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97-AFC-1

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<b>DOCKET</b> 97-AFC-1C
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November 30, 2006

**VIA FACSIMILE AND U.S. MAIL**

Mr. Steve Munro  
Project Manager  
California Energy Commission  
Energy Facilities Siting Division  
1516 9th Street, MS 2000  
Sacramento, CA 95814-5512

Re: High Desert Power Project, 97-AFC-1  
Notification of Upstream Ownership Change

Dear Mr. Munro:

This firm represents TPF Generation Holdings, LLC ("TPF") in connection with its proposed acquisition from Constellation Power, Inc. of its interests in High Desert Power Project, LLC ("HDPP LLC"). HDPP LLC operates the High Desert Power Project, located in Victorville, California. We write this letter to briefly describe the proposed transaction and confirm that the proposed transaction will not require Commission approval or amendment of the High Desert Power Project's Commission Decision.

In the proposed transaction, TPF will acquire from Constellation Power, Inc. its interests in two subsidiaries which in turn own, directly and indirectly, all of the ownership interests of HDPP LLC and High Desert Power Trust. Direct ownership of the High Desert Power Project will not change and HDPP, LLC will continue to operate the project and remain responsible for the project's compliance with the Conditions of Certification and other regulatory requirements. All of the operational staff will remain with the High Desert Power Project, including the plant manager, Dave Boward, and the compliance manager, John Boyer. The transaction also involves the acquisition by TPF of other subsidiaries of Constellation Power, Inc. owning five other power projects located outside of California.

TPF is a subsidiary of Tenaska Power Fund, L.P., which was founded by the employee-owners of Tenaska, Inc. ("Tenaska") to make investments in power related companies and assets in the United States. Tenaska and its affiliates constitute one of the largest privately-held independent power producers in the United States.

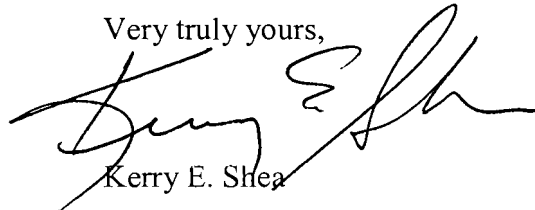
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This transaction does not require a formal application to the Commission for transfer of ownership of a facility under 20 C.C.R. part 1769(b)(1) since, as noted above, the ownership of the project will not change and operational control of the facility will be retained by HDPP LLC. HDPP LLC will continue to maintain responsibility for complying with the Conditions of Certification contained in the Commission's Decision.

Please contact us immediately if the Commission has any questions about the proposed transaction or the sufficiency of this notification.

Very truly yours,

A handwritten signature in black ink, appearing to read "Kerry E. Shea", is written over the typed name below it.

Kerry E. Shea

KES/lde

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