissenting on each of the permanent license application requests filed by the electric generation suppliers listed in Attachment A on which I dissented on their interim license due to the electric generation suppliers failure to supply a \$250,000 security bond. The majority of the electric generation supplier applicants have supplied \$250,000 security bonds and it is not fair to apply different standards for other applicants.

1-13-99

DATE


ROBERT K. BLOOM, VICE CHAIRMAN

<u>Docket #</u>	<u>Applicant</u>
A-110005	Statoil Energy Services, Inc.
A-110008	CNG Retail Services Corporation
A-110010	PP&L, Inc., t/a PP&L Energy Plus
A-110012	NorAm Energy Management, Inc.
A-110013	GPU Advanced Resources, Inc.
A-110014	Xenergy, Inc.
A-110015	Mack Oil Company, Inc. t/a The Mack Services Group
A-110016	Conective Energy, a division of Delmarva Power & Light Company
A-110017	Enron Power Marketing, Inc
A-110022	Southern Company Retail Energy Marketing L.P.
A-110025	Strategic Energy Partners Ltd.
A-110026	PECO Energy Company
A-110028	Horizon Energy Company
A-110029	PSEG Energy Technologies, Inc.
A-110030	West Penn Power Company d/b/a Allegheny Energy
A-110032	Service, Technology and Resources Corporation

<u>Docket #</u>	<u>Applicant</u>
A-110036	NEV East, L.L.C.
A-110038	Cinergy Resources, Inc.
A-110039	Mid American Natural Resources, Inc.
A-110041	Affiliated Power Purchasers, Inc.
A-110042	DTE-Coenergy
A-110043	American Energy Solutions, Inc.
A-110045	CMS Marketing, Services and Trading Company
A-110049	PG&E Energy Services Corp.
A-110051	DukeSolutions, Inc.
A-110054	Enserch Energy Services, Inc.
A-110056	Energy Cooperative Association of Pennsylvania
A-110057	PG Energy Services, Inc.
A-110058	National Fuel Resources, Inc.
A-110059	Enron Energy Services Power, Inc.
A-110060	Edison Source
A-110061	Engage Energy US, LP
A-110062	Constellation Energy Source, Inc.
A-110063	Penn Power Energy, Inc.

<u>Docket #</u>	<u>Applicant</u>
A-110066	Northeast Energy Services, Inc.
A-110067	Columbia Energy Power Marketing Corp.
A-110069	Shipley Oil Company, Inc.
A-110070	COM/Energy Marketing, Inc.
A-110073	Green Mountain Energy Resources, L.L.C.
A-110074	DTE Edison America, Inc.
A-110076	UGI Energy Services, Inc.
A-110078	FirstEnergy Services Corp.
A-110080	Commodore Gas Company
A-110081	PCI Services, Inc.
A-110082	Pepco Services, Inc.
A-110084	Amerada Hess Corporation
A-110085	CSW Energy Services, Inc.
A-110086	Total Gas and Electricity, (PA), Inc.
A-110089	Jerome H. Rhoads, Inc.
A-110090	Select Energy, Inc.
A-110091	FPL Energy Services, Inc.
A-110092	Worley & Obetz, Inc.
A-110093	Shell Energy Services Co., LLC

Docket #

Applicant

A-110095

Touchstone Energy-American Cooperative Services, Inc.

LICENSE APPLICATION OF
ELECTRIC GENERATION
SUPPLIERS

PUBLIC MEETING -
JANUARY 14, 1999
JAN-1999-FUS-1003*
DOCKET NO: A-110105.ET. AL.

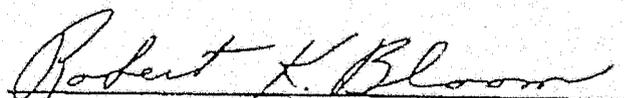
STATEMENT OF VICE CHAIRMAN ROBERT K. BLOOM

Before the Commission for consideration are the applications filed by certain electric generation suppliers for approval of permanent licenses to offer, render, furnish or supply electric generation supplier services in Pennsylvania. These electric generation suppliers are currently operating under interim licenses previously approved by the Commission. The Bureau of Fixed Utility Services recommends that the Commission grant permanent licenses to each of the electric generation suppliers included within Attachment A of the Order. I disagree.

Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. §2809(c)(1)(i), requires an electric generation supplier to furnish a bond or other security approved by the Commission before the Commission can issue the supplier a license to provide electricity generation service within Pennsylvania. In several of the applications for interim licensure, the electric generation supplier sought to substitute a \$250,000 letter of credit in lieu of a \$250,000 security bond, or sought to utilize a bond in an amount less than \$250,000. I have consistently dissented in all such instances as I believe that each electric generation supplier should be held to the same standard, a \$250,000 security bond. Therefore, I wish to be recorded as dissenting on each of the permanent license application requests filed by the electric generation suppliers listed in Attachment A on which I dissented on their interim license due to the electric generation suppliers failure to supply a \$250,000 security bond. The majority of the electric generation supplier applicants have supplied \$250,000 security bonds and it is not fair to apply different standards for other applicants.

1-13-99

DATE


ROBERT K. BLOOM, VICE CHAIRMAN

Howard Bank

A Banknorth Financial Resource

111 Main Street, P.O. Box 409
Burlington, Vermont 05402-0409
(802) 658-1010
<http://howard.banknorth.com>

A-110673

June 30, 1999

Pennsylvania Public Utility Comm.
P.O. Box 3265
Harrisburg, PA 17105-3265

DOCKETED
JUL 26 1999

Re: **IRREVOCABLE LETTER OF CREDIT NUMBER 3122**
Green Mountain Energy Resources L.L.C.

Dear Sir/Madam:

We hereby amend our Irrevocable Letter of Credit Number 3122 dated May 12, 1998 for the account of Green Mountain Energy Resources L.L.C. as follows:

The account name has changed to GreenMountain.com Company

The above terms and conditions are the only terms and conditions amended hereby. All other terms and conditions remain as originally set forth.

Very truly yours,

HOWARD BANK, N.A.

By: Wright C. Preston

Wright C. Preston
Vice President

**DOCUMENT
FOLDER**

063506

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99 JUL -6 AM 9:29
RECEIVED
SECRETARY'S BUREAU

Howard Bank

A Banknorth Financial Resource

111 Main Street, P.O. Box 409
Burlington, Vermont 05402-0409
(802) 658-1010
<http://howard.banknorth.com>

A 110013

July 30, 1999

Pennsylvania Public Utility Comm'n
P.O. Box 3265
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER

DOCKETED
NOV 15 1999

Re: IRREVOCABLE LETTER OF CREDIT NUMBER 3122
GreenMountain.com Company

Dear Sir/Madam:

We hereby amend our Irrevocable Letter of Credit Number 3122 dated May 12, 1998 for the account of GreenMountain.com Company as follows:

The maturity date shall be extended through August 1, 2000.

The above terms and conditions are the only terms and conditions amended hereby. All other terms and conditions remain as originally set forth.

Very truly yours,

HOWARD BANK, N.A.

By: Wright C. Preston
Wright C. Preston
Vice President

RECEIVED

AUG 04 1999

PUBLIC UTILITY COMMISSION
PROTHONOTARY'S OFFICE

EEF

8-4-99

84

RECEIVED
Certificate Number: 002-99-A-043
TRANSPORTATION & SAFETY

ASSOCIATED ELECTRIC & GAS INSURANCE SERVICES LIMITED
Hamilton, Bermuda

1999 JUL 7 6

A-110076

RECEIVED
JUL 7 1999
DOCUMENT FOLDER
CERTIFICATE OF INSURANCE
(Excess Liability)

This Certificate is furnished to the Certificate Holder named below as a matter of information only. Neither this Certificate nor the issuance hereof makes the Certificate Holder an additional Insured under the policy of insurance identified below (the "Policy") or modifies the Policy in any manner. The Policy terms are solely as stated in the Policy or in any endorsement thereto. Any amendment, change or extension of the Policy can only be effected by a specific endorsement issued by the Company and attached to the Policy.

The undersigned hereby certifies that the Policy has been issued by Associated Electric & Gas Insurance Services Limited (the "Company") to the Named Insured identified below for the coverage described and for the policy period specified.

Notwithstanding any requirements, terms or conditions of any contract or other document with respect to which this Certificate may be issued or to which it may pertain, the insurance afforded by the Policy is subject to all of the terms of the Policy.

NAME OF INSURED: UGI Corporation and UGI Utilities, Inc.

PRINCIPAL ADDRESS: P.O. Box 858, Valley Forge, PA 19482

POLICY NUMBER: X0021A1A93
From: July 1, 1999
To: July 1, 2000

DOCKETED
NOV 15 1999

RETROACTIVE DATE: July 1, 1999

DESCRIPTION OF COVERAGE: Claims-First-Made Excess Liability Policy

PA PUBLIC UTILITIES COMMISSION
PROTHONOTARY'S OFFICE

LIMIT OF LIABILITY: \$35,000,000 excess of 500,000 per occurrence and in the aggregate, where applicable

DESCRIPTION OF OPERATIONS:

Should the Policy be cancelled, assigned or changed in a manner that is materially adverse to the Insured(s) under the Policy, the undersigned will endeavor to give 30 days advance written notice thereof to the Certificate Holder, but failure to give such notice will impose no obligation or liability of any kind upon the Company, the undersigned or any agent or representative of either.

DATE: July 1, 1999 ("Certificate Holder")

ISSUED TO: Pennsylvania Public Utility Commission
North Office Building
P.O. Box 3265
Harrisburg, PA 17105-3265

AEGIS INSURANCE SERVICES, INC.

F. Whelan

BY: At Jersey City, New Jersey

EEF

7/3/99
46



greenmountain.com™

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DOCUMENT
FOLDER
A-110073

November 5, 1999

Office of the Secretary
PA Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Dear Office of the Secretary,

GreenMountain.com Company is putting together a bonding program for all of our state security requirements. I have enclosed a bond for the PA PUC which should take the place of the current letter of credit #3122 that you have for meeting GreenMountain's security requirements as an Energy Service Provider in PA. In light of this new security form meeting PA requirements, kindly forward the original letter of credit, at your earliest convenience, and a letter explaining that you are no longer using the letter of credit as collateral to the Howard Bank, 111 Main Street, P.O.Box 409, Burlington, Vermont 05402-0409, Attention Gisele Kloeckner. If you prefer, you can send the letter of credit and cover letter to: GreenMountain.com Company, Attention Mike Bursell, 55 Green Mountain Drive, P.O.Box 2206, South Burlington, Vermont 05407. Should you have any questions, please do not hesitate to call me at (802) 846-6166. Thank you in advance for your assistance with this matter.

Respectfully,

Michael Bursell
Treasurer
GreenMountain.com Company

NOV 0 1999
PA PUBLIC UTILITY COMMISSION
PROTHONOTARY'S OFFICE

EEF

50

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A-110073

Peerless INSURANCE COMPANY
License Bond

Bond Number: 018-11-36-69

KNOW ALL MEN BY THESE PRESENTS that GreenMountain.com Company as Principal, and Peerless Insurance Company of Keene, New Hampshire, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of two hundred fifty thousand dollars (\$250,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS 4th Day November, 1999

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

NOW THEREFORE, the condition of this obligation is such that the Principal must act 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 applicable 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 Principal as a licensed electric generation supplier, to ensure the payment of Gross Receipts Tax 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 contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania, (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond 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 of Pennsylvania.

NOW ~~THEREFORE~~, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination.

THIS BOND WILL EXPIRE 11/4/2000 (one year from effective date) but may be continued by continuation certificate signed by Principal and Peerless Insurance. Peerless Insurance may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and Peerless Insurance shall not be liable for any default after such sixty day notice period, except for defaults occurring prior thereto.

Signed, sealed and dated November 4th, 1999.

GreenMountain.com Company
Michael Bursell
Principal
Peerless Insurance Company

Surety

COUNTERSIGNED BY

DOCKETED
NOV 15 1999

By *Peggy A. Hunt*
Attorney-in-Fact

Peggy A. Hunt

Registered Agent

PEERLESS INSURANCE COMPANY
THE NETHERLANDS INSURANCE COMPANY

374278

62 MAPLE AVENUE KEENE, NEW HAMPSHIRE, 03431

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Peerless Insurance Company and/or The Netherlands Insurance Company, each being a New Hampshire Corporation having its principal office in the City of Keene, County of Cheshire, State of New Hampshire do/does hereby make, constitute and appoint.

****Stephen A. Carbine; Larry R. Fuller; Peggy A. Hunt; Edward C. Pike; Deborah J. Poljacik****

of Rutland in the State of Vermont their/its true and lawful attorney(s)-in-fact, with full power and authority hereby conferred in their/its name, place and stead, to sign, execute, acknowledge and deliver in the r/its behalf, and as their/its act and deed, without power of redelegation, as follows:

bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, unlimited as to Dollar Amount.

and to bind the Company(ies) making this appointment thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the Company(ies), and all the acts of said attorney(s), pursuant to the authority herein given, are hereby ratified and confirmed.

AUTHORITY FOR MAKING APPOINTMENT OF ATTORNEYS-IN-FACT

Section 7 of Article 3 of Bylaws of Peerless Insurance Company, as amended May 30, 1997 states: "The Senior Vice President(s) and Vice Presidents(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

Section 9 of Article 5 of Bylaws of The Netherlands Insurance Company, as amended May 30, 1997 and June 16, 1997, states: "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact, and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

USE OF FACSIMILE SIGNATURES

Use of facsimile signatures by Peerless Insurance Company is made pursuant to Resolution of the Board of Directors of Peerless Insurance Company, dated April 28, 1988. Use of facsimile signatures by The Netherlands Insurance Company is made pursuant to Resolution of the Board of Directors of The Netherlands Insurance Company, dated April 28, 1988.

COMPANY MAKING APPOINTMENT

The company making this appointment is identified by an "X" in the box opposite its name in the space provided below. It is the intent of Peerless Insurance Company and The Netherlands Insurance Company to use this instrument for the appointment of Attorney(s)-in-Fact for either Company designated, or for both Companies, if so indicated. In Witness Whereof

PEERLESS INSURANCE COMPANY

THE NETHERLANDS INSURANCE COMPANY

has/have caused these presents to be signed by its Vice President, and its Corporate Seal to be hereto affixed by its Secretary, this 19th day of March, 1999

PEERLESS INSURANCE COMPANY

THE NETHERLANDS INSURANCE COMPANY

By: Matthew Klimczak
Vice President



By: Matthew Klimczak
Vice President



Attest: Elliot S. Orol
Secretary

Attest: Elliot S. Orol
Secretary

STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by Matthew W. Klimczak, Vice President of the Bond Profit Center of Peerless Insurance Company and of The Netherlands Insurance Company and Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, New Hampshire Corporations, on behalf of the corporations

Rhonda E. Jardine
Notary Public



I, Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company do hereby certify that the above and foregoing is a true and correct copy of Power of Attorney executed by the Company(ies) designated above which is still in force and effect. In witness whereof, I have hereunto set my hand and affixed the Seal(s) of the Company(ies), at Keene, New Hampshire, this 4th day of November, 1999

Elliot S. Orol
Secretary



301-423(9/98)



DOCKETED
JAN 14 2000

Choose wisely. It's a small planet.™

091718

99 DEC 31 AM 8:04

December 29, 1999

James J. McNulty
Secretary, Pennsylvania PUC
P.O. Box 3265
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER A-110013

RECEIVED
SECRETARY'S OFFICE

Reference: I-00980076

ORIGINAL

Dear Mr. McNulty,

This letter is a follow-up to a conversation I had yesterday with Patricia Krise Burket regarding GreenMountain.com Company's Year 2000 status. Previous communication with the Pennsylvania PUC indicated that we were in the process of testing our internal and external systems for Year 2000 readiness. GreenMountain.com is an energy services provider that resells energy purchased at wholesale and does not own generation, transmission, or distribution facilities, nor does it schedule deliveries of electricity into the grid. We have, however, addressed Year 2000 preparation in terms of our corporate systems needed for business sustainability and our vendor/partner systems used to provide customer service and billing to our customers. We have completed our internal testing of our mission critical software and hardware. Additionally, we have tested Year 2000 transactions with our vendor/partners.

GreenMountain.com has a Year 2000 contingency plan in place to address any issues that may arise resulting from the Year 2000 and we continue to monitor NERC's assessment of the Year 2000 roll-over.

Thank you.

David Raphael
Director, Information Technology
GreenMountain.com

EEF

This is a Year 2000 Readiness Disclosure.

Transmitted via facsimile: 717 783 3458

Cc: Patricia Krise Burket, Law Bureau

1.3



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ORIGINAL RECEIVED

DOCKETED

January 11, 2000

JAN 12 2000

JAN 11 2000

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3256
Harrisburg, Pennsylvania 17105-3265

PA PUBLIC UTILITY COMMISSIC
SECRETARY'S BUREAU

Re: Application of GreenMountain.com Company for Issuance of a License to
Become an Electric Generation Supplier
License No. A-110073

DOCUMENT
FOLDER

Dear Mr. McNulty:

In accordance with its continuing obligations under Section 54.34 of the Regulations of the Pennsylvania Public Utility Commission (the "Commission") governing Electricity Generation Supplier Licensing, GreenMountain.com Company (the "Company") hereby informs the Commission of the following changes in the information required in the Company's license application:

1. The response to Section 5 and Exhibit 6 of the Company's license application should be updated to reflect the current names and titles of the Company's executive officers:

Dennis W. Kelly	President and Chief Executive Officer
Julia D. Blunden	President, Western Region
Thomas C. Boucher	Vice President, Energy Supply and Business Development
David Breitmeyer	President, Mid-Atlantic Region
Michael Bursell	Treasurer
K. Scott Canon	Chief Financial Officer
Jeb Hensarling	Vice President, Communications
Jay LeDuc	Vice President, Customer Operations
Karen K. O'Neill	Vice President, New Markets
Thomas H. Rawls	Vice President, Environmental Affairs
John Savage	Vice President, Interactive
Peter H. Zamore	Vice President, General Counsel and Secretary

Effective July 20, 1999, Dennis W. Kelly became the Company's President and Chief Executive Officer replacing M. David White as the Chief Executive Officer of the Company.

Kevin W. Hartley, Executive Vice President, Marketing, left the Company on August 5, 1999 and Jeffrey D. Liotta, Chief Technology Officer, left the Company on July 8, 1999. Mr. Bursell assumed his current office on July 20, 1999. Ms. Blunden and Messrs. Breitmayer, LeDuc, Rawls and Savage assumed their current offices on September 27, 1999. Mr. Hensarling assumed his current office in November, 1999. Biographical information for Messrs. Breitmayer, Bursell, Hensarling and Savage follows:

Mr. Breitmayer has over 25 years experience in the energy industry and has managed initiatives related to residential, commercial and industrial natural gas and electric power marketing, as well as energy project development. Prior to joining Green Mountain as Director of Energy Supply in May 1999, Mr. Breitmayer directed the fourteen-state Mid-Atlantic operations of DTE-CoEnergy. He has also served as vice president of sales in the commercial business segment of Utilicorp United/Energy One, and has held management positions with Amoco Production Company, Cabot Oil and Gas Corporation, British Petroleum, Access Energy Corporation, Meridian Oil Incorporated and Phillips Petroleum. A graduate of Hillsdale College with a B.A. in Economics and Business Administration, Mr. Breitmayer is a member of the National Energy Services Association and serves on the Board of Trustees of the Ohio Gas Association.

Mr. Bursell has been our Treasurer since July 1999 and prior to that, he served as Controller beginning September 1997. From 1993 to 1997, he was the Controller and Treasurer for Green Mountain Propane Gas Company and from 1986 to 1993, he served on various financial and managerial positions at Green Mountain Power. Mr. Bursell received his Bachelor of Science in Business from the University of Vermont in 1986 and M.B.A. from the University of Vermont in 1993.

Mr. Hensarling has been our Vice President, Communications since November 1999. Mr. Hensarling is also currently the principal of F-H & Associates, a strategic public affairs and communications group which he founded in 1996. During 1996, Mr. Hensarling also served as the Campaign Manager of the Presidential Campaign of U.S. Senator Phil Gramm. From 1991 until 1993, Mr. Hensarling served as Executive Director of the National Republican Senatorial Committee (N.R.S.C.). From 1985-1989, Mr. Hensarling was the State Director and legal counsel for Senator Phil Gramm.

Mr. Savage became our Vice President, Interactive in September 1999 and our General Manager for Green Mountain Interactive in May, 1999. Mr. Savage joined us from Tivoli Systems, the leading provider of software for managing enterprise computing networks, where he held several positions in product management and most recently served as Director, Marketing Strategy. Mr. Savage received his B.A. from Dartmouth College in 1987 and his M.B.A. from the Harvard Business School in 1995.

Further, in response to Section 5 of the Company's License Application, the Registrant hereby submits copies of its Amended and Restated Certificate of Incorporation, qualification to do business as a foreign corporation as filed with the Pennsylvania Department of State and an amended fictitious tradename filing as Exhibits 1, 2 and 3.

2. The Company's response to Section 12 of the Company's License Application should be updated to reflect that the Applicant has received approval from FERC to be a Power Marketer at Docket or Case Number ER 99-2489-000.

3. In connection with the Company's response to Section 24 of the Company's License Application, Green Funding I LLC and Green Funding II LLC have distributed their shares of common stock in the Company to the beneficial holders of ownership interests in those entities. The holders of ten percent or more of the outstanding voting securities of the Company as of the date hereof are as follows:

<u>Shareholder</u>	<u># Shares</u>	<u>% of Ownership</u>
Locke Limited c/o Aundyr Trust Company Ltd. Ken Jones IFG International International House Castle Hill, Victoria Road Douglas, Isle of Man IM2 4RB	6,503,862	25.46%
Maverick Fund L.D.C. c/o Lee S. Ainslie III 300 Crescent Court Suite 1850 Dallas, TX 75201	2,621,427	10.26%

4. The information concerning the Company's Board of Directors contained in Section 24 of the Company's License Application should be updated to read as follows:

Sam Wyly

Sterling Software
300 Crescent Court
Suite 1000
Dallas, Texas 75210

Dennis Crumpler

Crumpler Investment Services
50 Old Vermont Place

James J. McNulty
January 11, 2000
Page 4

Atlanta, Georgia 30328

Evan Wyly

Maverick Capital
Suite 1000
300 Créscent Court
Dallas, Texas 75201

Mark Cuban

broadcast.com
2914 Taylor Street
Dallas, Texas 75226

Richard Hanlon

America On-Line
22000 AOL Way
Dulles, Virginia 20166

H. Lee Hobson

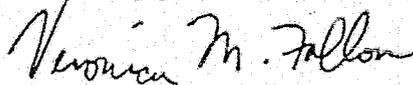
Maverick Capital
Suite 1850
300 Crescent Court
Dallas, Texas 75201

Dianne Dillon-Ridgley

2104 MacBride Drive
Iowa City, IA 52246

Please return a file stamped copy of this letter to me in the enclosed stamped, self-addressed envelope. If you have any comments or questions regarding the above, please don't hesitate to contact me.

Very truly yours,



Veronica M. Fallon
Assistant General Counsel

cc: Robert Bennett
Bureau of Fixed Utility Services

Exhibit 1

RECEIVED

JAN 11 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GREENMOUNTAIN.COM COMPANY", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 3:15 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3011848 8100

991247625

AUTHENTICATION:

DATE:

9814683

06-18-99

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GREENMOUNTAIN.COM COMPANY

GreenMountain.com Company, a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the Company is GreenMountain.com Company.
2. The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware ("Delaware SOS") on March 3, 1999. A Certificate of Correction to the Company's Certificate of Incorporation was filed with the Delaware SOS on March 16, 1999. A Certificate of Amendment to the Company's Certificate of Incorporation was filed with the Delaware SOS on May 20, 1999.
3. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the original Certificate of Incorporation pursuant to resolutions adopted by a majority of the Board of Directors of the Company in accordance with Sections 241 and 245 of the General Corporation Law of the State of Delaware. As of the date hereof, the Company has not received any payment for any of its stock.
4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the company is GreenMountain.com Company (the "Company")

ARTICLE II

The address of the Company's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company 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 (the "DGCL").

ARTICLE IV

Section 1. Authorized Capital Stock. The total number of shares of capital stock that the Company is authorized to issue is 200,000,000 shares, consisting of 150,000,000 shares of Common Stock, par value \$0.01 per share ("Common Stock"), and 50,000,000 shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock").

Section 2. Preferred Stock. The Preferred Stock may be issued in one or more series as may be determined by the Board of Directors of the Company (the "Board"). The Board is authorized to fix the number of shares to be included in any such series and the designation, relative powers, preferences and rights and qualifications, limitations and restrictions of all shares of such series. The authority of the Board with respect to each such series will include, without limiting the generality or effect of the foregoing, the determination of any or all of the following:

- (a) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) The voting powers, if any, and whether such voting powers are full or limited in such series;
- (c) The redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) Whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series and the dates and preferences of dividends on such series;
- (e) The rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;
- (f) The provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Company or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;
- (g) The right, if any, to subscribe for or to purchase any securities of the Company or any other corporation or other entity;
- (h) The provisions, if any, of a sinking fund applicable to such series; and
- (i) Any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as may be determined from time to time by the Board and stated in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a "Preferred Stock Designation").

Section 3. Common Stock. Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by the holder as of the record date for that meeting.

ARTICLE V

The Board may make, amend and repeal the Bylaws of the Company. Any Bylaw made by the Board under the powers conferred hereby may be amended or repealed by the Board (except as specified in any such Bylaw so made or amended) or by the stockholders in the manner provided in the Bylaws of the Company. Notwithstanding the foregoing and anything contained in this Amended and Restated Certificate of Incorporation to the contrary, Bylaws 1, 3, 8, 10, 11, 12, 13, 34 and 40 may not be amended or repealed by the stockholders, and no provision inconsistent therewith may be adopted by the stockholders, without the affirmative vote of the holders of record of at least 80% of the Voting Stock, voting together as a single class. For the purposes of this Amended and Restated Certificate of Incorporation, "Voting Stock" means the capital stock of the Company of any class or series entitled to vote generally in the election of Directors. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of record of at least 80% of the Voting Stock, voting together as a single class, is required to amend or repeal, or to adopt any provision inconsistent with, this Article V.

ARTICLE VI

Subject to the rights of the holders of any series of Preferred Stock:

- (a) any action required or permitted to be taken by the stockholders of the Company must be effected at a duly called annual or special meeting of stockholders of the Company and may not be effected by any consent in writing of the stockholders; and
- (b) special meetings of the stockholders of the Company may be called only by (i) the Chairman of the Board (the "Chairman"), (ii) a Vice Chairman of the Board, (iii) the Secretary of the Company within ten calendar days after receipt of a written request of a majority of the total number of Directors that the Company would have if there were no vacancies (the "Whole Board"), or (iv) as otherwise provided in a Preferred Stock Designation.

At any annual meeting or special meeting of the stockholders of the Company, only such business will be conducted or considered as has been brought before such meeting in the manner provided in the Bylaws of the Company. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of record of at least 80% of the Voting Stock, voting together as a single class, is required to amend or repeal, or to adopt any provision inconsistent with, this Article VI.

ARTICLE VII

Section 1. Number, Election and Terms of Directors. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, the number of the Directors of the Company will not be less than three nor more than 15 and will be fixed from time to time in the manner described in the Bylaws of the Company. The Directors, other than those who may be elected by the holders of any series of Preferred Stock, will be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. The Directors first appointed to Class I will hold office for a term expiring at the annual meeting of stockholders to be held in 2000; the Directors first appointed to Class II will hold office for a term expiring at the annual meeting of stockholders to be held in 2001; and the Directors first appointed to Class III will hold office for a term expiring at the annual meeting of stockholders to be held in 2002. The members of each class will hold office until their successors are elected and qualified or until their earlier resignation or removal. At each succeeding annual meeting of the stockholders of the Company, the successors of the class of Directors whose terms expire at that meeting will be elected by plurality vote of all votes cast at such meeting to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, Directors may be elected by the stockholders only at an annual meeting of stockholders. Election of Directors of the Company need not be by written ballot unless requested by the Chairman or by the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected.

Section 2. Nomination of Director Candidates. Advance notice of stockholder nominations for the election of Directors must be given in the manner provided in the Bylaws of the Company.

Section 3. Newly Created Directorships and Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause will be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board, or by a sole remaining Director, or if there is no remaining Director, by the stockholders of the Company. Any Director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor has been elected and qualified. No decrease in the number of Directors constituting the Board may shorten the term of any incumbent Director.

Section 4. Removal. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, any Director may be removed from office by the stockholders only for cause and only in the manner provided in this Section 4. At any annual or special meeting of the stockholders, the notice of which states that the removal of a Director or Directors is among the

purposes of the meeting, the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class, may remove such Director or Directors for cause.

Section 5. Amendment, Repeal, Etc. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of at least 80% of the Voting Stock, voting together as a single class, is required to amend or repeal, or to adopt any provision inconsistent with, this Article VII.

ARTICLE VIII

To the fullest extent permitted by the DGCL or any other applicable law currently or hereafter in effect, no Director of the Company will be personally liable to the Company or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Company. Any repeal or modification of this Article VIII will not adversely affect any right or protection of a Director of the Company in respect of any act or omission occurring in whole or in part prior to such repeal or modification.

ARTICLE IX

The Company will to the fullest extent permitted by applicable law as then in effect indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether brought by or in the right of the Company or otherwise, by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company and is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The right to indemnification shall extend to the heirs, executors, administrators and estate of any such director or officer. The right to indemnification provided in this Article IX: (a) will not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled, including without limitation, pursuant to any contract approved by a majority of the Whole Board (whether or not the Directors approving such contract are or are to be parties to such contract or similar contracts); and (b) will be applicable to matters otherwise within its scope whether or not such matters arose or arise before or after the adoption of this Article IX. Without limiting the generality or the effect of the foregoing, the Company may adopt Bylaws, or enter into one or more agreements with any person, that provide for indemnification greater or otherwise different than that provided in this Article IX or the DGCL, and any such agreement approved by a majority of the Whole Board will be a valid and binding obligation of the Company regardless of whether one or more members of the Board, or all members of the Board, are parties thereto or to similar agreements. Notwithstanding anything to the contrary in this Article IX, in the event that the Company enters into a contract with any person providing for indemnification of such person, the provisions of that contract will exclusively govern the Company's obligations in respect of indemnification for or advancement of fees or disbursements of that person's counsel or any other professional engaged by that person. Any amendment or repeal of, or adoption of any provision inconsistent with, this Article IX will not adversely affect any right or protection existing hereunder, or arising out of events occurring

or circumstances existing, in whole or in part, prior to such amendment, repeal or adoption, and no such amendment, repeal or adoption will affect the legality, validity or enforceability of any contract entered into or right granted prior to the effective date of such amendment, repeal or adoption.

IN WITNESS WHEREOF, the Company has caused this certificate to be executed by Peter H. Zamore, its Vice President, General Counsel and Secretary, as of June 11, 1999.

GreenMountain.com Company

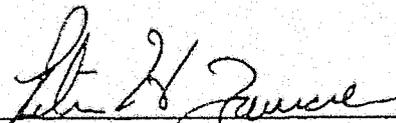
By 
Name: Peter H. Zamore
Title: Vice President, General Counsel
and Secretary

Exhibit 2

RECEIVED

JAN 11 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE

Microfilm Number _____

Filed with the Department of State on MAY 18 1999

Entity Number 2877209

Kim 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 and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious 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 its 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 County

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: x

Peter H. Zamore
Peter H. Zamore (Signature)

TITLE: secretary

DUCKETING STATEMENT DSCB:18-12 (Rev 88)
DEPARTMENTS OF STATE AND REVENUE

THIS FORM MUST ACCOMPANY A FILING

Dept. of State Entry Number _____
Revenue Box Number _____
Filing Period _____ Date 3 4 5 _____
SIC _____ Report Code _____

This form (file in triplicate) and all accompanying documents shall be mailed to:
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
P.O. BOX 8722
HARRISBURG, PA 17105-8722

Check proper box:

- Pa. Business-stock
- Pa. Business-nonstock
- Pa. Business-Management
- Pa. Professional
- Pa. Business-statutory close
- Pa. Business-cooperative
- Pa. Nonprofit-stock
- Pa. Nonprofit-nonstock
- Foreign-business
- Foreign-nonprofit
- Motor Vehicle for Hire
- Insurance
- Foreign-Certificate of Authority to D/B/A
- Business Trust
- Pa. Limited Liability Company
- Pa. Restricted Professional Limited Liability Company
- Foreign Limited Liability Company
- Foreign Restricted Professional Limited Liability Company

Entity registering as a result of (check box):

- Incorporation (Pa.)
- Domestication
- Consolidation
- Authorization of a foreign association
- Division
- Summary of Record
- Organization (Pa.)

1. Name of entity: GreenMountain.com Company

2. Location of (a) initial registered office in Pennsylvania or (b) the name and county of the commercial registered office provider.

(a)	Number and Street/RO number and Box	City	State	Zip code	County
(b) c/o	<u>C T Corporation System</u>				<u>Philadelphia County</u>
	Name of commercial registered office provider				County

3. State or Country of Incorporation/Organization: Delaware

4. Specified effective date, if applicable: N/A

5. Federal Identification Number: 03-0360441

6. Describe principal Pennsylvania activity to be engaged in, within one year of this application date: The provision of environmentally oriented goods and services through interactive/digital marketing channels

7. Names, residences and social security numbers of the chief executive officer, secretary and treasurer of individual responsible for maintaining financial records:

Name	Address	Title	Social Security #
<u>See attached list of officers</u>			

If a professional entity, include officer's professional license numbers with the respective Pennsylvania Professional Board.

8. Location of principal place of business

<u>55 Green Mountain Drive, South Burlington, Vermont 05407-2206</u>			
Number and Street/RD number and Box	City	State	Zip

9. Mailing address if different than #8 (Location where correspondence, tax report form, etc. are to be sent)

Number and Street/RD number and Box	City	State	Zip

10. This entity is organized or incorporated under the General Association Act of 1988 (Not applicable if a foreign entity)

11. Act or General Assembly or authority under which you are organized or incorporated (foreign entity only)

General Corporation Law of the state of Delaware

12. Date and state of incorporation or organization (foreign entity only): 3/3/99, Delaware

13. Date business started in Pennsylvania (foreign entity only): Upon Qualification

14. Is the entity authorized to issue capital stock? YES NO

15. Entity's fiscal year ends: December 31

16. Has the association solicited or does it intend to solicit contributions with the Commonwealth of Pennsylvania? YES NO
If Yes, provide date solicitation commenced or will commence: _____

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. See 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities)

Instructions for Completion of Form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the Pennsylvania Department of Revenue should be notified of any address changes. Notification should be sent to the Account Maintenance, Bureau of Corporation Taxes, Pa. Department of Revenue, Dept. 280901, Harrisburg, PA 17128-0901.
- C. All Pennsylvania corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e. gross receipts tax reports, must be filed on a calendar year basis only.
- D. The disclosure of the social security numbers of the corporate officers in Paragraph 7 is voluntary. The numbers are used to assure the proper identification of corporation officers by the Department of Revenue in accordance with the Fiscal Code.

Appendix to Pennsylvania
Docketing Statement

Officers of
GreenMountain.com Company

1. M. David White, President

Social Security No.:

2. Peter H. Zamore, Secretary

Social Security No.:

Address:

55 Green Mountain Drive
South Burlington, Vermont 05407

Exhibit 3

RECEIVED

JAN 11 2000

PA PUB' ... COMMISSION
SF ...

Microfilm Number _____

9968-426

Filed with the Department of State on _____

SEP 17 1999

Entity Number

2865960

Secretary of the Commonwealth

D

APPLICATION FOR AMENDMENT, CANCELLATION OR WITHDRAWAL
FICTITIOUS NAME

DSCB 54-312/313 (Rev 90)

Indicate type of transaction (check one):

Application for Amendment of Fictitious Name Registration (54 Pa.C.S. § 312)

Application for Cancellation of Fictitious Name Registration (54 Pa.C.S. § 313)

Application for Withdrawal from Fictitious Name Registration (54 Pa.C.S. § 313)

In compliance with the requirements of 54 Pa.C.S. Ch.3 (relating to fictitious names), the undersigned entity or entities, desiring to amend, cancel or to withdraw from a fictitious name registration, hereby state(s) that:

1. The fictitious name as heretofore registered is: GreenMountain.com

2. The address of the principal place of business of the business or other activity carried on under or through the fictitious name, including number and street, if any, is (the Department is authorized to conform to the records of the Department):

55 Green Mountain Drive P.O. Box 2206, South Burlington VT 05407 2206 Chittenden
Number and Street City State Zip County

3. The last preceding filing with respect to this fictitious name was made in the Department of State on: 03/11/99
(Date)

at 9919-1499
(Roll and Film)

4. (Check one or more of the following, as appropriate):

A The fictitious name has been changed to: _____

B The principal place of business set forth in paragraph 2 has been changed to (P.O. Box alone is not acceptable):

Number and Street City State Zip County

C The following party(ies) has (have) been added to the registration and their signature(s) appear(s) at the end of this application.

Name Number and Street City State Zip

GreenMountain.com Company, as successor by merger with Green Mountain Energy Resources L.L.C.

55 Green Mountain Drive, P.O. Box 2206 South Burlington, VT 05407-2206

PA DEPT. OF STATE

D. The following party(ies) has (have) withdrawn from the business or other activity carried on under or through the fictitious name and their signature(s) appear(s) at the end of this application:

Name	Number and Street	City	State	Zip
------	-------------------	------	-------	-----

<u>Green Mountain Energy Resources LLC; Merged with and into GreenMountain.com Company on June 18, 1999</u>				
<u>under the laws of the State of Delaware.</u>				

<u>55 Green Mountain Drive, P.O. Box 2206</u>	<u>5 Burlington,</u>	<u>VT</u>	<u>05407-2206</u>	
---	----------------------	-----------	-------------------	--

E. The fictitious name registration is cancelled.

5. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is Provision of environmentally-oriented products and services

6. This amendment, without reference to any other filing, sets forth all information with respect to the fictitious name which would be required in an original filing under the Fictitious Names Act.

7. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

8. (Optional-See Instruction F): This application has been executed by an agent heretofore designated for that purpose in a prior filing in this registration.

IN TESTIMONY WHEREOF, the undersigned has (have) caused this Application for Amendment, Cancellation or Withdrawal Fictitious Name to be executed this day of September, 1999.

Withdrawing parties signature(s)

Green Mountain Energy Resources LLC which did not survive the Merger into GreenMountain.com Company

Adding parties signature(s)

GreenMountain.com Company

All current parties signature(s)

Green Mountain Energy Resources L.L.C

(Name of Entity)

By virtue of the merger, this entity ceased a separate existence and no officers remain to sign for withdrawing Company

(Signature)

GreenMountain.com Company

(Name of Entity)

[Handwritten Signature]
(Signature)

TITLE: _____

TITLE: Vice President, General Counsel & Secretary



Green Mountain Energy

Legal Services

GREEN MOUNTAIN ENERGY COMPANY

3815 Capital of Texas Highway South -- Suite 100

Austin, Texas 78704

Telephone: 512-691-6100

Fax: 512-691-6151

Direct: 512-691-6129

E-mail: glenda.roselle@greenmountain.com

VIA FEDERAL EXPRESS

RECEIVED

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

NOV 30 2000

PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Green Mountain Energy Resources L.L.C.; Docket No. A-110073

Dear Mr. McNulty:

Please be advised by way of this letter and its enclosures, that the above-referenced entity, Green Mountain Energy Resources, L.L.C. has changed its name and the location of its corporate headquarters.

Green Mountain Energy Resources L.L.C., a Delaware limited liability company, was formed in August, 1997. The Pennsylvania Public Utility Commission ("PAPUC") issued a license to the company to be an electric generation supplier on June 4, 1998. On June 18, 1999, Green Mountain Energy Resources L.L.C. was merged with and into a newly formed Delaware corporation, GreenMountain.com Company, in order to change the form of doing business to a corporation. On October 4, 2000 applicant formally changed its name to Green Mountain Energy Company.

Enclosed is a copy of the Pennsylvania Department of State Corporation Bureau's file-stamped copy of Green Mountain's application to amend its Certificate of Authority. Also enclosed is a copy of the company's Rider to Bond No. 18-113669, currently on file with the PAPUC, amending the company's name and address.

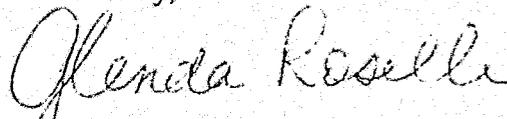
66

Please use the enclosed information to amend the PAPUC files and records to reflect the following current information:

Green Mountain Energy Company
3815 Capital of Texas Highway South, Suite 100
Austin, Texas 78704
Main Telephone: (512) 691-6100
Main Fax: (512) 691-6151

If you have any questions, or need additional information to process this request, please do not hesitate to contact me at (512) 691-6129 or by email at glenda.roselle@greenmountain.com. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Glenda Roselle". The signature is written in black ink and is positioned above the typed name and title.

Glenda Roselle
Paralegal

RIDER NO.

To be attached to and form a part of Bond No. 18-113669, on behalf
of Green Mountain.com Company, in favor of the Pennsylvania Public Utility
which bond was issued on the date of November 4, 1999 Commission
by PEERLESS INSURANCE COMPANY, as Surety.

It is hereby understood and agreed that the name or the address of the Principal on the attached
bond is changed from:

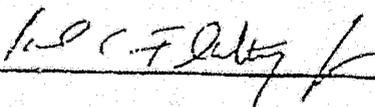
Green Mountain.com Company
55 Green Mountain Drive
S. Burlington, VT 05407
to Green Mountain Energy Company
3815 Capital of Texas Highway, South
Austin, TX 78704

Effective date of Rider November 4, 2000

The attached bond shall be subject to all its agreements, liabilities and conditions except as
herein expressly modified.

SIGNED, SEALED AND DATED THIS 28th DAY OF November 2000

Green Mountain Energy Company
Principal's Name

By: 

PEERLESS INSURANCE COMPANY

By: 
Attorney-in-Fact Geoffrey N. Brown

PEERLESS INSURANCE COMPANY
THE NETHERLANDS INSURANCE COMPANY

459038

62 MAPLE AVENUE KEENE, NEW HAMPSHIRE, 03431

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Peerless Insurance Company and or The Netherlands Insurance Company, each being a New Hampshire Corporation having its principal office in the City of Keene, County of Cheshire, State of New Hampshire do/does hereby make, constitute and appoint:

****Geoffrey N. Brown; Diane Berry; David E. Lynch****

of Brattleboro in the State of Vermont their/its true and lawful attorney(s)-in-fact, with full power and authority hereby conferred in their/its name, place and stead, to sign, execute, acknowledge and deliver in their/its behalf, and as their/its act and deed, without power of re-delegation, as follows:

bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, unlimited as to Dollar Amount

and to bind the Company(ies) making this appointment thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the Company(ies), and all the acts of said attorney(s), pursuant to the authority herein given, are hereby ratified and confirmed.

AUTHORITY FOR MAKING APPOINTMENT OF ATTORNEYS-IN-FACT

Section 7 of Article 3 of Bylaws of Peerless Insurance Company as amended May 30, 1997, states: "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

Section 9 of Article 5 of Bylaws of The Netherlands Insurance Company, as amended May 30, 1997 and June 16, 1997, states "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact, and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

USE OF FACSIMILE SIGNATURES

Use of facsimile signatures by Peerless Insurance Company is made pursuant to Resolution of the Board of Directors of Peerless Insurance Company, dated April 28, 1988. Use of facsimile signatures by The Netherlands Insurance Company is made pursuant to Resolution of the Board of Directors of The Netherlands Insurance Company, dated April 28, 1988.

COMPANY MAKING APPOINTMENT

The company making this appointment is identified by an "X" in the box opposite its name in the space provided below. It is the intent of Peerless Insurance Company and The Netherlands Insurance Company to use this instrument for the appointment of Attorney(s)-in-Fact for either Company designated, or for both Companies, if so indicated. In Witness Whereof

PEERLESS INSURANCE COMPANY THE NETHERLANDS INSURANCE COMPANY
has/have caused these presents to be signed by its Vice President, and its Corporate Seal to be hereto affixed by its Secretary,
this 7th day of July, 2000.

PEERLESS INSURANCE COMPANY
By Matthew Klimeczak
Vice President
Attest Jane F. Taylor
Secretary



THE NETHERLANDS INSURANCE COMPANY
By Matthew Klimeczak
Vice President
Attest Jane F. Taylor
Secretary



STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE

The foregoing instrument was acknowledged before me this 7th day of July, 2000, by Matthew Klimeczak, Vice President of the Bond Profit Center of Peerless Insurance Company and of The Netherlands Insurance Company and Jane F. Taylor, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, New Hampshire Corporations, on behalf of the corporations.

Rhonda E. Jardine
Notary Public



I, Jane F. Taylor, Secretary of Peerless Insurance Company and The Netherlands Insurance Company do hereby certify that the above and foregoing is a true and correct copy of Power of Attorney executed by the Company(ies) designated above which is still in force and effect. In witness whereof, I have hereunto set my hand and affixed the Seal(s) of the Company(ies), at Keene, New Hampshire this 28th day of November, 2000.



Jane F. Taylor
Jane F. Taylor
Secretary



PEERLESS
INSURANCE

Member Liberty Mutual Group



CONTINUATION CERTIFICATE

BOND/POLICY NUMBER

018 11 36 69

CONTINUATION EFFECTIVE DATE

11/4/00 to 1/4/01

PRINCIPAL/INSURED-NAME AND ADDRESS

GreenMountain Com Company
PO Box 2206
South Burlington, VT 05401

AGENT 74 10 291

Kinney Pike/Rutland
PO Box 370
Rutland, VT 05702-0370

OBLIGEE

Pennsylvania Public Utilities Commission

BOND/POLICY AMOUNT

\$250,000.00

IT IS HEREBY AGREED THAT THE CAPTIONED NUMBERED BOND/POLICY IS CONTINUED IN FORCE IN THE ABOVE AMOUNT FOR THE PERIOD OF THE CONTINUED TERM STATED ABOVE AND IS SUBJECT TO ALL THE COVENANTS AND CONDITIONS OF SAID BOND/POLICY.

THIS CONTINUATION SHALL BE DEEMED A PART OF THE ORIGINAL BOND/POLICY, AND NOT A NEW OBLIGATION, NO MATTER HOW LONG THE BOND/POLICY HAS BEEN IN FORCE OR HOW MANY PREMIUMS ARE PAID FOR THE BOND/POLICY, UNLESS OTHERWISE PROVIDED FOR BY STATUTE OR ORDINANCE APPLICABLE

IN WITNESS WHEREOF, THE COMPANY HAS CAUSED THIS INSTRUMENT TO BE DULY SIGNED, AND DATED AS OF THE ABOVE CONTINUATION EFFECTIVE DATE

PEERLESS INSURANCE COMPANY

BY Cynthia L. Penrick
Cynthia L. Penrick, Attorney-in-Fact

PA Bond to Replace
L.O.C # 3122

11/17/99
Called + left
message w/Bob
Bennett or contact
information for security

Peerless INSURANCE COMPANY
License Bond

Sent 11/5/99 Bond Number: 018-11-36-69

KNOW ALL MEN BY THESE PRESENTS that GreenMountain.com Company as Principal, and Peerless Insurance Company of Keene, New Hampshire, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of two hundred fifty thousand dollars (\$250,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS 4th Day November, 1999

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public

NOW THEREFORE, the condition of this obligation is such that the Principal must act 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 applicable 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 Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax 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 contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania; (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax, and (III) Private Individuals. Proceeds of the bond 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 of Pennsylvania.

NOW THEREFORE, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination.

THIS BOND WILL EXPIRE 11/4/2000 (one year from effective date) but may be continued by continuation certificate signed by Principal and Peerless Insurance. Peerless Insurance may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and Peerless Insurance shall not be liable for any default after such sixty-day notice period, except for defaults occurring prior thereto.

Signed, sealed and dated November 4th, 1999.

GreenMountain.com Company
Michael J. Russell
Principal
Peerless Insurance Company

Surety

COUNTERSIGNED BY

By Peggy A. Hunt
Attorney in Fact
Peggy A. Hunt

Registered Agent

PEERLESS INSURANCE COMPANY
THE NETHERLANDS INSURANCE COMPANY
62 MAPLE AVENUE KEENE, NEW HAMPSHIRE, 03431

374276

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Peerless Insurance Company and/or The Netherlands Insurance Company, each being a New Hampshire Corporation having its principal office in the City of Keene, County of Cheshire, State of New Hampshire do/does hereby make, constitute and appoint ****Stephen A. Carbine; Larry R. Fuller; Peggy A. Hunt; Edward C. Pike; Deborah J. Poljacik****

of Rutland in the State of Vermont their/its true and lawful attorney(s)-in-fact, with full power and authority hereby conferred in their/its name, place and stead, to sign, execute, acknowledge and deliver in their/its behalf, and as their/its act and deed, without power of redelegation, as follows:

bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, unlimited as to Dollar Amount:

and to bind the Company(ies) making this appointment thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the Company(ies), and all the acts of said attorney(s), pursuant to the authority herein given, are hereby ratified and confirmed.

AUTHORITY FOR MAKING APPOINTMENT OF ATTORNEYS-IN-FACT

Section 7 of Article 3 of Bylaws of Peerless Insurance Company, as amended May 30, 1997, states: "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

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USE OF FACSIMILE SIGNATURES

Use of facsimile signatures by Peerless Insurance Company is made pursuant to Resolution of the Board of Directors of Peerless Insurance Company, dated April 28, 1988. Use of facsimile signatures by The Netherlands Insurance Company is made pursuant to Resolution of the Board of Directors of The Netherlands Insurance Company, dated April 28, 1988.

COMPANY MAKING APPOINTMENT

The company making this appointment is identified by an "X" in the box opposite its name in the space provided below. It is the intent of Peerless Insurance Company and The Netherlands Insurance Company to use this instrument for the appointment of Attorney(s)-in-Fact for either Company designated, or for both Companies, if so indicated. In Witness Whereof

PEERLESS INSURANCE COMPANY THE NETHERLANDS INSURANCE COMPANY

has/have caused these presents to be signed by its Vice President, and its Corporate Seal to be hereto affixed by its Secretary, this 19th day of March, 1999

PEERLESS INSURANCE COMPANY
By: Matthew Klimeczak
Vice President
Elliot S. Orol
Secretary



THE NETHERLANDS INSURANCE COMPANY
By: Matthew Klimeczak
Vice President
Elliot S. Orol
Secretary



STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by Matthew W. Klimeczak, Vice President of the Bond Profit Center of Peerless Insurance Company and of The Netherlands Insurance Company and Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, New Hampshire Corporations, on behalf of the corporations.

Rhonda E. Gardine
Notary Public



I, Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company do hereby certify that the above and foregoing is a true and correct copy of Power of Attorney executed by the Company(ies) designated above which is still in force and effect. In witness whereof, I have hereunto set my hand and affixed the Seal(s) of the Company(ies), at Keene, New Hampshire, this 4th day of November, 1999



Elliot S. Orol
Secretary



331-423(9/98)

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

297

GREEN MOUNTAIN ENERGY COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2877209

MICROFILM NUMBER: 2000080

0531-0532

CT CORP SYSTEM
COUNTER

200080 - 551

Microfilm Number _____
Entity Number 2877209

Filed with the Department of State on OCT 19 2000
Nm Fitzgerald
Secretary of the Commonwealth Jr

APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
DSCB:15-4126/6126 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (16 Pa.C.S. § 4126)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6126)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned foreign corporation, desiring to receive an amended certificate of authority hereby states that:

1. The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is: Green Mountain, com Company

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

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

3815 Capital of Texas Hwy. South, Ste. 100, Austin TX. 78704
Number and Street City State Zip County Travis County

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

(a) _____
Number and Street City State Zip County
(b) CT Corporation System, 1635 Market St. Philadelphia, PA
Name of Commercial Registered Office Provider County 19103

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.

(Check if applicable):

The foregoing reflects a change in Pennsylvania registered office.

5. The corporation desires that its certificate of authority be amended to change the name under which it is authorized to transact business in the Commonwealth of Pennsylvania to:

Green Mountain Energy Company

2000 OCT 19 14:14
2000 OCT 19 14:14

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-110073

Application of Green Mountain Energy Resources, L.L.C. for issuance of a license to become an electric generation supplier.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this LICENSE FOR ELECTRIC GENERATION evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 4th day of June 1998.

Spencer J. McHardy
Secretary



ORIGINAL



Green Mountain Energy

Legal Services
**DOCUMENT
FOLDER**

GREEN MOUNTAIN ENERGY COMPANY
3815 Capital of Texas Highway South -- Suite 100
Austin, Texas 78704
Telephone: 512-691-6100
Fax: 512-691-6151

Direct: 512-691-6129
E-mail: glenda.rosell@greenmountain.com

DOCKETED
DEC 06 2000
RECEIVED

VIA FEDERAL EXPRESS

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

NOV. 30 2000
A PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Green Mountain Energy Resources L.L.C.; Docket No. A-110073

Dear Mr. McNulty:

Please be advised by way of this letter and its enclosures, that the above-referenced entity, Green Mountain Energy Resources, L.L.C. has changed its name and the location of its corporate headquarters.

Green Mountain Energy Resources L.L.C., a Delaware limited liability company, was formed in August, 1997. The Pennsylvania Public Utility Commission ("PAPUC") issued a license to the company to be an electric generation supplier on June 4, 1998. On June 18, 1999, Green Mountain Energy Resources L.L.C. was merged with and into a newly formed Delaware corporation, GreenMountain.com Company, in order to change the form of doing business to a corporation. On October 4, 2000 applicant formally changed its name to Green Mountain Energy Company.

Enclosed is a copy of the Pennsylvania Department of State Corporation Bureau's file-stamped copy of Green Mountain's application to amend its Certificate of Authority. Also enclosed is a copy of the company's Rider to Bond No. 18-113669, currently on file with the PAPUC, amending the company's name and address.

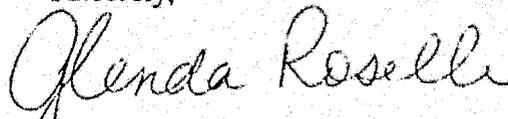
65
X

Please use the enclosed information to amend the PAPUC files and records to reflect the following current information:

Green Mountain Energy Company
3815 Capital of Texas Highway South, Suite 100
Austin, Texas 78704
Main Telephone: (512) 691-6100
Main Fax: (512) 691-6151

If you have any questions, or need additional information to process this request, please do not hesitate to contact me at (512) 691-6129 or by email at glenda.roselle@greenmountain.com. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Glenda Roselle". The signature is written in dark ink and is positioned above the typed name and title.

Glenda Roselle
Paralegal

RIDER NO.

To be attached to and form a part of Bond No. 18-113669, on behalf
of Green Mountain.com Company, in favor of the Pennsylvania Public Utility
which bond was issued on the date of November 4, 1999 Commission
by PEERLESS INSURANCE COMPANY, as Surety.

It is hereby understood and agreed that the name or the address of the Principal on the attached
bond is changed from:

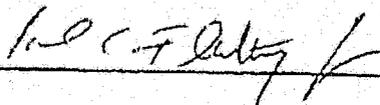
Green Mountain.com Company
55 Green Mountain Drive
S. Burlington, VT 05407
to: Green Mountain Energy Company
3815 Capital of Texas Highway, South
Austin, TX 78704

Effective date of Rider November 4, 2000

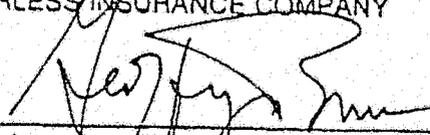
The attached bond shall be subject to all its agreements, liabilities and conditions except as
herein expressly modified

SIGNED, SEALED AND DATED THIS 28th DAY OF November 2000

Green Mountain Energy Company
Principal's Name

By: 

PEERLESS INSURANCE COMPANY

By: 
Attorney-in-Fact Geoffrey N. Brown

PEERLESS INSURANCE COMPANY
THE NETHERLANDS INSURANCE COMPANY

459038

62 MAPLE AVENUE KEENE NEW HAMPSHIRE 03431

POWER OF ATTORNEY

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****Geoffrey N. Brown; Diane Berry; David E. Lynch****

of Brattleboro in the State of Vermont their/its true and lawful attorney(s)-in-fact, with full power and authority hereby conferred in their/its name, place and stead, to sign, execute, acknowledge and deliver in their/its behalf, and as their/its act and deed, without power of redelegation, as follows:

bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, unlimited as to Dollar Amount.

and to bind the Company(ies) making this appointment thereby as fully and to the same extent as-if such bond or undertaking was signed by the duly authorized officers of the Company(ies), and all the acts of said attorney(s), pursuant to the authority herein given, are hereby ratified and confirmed

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The company making this appointment is identified by an "X" in the box opposite its name in the space provided below. It is the intent of Peerless Insurance Company and The Netherlands Insurance Company to use this instrument for the appointment of Attorney(s)-in-Fact for either Company designated, or for both Companies, if so indicated. In Witness Whereof

PEERLESS INSURANCE COMPANY THE NETHERLANDS INSURANCE COMPANY
has/have caused these presents to be signed by its Vice President, and its Corporate Seal to be hereto affixed by its Secretary,
this 7th day of July, 2000.

PEERLESS INSURANCE COMPANY

THE NETHERLANDS INSURANCE COMPANY

By Matthew Klimczak
Vice President

By Matthew Klimczak
Vice President

Attest Jane F Taylor
Secretary

Attest Jane F Taylor
Secretary



STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE

The foregoing instrument was acknowledged before me this 7th day of July, 2000, by Matthew Klimczak, Vice President of the Bond Profit Center of Peerless Insurance Company and of The Netherlands Insurance Company and Jane F. Taylor, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, New Hampshire Corporations, on behalf of the corporations.

Rhonda E. Gardine
Notary Public



I, Jane F. Taylor, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of Power of Attorney executed by the Company(ies) designated above which is still in force and effect. In witness whereof, I have heretofore set my hand and affixed the Seal(s) of the Company(ies), at Keene, New Hampshire, this 28th day of November, 2000.



Jane F Taylor
Secretary



PEERLESS
INSURANCE

Member Liberty Mutual Group



CONTINUATION CERTIFICATE

BOND/POLICY NUMBER

018 11 36 69

CONTINUATION EFFECTIVE DATE

11/4/00 to 11/4/01

PRINCIPAL/INSURED-NAME AND ADDRESS

GreenMountain Com Company

PO Box 2206

South Burlington, VT 05401

AGENT 74 10 291

Kinney Pike/Rutland

PO Box 370

Rutland, VT 05702-0370

OBLIGEE

Pennsylvania Public Utilities Commission

BOND/POLICY AMOUNT

\$250,000.00

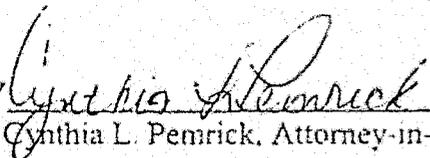
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IN WITNESS WHEREOF, THE COMPANY HAS CAUSED THIS INSTRUMENT TO BE DULY SIGNED, AND DATED AS OF THE ABOVE CONTINUATION EFFECTIVE DATE.

PEERLESS INSURANCE COMPANY

BY


Cynthia L. Pemrick, Attorney-in-Fact

PA Bond to Replace
L.O.C # 3122

11/17/99
Called + left
message w/Bob
Barnett on contact
information for security.

Peerless INSURANCE COMPANY
License Bond

Sent 11/5/99 Bond Number: 018-11-36-69

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SIGNED, SEALED AND DATED THIS 4th Day November, 1999

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

NOW THEREFORE, the condition of this obligation is such that the Principal must act 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 applicable 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 Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax 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 contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania, (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond 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 of Pennsylvania

NOW THEREFORE, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination

THIS BOND WILL EXPIRE 11/4/2000 (one year from effective date) but may be continued by continuation certificate signed by Principal and Peerless Insurance. Peerless Insurance may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and Peerless Insurance shall not be liable for any default after such sixty-day notice period, except for defaults occurring prior thereto.

Signed, sealed and dated November 4th, 1999.

GreenMountain.com Company
Michael J. Burrell
Principal
Peerless Insurance Company

Surety

COUNTERSIGNED BY

By Peggy A. Hunt
Attorney-in-Fact
Peggy A. Hunt

Registered Agent

PEERLESS INSURANCE COMPANY
THE NETHERLANDS INSURANCE COMPANY

374276

62 MAPLE AVENUE KEENE, NEW HAMPSHIRE, 03431

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Peerless Insurance Company and/or The Netherlands Insurance Company, each being a New Hampshire Corporation having its principal office in the City of Keene, County of Cheshire, State of New Hampshire do/does hereby make, constitute and appoint: ****Stephen A. Carbine, Larry R. Fuller, Peggy A. Hunt, Edward C. Pike, Deborah J. Poljacik****

of Rutland in the State of Vermont their/its true and lawful attorney(s)-in-fact, with full power and authority hereby conferred in the r/its name, place and stead, to sign, execute, acknowledge and del ver in their/its behalf, and as their/its act and deed, without power of redelegation, as follows:

bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof, unlimited as to Dollar Amount:

and to bind the Company(ies) making this appointment thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the Company(ies), and all the acts of said attorney(s), pursuant to the authority herein given, are hereby ratified and confirmed.

AUTHORITY FOR MAKING APPOINTMENT OF ATTORNEYS-IN-FACT

Section 7 of Article 3 of Bylaws of Peerless Insurance Company, as amended May 30, 1997, states: "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

Section 9 of Article 5 of Bylaws of The Netherlands Insurance Company, as amended May 30, 1997 and June 16, 1997, states: "The Senior Vice President(s) and Vice President(s) of the Company's Bond Profit Center may appoint and remove Attorneys-in-Fact, and assign to them and revoke as appropriate such duties, powers and authority as may be advantageous to the Company including the execution and attestation of bonds, undertakings, recognizances, contracts of indemnity, and all other writings obligatory in the nature thereof and other documents on behalf of the Company with power to redelegate such authority."

USE OF FACSIMILE SIGNATURES

Use of facsimile signatures by Peerless Insurance Company is made pursuant to Resolution of the Board of Directors of Peerless Insurance Company, dated April 28, 1988. Use of facsimile signatures by The Netherlands Insurance Company is made pursuant to Resolution of the Board of Directors of The Netherlands Insurance Company, dated April 28, 1988.

COMPANY MAKING APPOINTMENT

The company making this appointment is identified by an "X" in the box opposite its name in the space provided below. It is the intent of Peerless Insurance Company and The Netherlands Insurance Company to use this instrument for the appointment of Attorney(s)-in-Fact for either Company designated, or for both Companies, if so indicated. In Witness Whereof

PEERLESS INSURANCE COMPANY THE NETHERLANDS INSURANCE COMPANY
has/have caused these presents to be signed by its Vice President, and its Corporate Seal to be hereto affixed by its Secretary, this 19th day of March, 1999.

PEERLESS INSURANCE COMPANY

THE NETHERLANDS INSURANCE COMPANY

By Matthew Klimczak
Vice President

By Matthew Klimczak
Vice President



Attest: Elliot S. Orol
Secretary

Attest: Elliot S. Orol
Secretary

STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by Matthew W Klimczak, Vice President of the Bond Profit Center of Peerless Insurance Company and of The Netherlands Insurance Company and Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company, New Hampshire Corporations, on behalf of the corporations

Rhonda E. Jardene
Notary Public



I, Elliot S. Orol, Secretary of Peerless Insurance Company and The Netherlands Insurance Company do hereby certify that the above and foregoing is a true and correct copy of Power of Attorney executed by the Company(ies) designated above which is still in force and effect, in witness whereof, I have hereunto set my hand and affixed the Seal(s) of the Company(ies), at Keene, New Hampshire, this 4th day of November, 1999



Elliot S. Orol
Secretary



301-423(9/88)

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

297

GREEN MOUNTAIN ENERGY COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2877209

MICROFILM NUMBER: 2000080

0531-0532

CT CORP SYSTEM
COUNTER

Microfilm Number _____

Entity Number 2877209

Filed with the Department of State on

OCT 19 2000

Ron Fitzgerald
Secretary of the Commonwealth

APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
DSCB:15-4126/6126 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4126)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6126)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned foreign corporation, desiring to receive an amended certificate of authority hereby states that:

1. The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is: Green Mountain, com Company

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

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

3815 Capital of Texas Hwy. South, Ste 100, Austin, TX. 78704
Number and Street City State Zip County Travis County

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

(a) _____
Number and Street City State Zip County

(b) CT Corporation System, 1635 Market St. Philadelphia, PA
Name of Commercial Registered Office Provider County 19103

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.

(Check if applicable):

The foregoing reflects a change in Pennsylvania registered office.

5. The corporation desires that its certificate of authority be amended to change the name under which it is authorized to transact business in the Commonwealth of Pennsylvania to:

Green Mountain Energy Company

DSCB:15-4126/6126 (Rev 90)-2

6. (If the name set forth in Paragraph 5 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 in compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

7. (Check one of the following as applicable):

The change of name reflects a change effected in the jurisdiction of incorporation.

Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer this 17th day of October, 2000

Green Mountain Energy Company
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: V.P., Secretary, General Counsel

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-110073

Application of Green Mountain Energy Resources, L.L.C. for issuance of a license to become an electric generation supplier.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this LICENSE FOR ELECTRIC GENERATION evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 4th day of June 1998.

Spencer S. McElwain
Secretary



DOCUMENT FOLDER

DATE: December 5, 2000

SUBJECT: A-110073; A-310937

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary

LAF

DOCKETED
DEC 06 2000

Request for name change

Enclosed please find copies of requests for name changes from the following companies:

1. A-110073: Green Mountain Energy Resources, L.L.C. to Green Mountain Energy Company
2. A-310937: PurePacket Communications of the Northeast, Inc. to BroadRiver Communications of the Northeast Corporation

This matter is being referred to your Bureau for appropriate action.

laf

Attachment