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NACHMIAS MORRIS ALT & KILDUFF, P.C.
Attorneys at Law



December 2, 2011

New Hampshire Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, N.H. 03301-2429
Attn: Debra Howland, Executive Director

In Re: Atlantic Power Partners, LLC
Form for Initial and Renewal Registration of Aggregators
EXPEDITED PROCESSING REQUESTED

Dear Ms. Howland:

Enclosed please find an original and 2 copies of the following documents:

- (i) the Form for Initial and Renewal Registration of Aggregators for Natural Gas;
- (ii) Exhibit A – Applicant’s Certificate of Organization;
- (iii) Exhibit B – the Written Consent of Sole Manager documentation authorizing the manager to submit the Application;
- (iii) Exhibit C – an electronic copy of the application on diskette; and
- (iv) a check in the amount of \$250.00, made payable to the “The State of New Hampshire.”.

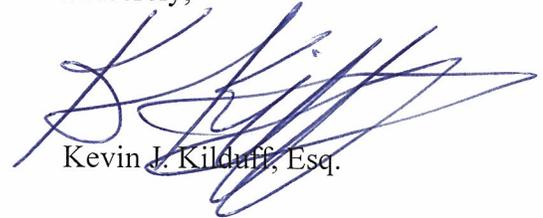
Applicant respectfully requests expedited processing of this application. In support of that request, Applicant states the following: (i) Kevin Maloney, Applicant’s Sr. VP of Sales is the former principal of another natural gas broker; (ii) Mr. Maloney has more than 20 years of experience in the natural gas brokerage industry; (iii) Mr. Maloney has previously been “approved” by the Public Utilities Commission as the principal of an existing natural gas broker in the state of New Hampshire; (iv) Mr. Maloney has expensive contacts in the natural gas industry; (v) many of Mr. Maloney’s contacts have agreed to enter into contracts with Applicant – pending the issuance of the license by the Public Utilities Commission; and (vi)

these contracts are vital to Applicant. Based upon the foregoing, I pray that this Application be processed as expeditiously as possible.

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If you have any questions in connection with this letter or the documents attached hereto, please feel free to contact me at the phone number listed above.

Sincerely,

A handwritten signature in blue ink, appearing to read "Kevin J. Kilduff", is written over the typed name. The signature is stylized and somewhat illegible due to the cursive style.

Kevin J. Kilduff, Esq.

ck/KJK

Dept. Use Only

ID Number _____

License Number _____

New Hampshire Public Utilities Commission
Form for Initial and Renewal Registration of Aggregators

(a) The registration application required by Puc 3003.04(a) and 3003.05(a) shall include the following:

1. Legal Name of Applicant: Atlantic Power Partners, LLC

2. Business Address: 1600 Falmouth Rd., Suite 3, Centerville, MA 02632

Telephone: 508-360-4170

Email: mmaloney@atlanticpowerpartners.com

3. Name(s), Title(s), Business Address(es), Telephone Number(s) and e-mail address(es) of applicant if an individual or of the applicant's principal(s) if anything other than an individual;

Name: Matthew Maloney

Title: Manager

Address: 1600 Falmouth Rd., Suite 3, Centerville, MA 02632,

Telephone Number: 508-360-4170

Email address: mmaloney@atlanticpowerpartners.com

4. Customer Service Contact Information:

Name: Matthew Maloney

Title: Manager

Address: 1600 Falmouth Rd., Suite 3, Centerville, MA 02632

Telephone: 508-360-4170

Email Address: mmaloney@atlanticpowerpartners.com

6. A list of CNGS's in New Hampshire through which the applicant intends to provide service. The Applicant intends to provide service through National Grid and Unitel.

7. A Statement that the applicant is not representing any supplier interest, or a listing of any supplier interest(s) the applicant intends to represent; and

Applicant is not representing or intending to represent any supplier interest(s) or a liability of any supplier interest(s).

8. Payment of the required filing fee;

Enclosed please find a check in the amount of \$250.00 made payable to the "State of New Hampshire".

9. The signature of the applicant or its representative.

This application is executed by Matthew Maloney, Manager of Atlantic Power Partners, LLC. Attached hereto as Exhibit C is a copy of the LLC's Corporate Consent authorizing the manager to submit this application on behalf of Applicant.

DECLARATION

We MATTHEW MALONEY, MANAGER (print name and title) and KEVIN MALONEY, V.P. SALES (print name and title) declare that we have personally reviewed the above statements and that they are true and correct and complete in all material respects.

We further declare that the information contained in this application was prepared and compiled under our supervision and control. We further declare that we are authorized by the Applicant to file this application on its behalf. We acknowledge that we have a positive duty to ascertain the accuracy and completeness of this application and that we sign this declaration under personal pains and penalties of perjury, including, but not limited to, those provided by G.L. c. 268, § 6.

Dated this 5TH day of DECEMBER 2011 at HINGHAM, MA 02043.
(day) (month) (year) (place of execution)

Signature: *Matthew Maloney*

Title: MANAGER

Signature: *K. Maloney*

Title: EXEC. V.P. SALES

NOTARIZATION: *[Signature]*
Notarial Seal
Date of Form: 12/5/11

Mail Application with \$250 Fee to:
New Hampshire Public Utilities Commission
Debra Howland, Executive Director
21 South Fruit Street, Suite 10
Concord, N.H. 03301-2429



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Certificate of Organization
(General Laws, Chapter)

Federal Employer Identification Number: 001060376 (must be 9 digits)

1. The exact name of the limited liability company is: ATLANTIC POWER PARTNERS, LLC

2a. Location of its principal office:

No. and Street: 2 CAPTAIN PERCIVAL ROAD
City or Town: SOUTH YARMOUTH State: MA Zip: 02664 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 2 CAPTAIN PERCIVAL ROAD
City or Town: SOUTH YARMOUTH State: MA Zip: 02664 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

TO ENGAGE IN THE BROKERAGE OF ELECTRICITY, GAS AND OTHER UTILITY RELATED SERVICES. TO CARRY ON ANY OTHER BUSINESS OR OTHER ACTIVITY WHICH MAY BE LAWFULLY CARRIED ON BY A COMPANY ORGANIZED IN THE COMMONWEALTH OF MASSACHUSETTS.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: MATTHEW MALONEY
No. and Street: 11 CAMPION ROAD
City or Town: YARMOUTH State: MA Zip: 02675 Country: USA

I, MATTHEW MALONEY resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	MATTHEW MALONEY	11 CAMPION ROAD YARMOUTH, MA 02675 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name	Address (no PO Box)
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First, Middle, Last, Suffix

Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	MATTHEW MALONEY	11 CAMPION ROAD YARMOUTH, MA 02675 USA

9. Additional matters:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 31 Day of August, 2011,
KEVIN KILDUFF**

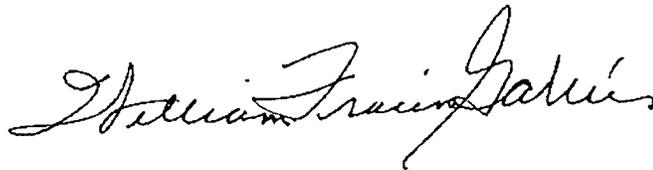
(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

August 31, 2011 05:18 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

ATLANTIC POWER PARTNERS, LLC

Written Consent of Sole Manager

September 1, 2011

The undersigned, being the sole manager (the "Manager") of ATLANTIC POWER PARTNERS, LLC, a Massachusetts limited liability company (the "Company"), and acting in accordance with the provisions of Section 24 of the Massachusetts Limited Liability Company Act and Section 7.1 of the Operating Agreement, hereby takes the following actions by written consent:

WHEREAS: the Company was formed on or about August 31, 2011 to engage in the brokerage of electricity, gas and other utility services;

WHEREAS: it is in the Company's best interest to obtain a gas broker license in The Commonwealth of Massachusetts and the States of New Hampshire and Maine;

RESOLVED: That Matthew Maloney, acting in the name of and on behalf of the Company, is hereby authorized to file an application to obtain a natural gas broker license in The Commonwealth of Massachusetts and the States of New Hampshire and Maine;

RESOLVED: That Matthew Maloney, acting in the name of and on behalf of the Company, is authorized to execute and deliver or file all such other agreements, instruments, certificates, and other documents, and to take all such other actions, as he may deem necessary or desirable to carry out the intent of each of the foregoing resolutions and to consummate the transactions thereby contemplated.

EXECUTED by the Sole Manager as of the date first set forth above.


Matthew Maloney