

Filing and License Fee: \$310.00 minimum

ID Number: 165086



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1 2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Consolidated Edison Energy, Inc
- 2. It is incorporated under the laws of New York
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.

n/a

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

n/a

- 4. The date of its incorporation is 11/4/97 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 701 Westchester Avenue, Suite 201N, White Plains, New York 10604

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200

(Street Address, not P.O. Box)

Warwick, RI 02888
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at

that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Consolidated Edison Energy will be buying gas and selling power on behalf of Tiverton Power Facility.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	<u>Stephen Bram</u>	<u>701 Westchester Avenue, Suite 201N, White Plains, NY 10604</u>
Director	<u>Robert Hoalund</u>	<u>701 Westchester Avenue, Suite 201N, White Plains, NY 10604</u>
Director	<u>Charles McTiernan, Jr.</u>	<u>701 Westchester Avenue, Suite 201N, White Plains, NY 10604</u>
Director	<u>Luther Tai</u>	<u>701 Westchester Avenue, Suite 201N, White Plains, NY 10604</u>

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	Charles Nelli	701 Westchester Ave, Suite 201 W, White Plains, NY 10604
Vice President	Robert Mennella	701 Westchester Ave, Suite 201 W, White Plains, NY 10604
Treasurer CFO	Louis E. Buck	701 Westchester Ave, Suite 201 W, White Plains, NY 10604
Secretary	Paul F. Mapelli	701 Westchester Ave, Suite 300 E, White Plains, NY 10604
Asst. Secretary	James J. Dixon	701 Westchester Ave, Suite 300 W, White Plains, NY 10604
Controller	Mark Glucksman	701 Westchester Ave, Suite 300 E, White Plains, NY 10604

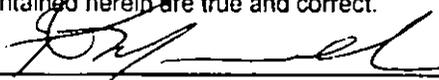
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common		10¢ each

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,206,557.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 45,394,027.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.1% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing Issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 22, 2007



 Signature of Authorized Officer of the Corporation
ROBERT MENNELLA

 Type or Print Name of Authorized Officer

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of CONSOLIDATED EDISON ENERGY, INC. was filed on 11/04/1997, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of June
two thousand and seven.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State