

Bryan W. Shaw, Ph.D., *Chairman*
Toby Baker, *Commissioner*
Zak Covar, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

September 18, 2013

MR TIM GESSNER
VICE PRESIDENT GULF COAST OPERATIONS
NRG TEXAS POWER LLC
1201 FANNIN ST
HOUSTON TX 77002-6929

Re: Transfer of Ownership
Customer Number: CN604378208
Regulated Entity Number: RN102547957
County: San Patricio
Account Number: SD-0161-L

Dear Mr. Gessner:

Thank you for the letter dated September 16, 2013, notifying us of the ownership change. Your letter states that GREGORY POWER PARTNERS LLC is now the Owner and Operator of the facility listed above. The following air authorizations have been updated to reflect the transfers.

Permit / Reg. Number	Permit / Reg. Expiration Date	Previous Permittee / Registrant
PSDTX877 87153	NA March 15, 2020	Gregory Power Partners LP Gregory Power Partners LP

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality and the requirements of this permit at all times.

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-1326.

Sincerely,

A handwritten signature in cursive script that reads "Sandra Young".

Sandra Young
Air Permits Initial Review Team (MC-161)
Air Permits Division

cc: Air Section Manager, Region 14 - Corpus Christi
Mr. Mark Chambers, Emissions Assessment Section (MC-164), Austin
Mr. Adam Bullock, Emissions Assessment Section (MC-164), Austin
Mr. Jeanette Emanuel, Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

09/18/2013 -----NSR IMS - PROJECT RECORD -----**PROJECT#:** 198648**STATUS:** PENDING**DISP CODE:** _____**RECEIVED:** 09/16/2013**PROJTYPE:**
OWNCHANGE**ISSUED DT:** _____**PROJECT ADMIN NAME:** CHANGE OF OWNERSHIP**PROJECT TECH NAME:** GREGORY POWER FACILITY**STAFF ASSIGNED TO PROJECT:**

YOUNG , SANDRA

- REVIEWR1_2 -

AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)**ISSUED TO:** GREGORY POWER PARTNERS LLC**COMPANY NAME:** GREGORY POWER PARTNERS LLC**CUSTOMER REFERENCE NUMBER:** CN604378208**REGULATED ENTITY/SITE INFORMATION****REGULATED ENTITY NUMBER:** RN102547957**ACCOUNT:** SD0161L**REGULATED ENTITY LOCATION:** RMC SHERWIN FACILITY, 4633 HWY 361**REGION 14 -** CORPUS CHRISTI**NEAR CITY:** GREGORY**COUNTY:** SAN PATRICIO**CONTACT/PERMIT INFORMATION****CONTACT NAME:** MR TIM GESSNER**CONTACT ROLE:** RESPONSIBLE OFFICIAL**JOB TITLE:** VICE PRESIDENT GULF COAST OPERATIONS**ORGANIZATION:** NRG TEXAS POWER LLC**MAILING ADDRESS:** 1201 FANNIN ST, HOUSTON, TX, 77002-6929**PHONE:** (713) 537-2140 Ext: 0**EMAIL:** TIM.GESSNER@NRGENERGY.COM**PERMIT#:** PSDTX877**AUTHTYPE:** PSD**RENEWAL:****PERMIT NAME:** GREGORY POWER FACILITY**PERMIT#:** 87153**AUTHTYPE:** CONSTRUCT**RENEWAL:** 03/15/2020**PERMIT NAME:** GREGORY POWER FACILITY**PROJECT NOTES:**

09/18/2013 CHANGE OF OWNERSHIP EFFECTIVE 09/09/2013

TRACKING ELEMENTS:**TE Name****Start Date****Complete Date**

APIRT RECEIVED PROJECT (DATE)

09/16/2013

CENTRAL REGISTRY UPDATED

09/18/2013

09/18/2013

APIRT TRANSFERRED PROJECT TO TECHNICAL STAFF (DATE)



TCEQ Core Data Form

TCEQ Use Only

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)			
<input type="checkbox"/> New Permit, Registration or Authorization, (Core Data Form should be submitted with the program application)			
<input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form)		<input checked="" type="checkbox"/> Other update customer information	
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Customer Reference Number (if issued)		4. Regulated Entity Reference Number (if issued)	
CN 600254031 LP 604378208		RN 102547957	

SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)		9/9/2013	
6. Customer Role (Proposed or Actual) - as it relates to the Regulated Entity listed on this form. Please check only one of the following:			
<input type="checkbox"/> Owner <input type="checkbox"/> Operator <input checked="" type="checkbox"/> Owner & Operator			
<input type="checkbox"/> Occupational Licensee <input type="checkbox"/> Responsible Party <input type="checkbox"/> Voluntary Cleanup Applicant <input type="checkbox"/> Other:			
7. General Customer Information			
<input type="checkbox"/> New Customer <input type="checkbox"/> Update to Customer Information <input type="checkbox"/> Change in Regulated Entity Ownership			
<input checked="" type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State) <input type="checkbox"/> No Change**			
**If "No Change" and Section I is complete, skip to Section III - Regulated Entity Information.			
8. Type of Customer:			
<input checked="" type="checkbox"/> Corporation		<input type="checkbox"/> Individual	
<input type="checkbox"/> City Government		<input type="checkbox"/> Sole Proprietorship- D.B.A	
<input type="checkbox"/> County Government		<input type="checkbox"/> Federal Government	
<input type="checkbox"/> Other Government		<input type="checkbox"/> State Government	
<input type="checkbox"/> General Partnership		<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Other:			
9. Customer Legal Name (If an Individual, print last name first: ex: Doe, John) If new Customer, enter previous Customer below End Date:			
Gregory Power Partners LLC			
10. Mailing Address:			
NRG Tower			
1201 Fannin St.			
City		Houston	
State		TX	
ZIP		77002	
ZIP + 4			
11. Country Mailing Information (if outside USA)		12. E-Mail Address (if applicable)	
		ben.carmin@nrgenergy.com	
13. Telephone Number		14. Extension or Code	
(713) 537-2144			
15. Fax Number (if applicable)			
()			
16. Federal Tax ID (9 digits)		17. TX State Franchise Tax ID (11 digits)	
541910630		15419106305	
18. DUNS Number (if applicable)		19. TX SOS Filing Number (if applicable)	
158590716		801846854 ✓	
20. Number of Employees		21. Independently Owned and Operated?	
<input type="checkbox"/> 0-20 <input checked="" type="checkbox"/> 21-100 <input type="checkbox"/> 101-250 <input type="checkbox"/> 251-500 <input type="checkbox"/> 501 and higher		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application)	
<input type="checkbox"/> New Regulated Entity <input type="checkbox"/> Update to Regulated Entity Name <input type="checkbox"/> Update to Regulated Entity Information <input type="checkbox"/> No Change** (See below)	
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.	
23. Regulated Entity Name (name of the site where the regulated action is taking place)	
198648	

24. Street Address of the Regulated Entity: (No P.O. Boxes)							
	City		State		ZIP		ZIP + 4
25. Mailing Address:							
	City		State		ZIP		ZIP + 4
26. E-Mail Address:							
27. Telephone Number		28. Extension or Code		29. Fax Number (if applicable)			
() -				() -			
30. Primary SIC Code (4 digits)		31. Secondary SIC Code (4 digits)		32. Primary NAICS Code (5 or 6 digits)		33. Secondary NAICS Code (5 or 6 digits)	
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)							

Questions 34 – 37 address geographic location. Please refer to the Instructions for applicability.

35. Description to Physical Location:							
36. Nearest City		County		State		Nearest ZIP Code	
37. Latitude (N) In Decimal:				38. Longitude (W) In Decimal:			
Degrees	Minutes	Seconds		Degrees	Minutes	Seconds	

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

<input type="checkbox"/> Dam Safety	<input type="checkbox"/> Districts	<input type="checkbox"/> Edwards Aquifer	<input type="checkbox"/> Industrial Hazardous Waste	<input type="checkbox"/> Municipal Solid Waste
<input type="checkbox"/> New Source Review – Air	<input type="checkbox"/> OSSF	<input type="checkbox"/> Petroleum Storage Tank	<input type="checkbox"/> PWS	<input type="checkbox"/> Sludge
<input type="checkbox"/> Stormwater	<input type="checkbox"/> Title V – Air	<input type="checkbox"/> Tires	<input type="checkbox"/> Used Oil	<input type="checkbox"/> Utilities
<input type="checkbox"/> Voluntary Cleanup	<input type="checkbox"/> Waste Water	<input type="checkbox"/> Wastewater Agriculture	<input type="checkbox"/> Water Rights	<input type="checkbox"/> Other:

SECTION IV: Preparer Information

40. Name:	Ted Long		41. Title:	Manager, Water Resources	
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address		
(713) 537-2149		() -	ted.long@nrgenergy.com		

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form Instructions for more information on who should sign this form.)

Company:	NRG Energy		Job Title:	Director, Environmental Operations	
Name (In Print):	Ben Carmine			Phone:	(713) 537-2144
Signature:	<i>Ben Carmine</i>			Date:	9/12/2013



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

I. Application Type		
<input checked="" type="checkbox"/> Change in Ownership <input type="checkbox"/> Change in Company Name		
II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)		
A. Customer Name: Gregory Power Partners LLC		
B. Customer Reference Number (CN) (if issued): 600254031		
C. Submittal Date: September 13, 2013		
D. Effective Date of Change: September 9, 2013		
E. Is the new owner an affiliate of the previous owner?		<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
III. Responsible Official (RO) Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): Tim Gessner		
Title: Vice President, Gulf Coast Operations		
Company Name: NRG Texas Power LLC		
Mailing Address: 1201 Fannin St.		
City: Houston	State: Texas	Zip Code: 77002
Territory:		Country:
Foreign Postal Code:		Internal Mail Code:
Telephone No.: (713) 537-2140		Fax No.:
E-mail Address: tim.gessner@nrgenergy.com		
IV. Technical Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): Craig R. Eckberg		
Title: Sr. Manager, Environmental Business		
Company Name: NRG Texas Power LLC		
Mailing Address: 1201 Fannin St.		
City: Houston	State: Texas	Zip Code: 77002
Territory:		Country:
Foreign Postal Code:		Internal Mail Code:
Telephone No.: (713) 537-2146		Fax No.:
E-mail Address: craig.eckberg@nrgenergy.com		
V. Site Information		
A. Site Name: Gregory Power Facility		
B. Regulated Entity Number (RN) (if issued): 102547957		
C. Account Number (if issued): SD-0161-L		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

V. Site Information (continued)								
D. If action is transfer of ownership, is the change for the entire site?							<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO <input type="checkbox"/> N/A	
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?							<input type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> N/A	
F. Indicate all pollutants for which the site is a major source based on the site's potential to emit.								
Pollutant:	VOC	NO _x	SO ₂	PM ₁₀	CO	PB	HAPs	Other
Major at the Site (YES/NO):								
VI. Air Authorizations That Are Affected By This Action								
A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: 87153, PSD-TX-877								
B. List all FOPs (including SOPs and ATOs under GOPs), as applicable: O-01809								
VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)								
<ul style="list-style-type: none">• The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations.• The new owner asserts there will be no change in the type of pollutants emitted.• The new owner asserts there will be no increase in the quantity emitted.								
VIII. FOP Conditions for Change of Ownership								
<ul style="list-style-type: none">• For SOP holders: Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.• For GOP holders: Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.								
A. Are any other changes needed for the FOP? (If YES, submit the information as explained in the instructions.)							<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP? (If YES, submit the information as explained in the instructions.)							<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
IX. Authorization								
I, <u>Craig R. Eckberg</u> , certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.								
Signature: <u>C.R. Eckberg</u> Signature Date: <u>13 Sept 13</u>								
Title: <u>Sr. Manager, Environmental Business</u>								



Form OP-CRO1
Certification by Responsible Official
Federal Operating Permit Program

All initial permit application, revision, renewal, and reopening submittals requiring certification must be addressed using this form. Updates to site operating permit (SOP) and temporary operating permit (TOP) applications, other than public notice verification materials, must be certified prior to authorization of public notice or start of public announcement. Updates to general operating permit (GOP) applications must be certified prior to receiving an authorization to operate under a GOP.

I. IDENTIFYING INFORMATION					
RN: 102547957		CN: 600254031		Account No.: SD-0161-L	
Permit No.: O-01809			Project No.:		
Area Name: Gregory Power Facility			Company Name: Gregory Power Partners LLC		
II. CERTIFICATION TYPE (Please mark the appropriate box)					
<input type="checkbox"/> Responsible Official			<input checked="" type="checkbox"/> Duly Authorized Representative		
III. SUBMITTAL TYPE (Please mark the appropriate box) (Only one response can be accepted per form)					
<input type="checkbox"/> SOP/TOP Initial Permit Application		<input type="checkbox"/> Update to Permit Application			
<input type="checkbox"/> GOP Initial Permit Application		<input type="checkbox"/> Permit Revision, Renewal, or Reopening			
<input checked="" type="checkbox"/> Other: Change of Ownership; Administrative Revision					
IV. CERTIFICATION OF TRUTH					
This certification does not extend to information which is designated by the TCEQ as information for reference only.					
I, <u>Craig R. Eckberg</u> certify that I am the <u>DAR</u> (Certifier Name printed or typed) (RO or DAR)					
and that, based on information and belief formed after reasonable inquiry, the statements and information dated during the time period or on the specific date(s) below, are true, accurate, and complete:					
<i>Note: Enter EITHER a Time Period OR Specific Date(s) for each certification. This section must be completed. The certification is not valid without documentation date(s).</i>					
Time Period: From _____ to _____ Start Date End Date					
Specific Dates: <u>09/13/2013</u>					
Date 1		Date 2		Date 3	
Date 4		Date 5		Date 6	
Signature: <u>C.R. Eckberg</u> Signature Date: <u>13 Sept 13</u>					
Title: <u>Sr. Manager, Environmental-Business</u>					



Form OP-CRO1
Certification by Designated Representative
Acid Rain, Clean Air Interstate Rule (CAIR)

All initial permit application, permit revision, and renewal submittals requiring certification must be accompanied by this form. Updates to acid rain or CAIR (other than public notice verification materials) must be certified prior to authorization of public notice for the draft permit.

I. IDENTIFYING INFORMATION					
RN: 102547957		CN: 600254031		Account No: SD-0161-L	
Permit No.: O-01809			Project No.:		
Area Name: Gregory Power Facility			Company Name: Gregory Power Partners LLC		
II. CERTIFICATION TYPE <i>(Please mark the appropriate box)</i>					
<input type="checkbox"/> Designated Representative			<input checked="" type="checkbox"/> Alternated Designated Representative		
III. PERMIT and SUBMITTAL TYPE <i>(Please mark the appropriate box for each column)</i>					
Permit Type: <input checked="" type="checkbox"/> Acid Rain <input checked="" type="checkbox"/> CAIR					
Submittal Type: <input type="checkbox"/> Initial Permit Application		<input type="checkbox"/> Update to Permit Application			
<input type="checkbox"/> Permit Revision or Renewal		<input checked="" type="checkbox"/> Other: <u>Change of Ownership; Administrative Revision</u>			
IV. CERTIFICATION OF TRUTH					
I, <u>Craig R. Eckberg</u> , the <u>ADR</u> <div style="display: flex; justify-content: space-between;"><i>(Name printed or typed)</i><i>(DR or ADR)</i></div>					
<p>am authorized to make this submission on behalf of the owners and operators of the source or units for which the submission is made. I certify under penalty of law that I have personally examined, and am familiar with, the statements and information submitted in this document and all its attachments. Based on my inquiry of those individuals with primary responsibility for obtaining the information, I certify that the statements are to the best of my knowledge and belief true, accurate, and complete. I am aware that there are significant penalties for submitting false statements and information or omitting required statements and information, including the possibility of fine or imprisonment. The above certification is for the statements and information dated during the time period or on the specific date(s) below:</p> <p><i>Note: Enter EITHER a Time Period OR Specific Date(s) for each certification. This section must be completed. The certification is not valid without documentation date(s).</i></p> <p>Time Period: From _____ to _____ <div style="display: flex; justify-content: space-around;"><i>Start Date</i><i>End Date</i></div></p> <p>Specific Dates: <u>09/13/2013</u> <div style="display: flex; justify-content: space-around;"><i>Date 1</i><i>Date 2</i><i>Date 3</i><i>Date 4</i><i>Date 5</i><i>Date 6</i></div></p>					
Signature: <u>C.R. Eckberg</u>			Signature Date: <u>13 Sept 13</u>		
Title: <u>Sr. Manager, Environmental Business</u>					



Office of the Secretary of State

September 10, 2013

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: Gregory Power Partners LLC
File Number: 801846854

It has been our pleasure to file the application for registration and issue the enclosed certificate of filing evidencing the authority of the foreign limited liability company (llc) to transact business in Texas.

Unless exempted, the foreign entity is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the foreign entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The registered foreign entity is not required to file annual reports with the Secretary of State. An application for amended registration must be filed with the Secretary of State if the foreign entity changes its name, changes the purposes to be pursued in Texas, or changes the assumed name it elected to use on its application for registration. It is important for the foreign entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the revocation of the entity's registration by the Secretary of State.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

Gregory Power Partners LLC
File Number: 801846854

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign Limited Liability Company (LLC) to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

Gregory Power Partners LLC

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/09/2013

Effective: 09/09/2013



A handwritten signature of John Steen in black ink.

John Steen
Secretary of State

Form 304

(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



Application for
Registration
of a Foreign Limited
Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

SEP 09 2013**Corporations Section**

1. The entity is a foreign limited liability company. The name of the entity is:

Gregory Power Partners LLC

Provide the full legal name of the entity as stated in the entity's formation document in its jurisdiction of formation.

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation that it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

The assumed name must include an acceptable organizational identifier or an accepted abbreviation of one of these terms.

3. Its federal employer identification number is: 54-1910630

☐ Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) Delaware

and the date of its formation in that jurisdiction is: 8/29/2013

mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below.
Development, financing, construction, ownership, operation, maintenance and management and including all activities of power generating facilities.

The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: upon filing

mm/dd/yyyy

Late fees may apply (see instructions).

8. The principal office address of the limited liability company is:

211 Carnegie Center
Address

Princeton
City

NJ
State

USA
Country

08540
Zip/Postal Code

Complete item 9A or 9B, but not both. Complete item 9C.

☐ 9A. The registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

☐ 9B. The registered agent is an individual resident of the state whose name is:

First Name	M.I.	Last Name	Suffix
------------	------	-----------	--------

9C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
350 N. St. Paul Street Suite 2900	Dallas	TX	75201-4234

10. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each governing person is:

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both)					
IF INDIVIDUAL					
First Name	M.I.	Last Name	Suffix		
OR					
IF ORGANIZATION					
NRG Texas Gregory LLC					
Organization Name					
211 Carnegie Center	Princeton	NJ	USA	08540	
Street or Mailing Address	City	State	Country	Zip Code	

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both)					
IF INDIVIDUAL					
First Name	M.I.	Last Name	Suffix		
OR					
IF ORGANIZATION					
Organization Name					
Street or Mailing Address					
City					
State					
Country					
Zip Code					

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both)					
IF INDIVIDUAL					
First Name	M.I.	Last Name	Suffix		
OR					
IF ORGANIZATION					
Organization Name					
Street or Mailing Address					
City					
State					
Country					
Zip Code					

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing (Select either A, B, or C.)


- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

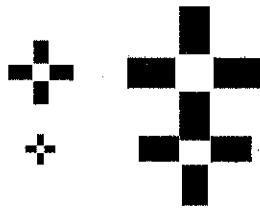
Date: September 6, 2013



Signature of authorized person (see instructions)

Lynne P. Wittkamp

Printed or typed name of authorized person.



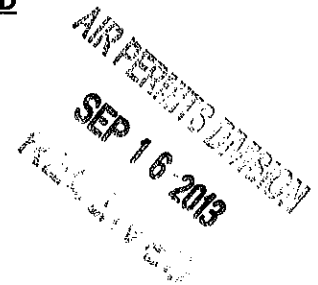
NRG Texas Power LLC
1201 Fannin St.
Houston, TX 77002

CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

September 13, 2013

Air Permits Initial Review Team (APIRT)
Texas Commission on Environmental Quality, MC-161
P.O. Box 13087
Austin, TX 78711-3087

**Subject: Transfer of Air Permits
Change of Ownership
Gregory Power Partners, L.P. to Gregory Power Partners LLC
Customer Reference Number: CN600254031**



Dear Sir or Madam:

This letter is to inform you that effective September 9, 2013, the Gregory Power Facility ownership changed from Gregory Power Partners, L.P. to Gregory Power Partners LLC. This ownership change requires a transfer of all air permits as well as an administrative revision to Site Operating Permit No. O-01809. Therefore, all appropriate documentation necessary to initiate the ownership change for the applicable permits is attached.

Included with this letter are:

- TCEQ Air Permits Change of Name/Ownership Form;
- TCEQ Core Data Form;
- Certification by Responsible Official (TCEQ Form OP-CRO1); and
- The Secretary of State certificate of filing for Gregory Power Partners LLC.

If you have any questions, do not hesitate to contact me at (713) 537-2146 or by email at craig.eckberg@nrgenergy.com.

Sincerely,


Craig R. Eckberg
Sr. Manager, Environmental Business

cc: Ms. Rosario Torres, Air Section Manager, TCEQ Region 14, Corpus Christi (w/attachments)
Mr. Jeff Robinson, Air Permits Section, USEPA Region 6, Dallas (w/attachments)
Mr. Ramiro Garcia, Jr., TCEQ Office of Compliance and Enforcement, MC172 (w/attachments)