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December 5, 2000

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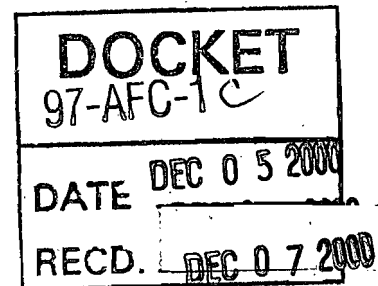
OUR FILE NO.

24300-00006

VIA FACSIMILE

Mr. Steve Monroe
Compliance Project Manager
California Energy Commission
1516 Ninth Street, MS-2000
Sacramento, CA 95814

Re: High Desert Power Project
Docket No. 97-AFC-1
Petition for Approval of Ownership Transfer



Dear Mr. Monroe:

We are submitting the following petition for approval of the transfer of ownership of the High Desert Power Project ("Project"), on behalf of High Desert Power Project, LLC ("Company"). In connection with the financing of the Project, ownership of the Project facilities will be held by High Desert Power Trust Ltd., a California common law trust ("Trust").

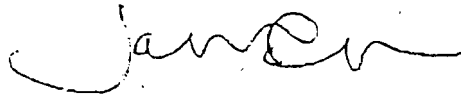
Pursuant to the Project Supervisory Agreement between the Trust and the Company, the Company will be responsible for construction of the Project as Supervisory Agent on behalf of the Trust. Subsequent to the completion of construction, the Company will operate the Project and lease the Project from the Trust (the "Lease"). There will be no change in operational control of the Project, which will be retained by the Company. Accordingly, the Company will remain responsible for compliance with the conditions of certification as provided in the Commission Decision, Docket No. 97-AFC-1. In addition, notwithstanding the change of ownership, the Company will remain named as the permittee for the Project. Further, the Company has the right to acquire the Project facilities from the Trust at the end of the Lease term and the Company also has certain rights to acquire the Project facilities during the term of the Lease.

PAUL, HASTINGS, JANOFISKY & WALKER LLP

Mr. Steve Monroe
December 5, 2000
Page 2

Attached are the form of statements which will be verified by the Trust as new owner of the Project, stating that the Trust understands the conditions of certification and has delegated responsibility for compliance with the conditions to the Company as agent for the Trust; and by the Company, stating that it will comply with the conditions on behalf of the Trust. We respectfully request that the Commission approve this transfer of ownership to the Trust and any retransfer from the Trust to the Company during or at the end of the Lease term.

Very truly yours,



Jackie Clem
for PAUL, HASTINGS, JANOFISKY & WALKER LLP

Attachments

cc: Dan Skowronski, Constellation Power, Inc.
Don Weaver, Mayer, Brown & Platt
Guy Maisnik, Paul, Hastings, Janofsky & Walker LLP

December __, 2000

Via Facsimile

Mr. Steve Monroe
Compliance Project Manager
California Energy Commission
1516 Ninth Street, MS-2000
Sacramento, CA 95814

SUBJECT: High Desert Power Project
Docket No. 97-AFC-1
Statement of High Desert Power Project, LLC

Dear Mr. Monroe:

In connection with the financing of the High Desert Power Project ("Project"), the owner of the Project will be High Desert Power Trust Ltd., a California common law trust ("Trust").

As an officer of High Desert Power Project, LLC ("Company"), I hereby attest under penalty of perjury that the Trust has delegated responsibility for compliance with the conditions of certification applicable to the Project pursuant to the Commission's Decision, Docket No. 97-AFC-1, to the Company, as agent for the Trust, and that the Company accepts responsibility for compliance with those conditions.

Dated this __th day of December, 2000.

Name: _____
Title: _____
For: High Desert Power Project, LLC

December __, 2000

Via Facsimile

Mr. Steve Monroe
Compliance Project Manager
California Energy Commission
1516 Ninth Street, MS-2000
Sacramento, CA 95814

SUBJECT: High Desert Power Project
Docket No. 97-AFC-1
Statement of High Desert Power Trust Ltd.

Dear Mr. Monroe:

In connection with the financing of the High Desert Power Project ("Project"), the owner of the Project will be High Desert Power Trust Ltd., a California common law trust. ("Trust").

As an officer of _____, trustee for the Trust, I hereby attest under penalty of perjury that the Trust understands that the conditions of certification applicable to the Project pursuant to the Commission's Decision, Docket No. 97-AFC-1, must be complied with and has delegated responsibility for compliance with those condition to High Desert Power Project, LLC, as agent for the Trust.

Dated this __th day of December, 2000.

Name: _____

By: _____

