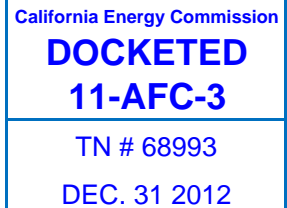




## Quail Brush Genco, LLC



A Project Company of Cogentrix Power Holdings, LLC

**9405 Arrowpoint Boulevard**  
**Charlotte, North Carolina 28273-8110**  
**(704) 525-3800**  
**(704) 525-9934 – Fax**

December 31, 2012

Mr. Eric K. Solorio  
CEC Project Manager  
Attn: Docket No. 11-AFC-03  
California Energy Commission  
1516 Ninth Street  
Sacramento, CA 95814

Re: Quail Brush Generation Project Power Plant Licensing  
Change in Ownership of Applicant

Dear Mr. Solorio:

This letter serves to notify the California Energy Commission of a change in ownership of Quail Brush Genco, LLC, the Applicant in Application for Certification 11-AFC-03 for the proposed Quail Brush Generation Project, and to request a change in the Service List for 11-AFC-03.

On December 13, 2012, Cogentrix Energy, LLC closed a sale of a majority of its North American assets, including Quail Brush Genco, LLC, to Carlyle Infrastructure Partners, L.P. ("CIP") and associated funds (together with CIP, the "Carlyle Entities") managed by The Carlyle Group. As a result of the sale, Quail Brush Genco, LLC is now owned by subsidiaries of the Carlyle Entities.

I also respectfully request that you update the Service List for 11-AFC-03 to reflect this change in ownership. Specifically, under "Applicant" on the Service List, please change "Cogentrix Energy, LLC" to "Cogentrix Energy Power Management, LLC" to properly reflect the entity with which John Collins, VP Development, Lori Zeibart, Project Manager, and I are now affiliated.

This change in ownership in no way impacts the legal ownership or tax status of the project or the Applicant, and will not affect any project conditions or Quail Brush Genco LLC's ability to fund the project.

Please contact me if there are any other questions or clarification needed in regard to this request.

December 31, 2012

Page 2 -- Quail Brush Generation Project (Docket No. 11-AFC-03)

I certify under penalty of perjury that the foregoing is true, correct, and complete to the best of my knowledge.

Regards,

A handwritten signature in black ink, appearing to read "C. Richard Neff". The signature is stylized and cursive, with the first letter of each word being capitalized and prominent.

C. Richard Neff  
Vice President

cc: Docket (11-AFC-03)



BEFORE THE ENERGY RESOURCES CONSERVATION AND DEVELOPMENT  
COMMISSION OF THE STATE OF CALIFORNIA  
1516 NINTH STREET, SACRAMENTO, CA 95814  
1-800-822-6228 – WWW.ENERGY.CA.GOV

**APPLICATION FOR CERTIFICATION FOR THE  
QUAIL BRUSH GENERATION PROJECT**

DOCKET NO. 11-AFC-03  
PROOF OF SERVICE  
(Revised 12/28/2012)

SERVICE LIST:

APPLICANT

Cogentrix Energy, LLC  
C. Richard "Rick" Neff, Vice President  
Environmental, Health & Safety  
John Collins, VP Development  
Lori Ziebart, Project Manager  
Quail Brush Generation Project  
9405 Arrowpoint Boulevard  
Charlotte, NC 28273  
rickneff@cogentrix.com  
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Tetra Tech EC, Inc.  
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INTERVENORS (cont'd.)

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\*California Pilots Association  
Andy Wilson  
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INTERESTED AGENCIES

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e-recipient@caiso.com

City of Santee  
Department of Development Services  
Melanie Kush  
Director of Planning  
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mkush@ci.santee.ca.us

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ENERGY COMMISSION –  
PUBLIC ADVISER

Jennifer Jennings  
Public Adviser's Office  
publicadviser@energy.ca.gov

COMMISSION DOCKET UNIT

California Energy Commission –  
Docket Unit  
Attn: Docket No. 11-AFC-03  
1516 Ninth Street, MS-4  
Sacramento, CA 95814-5512  
docket@energy.ca.gov

OTHER ENERGY COMMISSION  
PARTICIPANTS (LISTED FOR  
CONVENIENCE ONLY):

*After docketing, the Docket Unit  
will provide a copy to the persons  
listed below. Do not send copies  
of documents to these persons  
unless specifically directed to do  
so.*

KAREN DOUGLAS  
Commissioner and Presiding  
Member

ANDREW McALLISTER  
Commissioner and Associate  
Member

Raoul Renaud  
Hearing Adviser

Eileen Allen  
Commissioners' Technical  
Adviser for Facility Siting

Galen Lemei  
Adviser to Commissioner Douglas

Jennifer Nelson  
Adviser to Commissioner Douglas

David Hungerford  
Adviser to Commissioner McAllister

Patrick Saxton  
Adviser to Commissioner McAllister

Eric Solorio  
Project Manager

Stephen Adams  
Staff Counsel

DECLARATION OF  
SERVICE

I, Margaret Pavao, declare that on December 31, 2012, I served and filed copies of the attached Applicant's Letter regarding Ownership Change, dated December 31, 2012. This document is accompanied by the most recent Proof of Service list, which I copied from the web page for this project at:  
<http://www.energy.ca.gov/sitingcases/quailbrush/index.html>.

The document has been sent to the other parties in this proceeding (as shown on the Proof of Service list) and to the Commission's Docket Unit, as appropriate, in the following manner:

(Check one)

For service to all other parties and filing with the Docket Unit at the Energy Commission:

- I e-mailed the document to all e-mail addresses on the Service List above and personally delivered it or deposited it in the US mail with first class postage to those parties noted above as "hard copy required"; OR
- Instead of e-mailing the document, I personally delivered it or deposited it in the US mail with first class postage to all of the persons on the Service List for whom a mailing address is given.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that I am over the age of 18 years.

Dated: December 31, 2012

  
\_\_\_\_\_  
Margaret Pavao