

OCT 10 2003

James Hagan, Esq.
THE HAGAN LAW FIRM, INC.
350 Cambridge Avenue, Suite 150
Palo Alto, CA 94306
Tel: 650-322-8498 || Fax: 650-322-8499

DOCKET	
79-AFC-4C	
DATE	OCT 09 2003
RECD.	OCT 24 2003

STATE OF CALIFORNIA
ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

ORIGINAL

In the Matter of:

BOTTLE ROCK POWER CORPORATION
AND BOTTLE ROCK POWER PLANT

DOCKET NO. 79-AFC-4C

**PETITION OF BOTTLE ROCK
POWER CORPORATION FOR
TRANSFER OF OWNERSHIP/
OPERATIONAL CONTROL OF
BOTTLE ROCK POWER PLANT**

1. Prior to April, 2001, the State of California Department of Water Resources ("DWR") owned the Bottle Rock power plant in Lake County, California, which was not then operating. On April 5, 2001, Bottle Rock Power Corporation, a California corporation, ("BRPC"), entered into a Purchase Agreement for Bottle Rock Power Plant and Assignment of Geothermal Steam Lease (the "Purchase Agreement") with the DWR. The consummation of the Purchase Agreement was contingent upon the approval of the State of California Energy Resources Conservation and Development Commission (the "Commission") of the transfer of ownership of the Bottle Rock power plant from the DWR to BRPC. An application was duly filed with the Commission seeking its approval of that transfer of ownership. On May 30, 2001, the Commission entered its Order No. 01-0530-07 in Docket No. 79-AFC-4C, **Commission Order Approving Ownership Transfer**, which order approved the transfer of ownership of the Bottle Rock power plant from the DWR to BRPC. The Purchase Agreement was thereafter consummated on or about August 23, 2001.

2. At the time that the Purchase Agreement was consummated, the ownership BRPC was as follows. Monterrey Farms, Inc., and A & B Farms, Inc., both Arkansas corporations, owned 8,800 shares of BRPC's outstanding common stock, or 88% thereof. Subsequently, this ownership interest was consolidated in Monterrey Farms, Inc. Mr. Ronald E. Suess owned 600 shares of BRPC's outstanding common stock, or 6% thereof. Mr. Louis E. Capuano Jr. owned 600 shares of BRPC's outstanding common stock, or 6% thereof. At the time that the Purchase Agreement was consummated, the officers of BRPC were Mr. Ronald E. Suess, President and Secretary, and Mr. Louis E. Capuano Jr., Chief Financial Officer. At that time, Mr. Suess and Mr. Capuano also served as the directors of BRPC.

3. On or about May 1, 2003, Monterrey Farms, Inc., agreed to sell 8,800 shares of the outstanding common stock of BRPC to Bottle Rock Holdings Corporation, ("Holdings"), a Delaware corporation. Mr. Larry Lewis is the President of Holdings. Of that 8,800 shares, 5,000 shares have been transferred to Holdings, and 3,800 shares are presently retained by Monterrey Farms, Inc, pending the receipt of certain payments from Holdings, at which time those 3,800 shares of BRPC common stock will be transferred to Holdings. Each of Mr. Suess and Mr. Capuano continues to own and hold 600 shares of the outstanding common stock of BRPC. However, on May 1, 2003, Mr. Suess and Mr. Capuano resigned as officers and directors of BRPC. In order to reflect the new ownership of BRPC, the Board of Directors of BRPC is now comprised of persons who are affiliated with Holdings. Mr. Larry Lewis is now Vice President and Chief Operating Officer of BRPC and, in that capacity, now has operational control of the Bottle Rock power plant. The Bottle Rock power plant continues at this time to be nonoperational. At some time in the future, BRPC intends to petition the Commission for its approval to restart the Bottle Rock power plant.

4. Mr. Lewis reported the events described in Paragraph 3 above at a meeting in Sacramento with representative of the DWR and the Commission on July 31, 2003, and provided additional information to the Commission by means of a letter dated August 18, 2003.

5. By letter dated September 15, 2003, Ms. Nancy Tronaas, Compliance Project Manager for the Commission, notified Mr. Lewis that the legal staff of the Commission has concluded that

“the assignment of a new president and vice-president (of BRPC) constitutes a change in ownership/operational control of BRPC as regulated by Title 20, California Code of Regulations, section 1769(b) “ Ms. Tronaas requested that BRPC submit a petition under section 1769(b) no later than October, 10, 2003. Pursuant to section 1769(b), BRPC here provides to the Commission the following information.

A. There are no significant changes in the operational relationship between the owner and the operator.

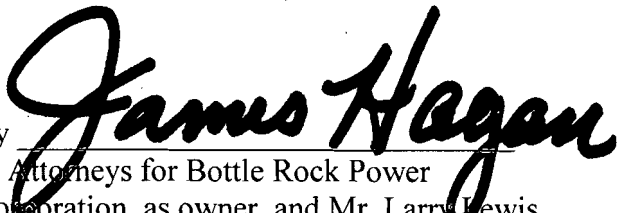
B. The party responsible for compliance with the Commission’s conditions of certification remains BRPC, provided, however, the person who is responsible for compliance with the Commission’s conditions of certification as the duly elected officer of BRPC is Mr. Larry Lewis.

C. A statement verified by Mr. Lewis that he understand the conditions of certification and agrees to comply therewith is attached hereto.

6. Based on the foregoing, Bottle Rock Power Corporation and Mr. Lewis respectfully request the Commission to grant its order approving the transfer of ownership/operational control of the Bottle Rock power plant.

Dated: October 9, 2003

THE HAGAN LAW FIRM, INC.

By 
as Attorneys for Bottle Rock Power Corporation, as owner, and Mr. Larry Lewis, as operator, of the Bottle Rock power plant

STATE OF CALIFORNIA
ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

In the Matter of:

BOTTLE ROCK POWER CORPORATION
AND BOTTLE ROCK POWER PLANT

DOCKET NO. 79-AFC-4C

**DECLARATION OF
LARRY LEWIS**


I, Larry Lewis, under penalty of perjury under the law of the State of California, do hereby verify, declare, and say:

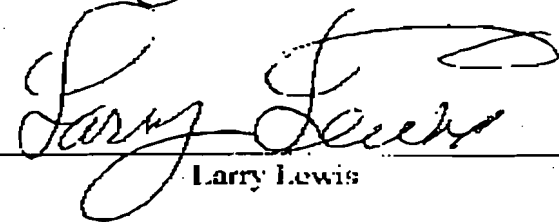
1. I am the President of Bottle Rock Holdings Corporation, a Delaware corporation (“Holdings”). Holdings is the present owner of 5,000 shares of the outstanding common stock of Bottle Rock Power Corporation (“BRPC”), or 50% thereof, and will in the future own and hold 8,800 shares of the outstanding common stock of BRPC, or 88% thereof. I am also the Vice President and Chief Operating Officer of BRPC. BRPC is the owner of the Bottle Rock power plant located in Lake County, California. In my capacity as Vice President and Chief Operating Officer of BRPC, I am in operational control of the Bottle Rock power plant.

2. Pursuant to Section 1769(b)(1)(C) of Title 20, California Code of Regulations, on behalf of BRPC and myself, I hereby verify and certify that each of BRPC and I understand the conditions of the present certification of the Bottle Rock power plant and agree to comply with those conditions.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct to the best of my knowledge, information, and belief. This declaration has been executed in Jonesboro, Arkansas, on October 9, 2003.

BOTTLE ROCK POWER CORPORATION

By 
as Vice President and Chief Operating Officer


Larry Lewis