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Document Title:	Watson Cogeneration - Change in Ownership
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Filer:	Mary Dyas
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Watson Cogeneration Company

22850 So. Wilmington Avenue
Carson, California 90749-6203

Lizette I Macias
Business Manager

March 17, 2014

Ms. Mary Dyas
Compliance Project Manager
California Energy Commission
1516 Ninth Street
Sacramento, CA 95814

Re: NRG Energy acquisition of EME assets, including interest in Watson Cogeneration

Dear Ms. Dyas,

In October 2013, NRG Energy announced its agreement to buy Edison Mission Energy (EME) from Edison International. This agreement includes direct and indirect interests in various Commission-licensed facilities, including Watson Cogeneration. U.S. Bankruptcy Court approval for this sale was granted on March 11, 2014. Following FERC approval, NRG expects to close the transaction by the end of Q1 2014.

Neither the direct owner nor operational control of Watson Cogeneration will change, thus, a Change in Ownership amendment is not warranted. At a facility level, Watson Cogeneration will remain the owner/operator. The managing owner and operator will remain with Tesoro Corporation, the entity which owns 51% interest in Watson, and the remaining 49% interest will transfer to NRG.

Watson Cogeneration will retain responsibility of compliance with Energy Commission conditions of certification.

If you have any questions related to this matter, please contact me at 310.816.8812.

Regards,

A handwritten signature in black ink, appearing to read 'Lizette I. Macias', written over a horizontal line.

Lizette I. Macias
