

**Form for Initial Registration of Hannaford Energy, LLC as a
Competitive Electric Power Supplier
Puc 2006.01(a)**

- (1) The legal name of the applicant as well as any trade name(s) under which it intends to operate in this state, and, if available, its website address.

The legal and trade names of the applicant are Hannaford Energy, LLC (“Hannaford Energy”). Hannaford Energy has no website address; the address of its parent company is www.hannaford.com.

- (2) The applicant’s business address, telephone number, e-mail address, and website address, as applicable.

Hannaford Energy, LLC
145 Pleasant Hill Road
Scarborough, Maine 04074
Tel.: (207) 883-2911

- (3) The applicant’s place of incorporation, if anything other than an individual.

Hannaford Energy is a Maine limited liability company.

- (4) The name(s), title(s), business address(es), telephone number(s), and e-mail address(es) of the applicant if an individual, or of the applicant’s principal(s) if the applicant is anything other than an individual.

Beth Newlands Campbell, Manager
145 Pleasant Hill Road
Scarborough, Maine 04074
Tel.: (207) 883-2911
bnewlands@hannaford.com

- (5) The following regarding any affiliate and/or subsidiary of the applicant that is conducting business in New Hampshire:
- a. The name, business address and telephone number of the entity;
 - b. A description of the business purpose of the entity; and
 - c. A description of any agreements with any affiliated New Hampshire utility.

(a) The affiliates of Hannaford Energy conducting business in New Hampshire are Hannaford Bros. Co., a Maine corporation, Hannaford Trucking Company (Inc.), a Maine corporation, Progressive Distributors, Inc., a Maine corporation, and Victory Distributors, Inc., a Massachusetts corporation, all of which are registered foreign corporations in New Hampshire. The contact information for these affiliates is identical, and is as follows:

145 Pleasant Hill Road
Scarborough, Maine 04074

Tel.: (207) 883-2911

(b) The business purpose of Hannaford Bros. Co. is the operation of supermarkets and all attendant business activities. The business purpose of Hannaford Trucking Company (Inc.) is the transportation of goods from Hannaford distribution centers to the retail operations of Hannaford, Hannaford's affiliates and independent supermarket customers receiving wholesale distribution services from Hannaford. The business purpose of Progressive Distributors, Inc. is the transportation of goods from Hannaford distribution centers to the retail operations of Hannaford, Hannaford's affiliates and independent supermarket customers receiving wholesale distribution services from Hannaford. The business purpose of Victory Distributors, Inc. is the leasing, owning and/or operation of some Hannaford supermarkets.

(c) This question is not applicable because Hannaford Trucking Company (Inc.), Progressive Distributors, Inc., Victory Distributors, Inc. and Hannaford Bros. Co. are not affiliated with any New Hampshire utility.

- (6) The telephone number of the applicant's customer service department or the name, title, telephone number and e-mail address of the customer service contact person of the applicant, including toll free telephone numbers if available.

Hannaford Energy's customer service contact person is:

Harrison Horning, P.E.
Director of Energy and Facility Services
145 Pleasant Hill Road, MS 6200
Scarborough, Maine 04074
Tel.: (207) 885-2787
Fax: (207) 885-3197
harrisonhorning@hannaford.com

- (7) The name, title, business address, telephone number, and e-mail address of the individual responsible for responding to commission inquiries.

Harrison Horning, P.E.
Director of Energy and Facility Services
145 Pleasant Hill Road, MS 6200
Scarborough, Maine 04074
Tel.: (207) 885-2787
Fax: (207) 885-3197
harrisonhorning@hannaford.com

- (8) The name, title, business address, telephone number and e-mail address of the individual who is the applicant's registered agent in New Hampshire for service of process.

Hannaford Energy's registered agent in New Hampshire for service of process is:
Lawyers Incorporating Service

14 Centre Street
Concord, New Hampshire 03301
Tel.: (800) 927-9800

- (9) A copy of the applicant's authorization to do business in New Hampshire from the New Hampshire secretary of state, if anything other than an individual.

A copy of Hannaford Energy's New Hampshire foreign LLC registration is attached hereto as Attachment A.

- (10) A listing of the utility franchise areas in which the applicant intends to operate.

Hannaford Energy provides service solely to facilities of Hannaford Bros. Co. or its affiliates, which are located in the following utilities' franchise areas:

New Hampshire Electric Cooperative
Public Service Co. of New Hampshire
Unitil
Granite State Electric Co.

- (11) A description of the types of customers the applicant intends to serve, and the customer classes as identified in the applicable utility's tariff within which those customers are served.

Hannaford Energy serves solely and exclusively the load of the facilities of its parent company, Hannaford Bros. Co., and affiliates of Hannaford Bros. Co. Hannaford Energy certifies that it does not and will not sell electricity at retail to the general public in New Hampshire or to any person or entity located in New Hampshire and not affiliated with Hannaford Bros. Co. Hannaford Energy's customers, thus, will be commercial customers only.

- (12) A listing of the states where the applicant currently conducts business relating to the sale of electricity.

Hannaford Energy is currently licensed and operating in Maine and Massachusetts, where Hannaford Energy sells electricity solely and exclusively to facilities of Hannaford Bros. Co. and its affiliates.

In addition, as stated in the cover letter accompanying this application, Hannaford Energy began conducting business selling electricity to Hannaford Bros. Co. in New Hampshire in summer 2010 under the then-existing exemption for self-supplying electric power suppliers. Hannaford Energy notified this Commission of its exempt status and its intentions in a letter dated April 15, 2010. Due to the recent amendments to Puc 2000, which included eliminating the exemption for self-suppliers, Hannaford Energy now seeks CEPS registration in New Hampshire.

- (13) A listing disclosing the number and type of customer complaints concerning the applicant or its principals, if any, filed with a state licensing/registration agency, attorney general's office or other governmental consumer protection agency for the most recent calendar year in every state in which the applicant has conducted business relating to the sale of electricity.

No customer complaint relating to the sale of electricity has ever been filed against Hannaford Energy or its principal.

- (14) A statement as to whether the applicant or any of the applicant's principals, as listed in a. through c. below, have ever been convicted of any felony that has not been annulled by a court:
- a. For partnerships, any of the general partners;
 - b. For corporations, any of the officers, directors or controlling stockholders; or
 - c. For limited liability companies, any of the managers or members.

Neither the applicant nor any principals of the applicant listed in a. through c. above has ever been convicted of any felony.

- (15) A statement as to whether the applicant or any of the applicant's principals:
- a. Has, within the 10 years immediately prior to registration, had any civil, criminal or regulatory sanctions or penalties imposed against them pursuant to any state or federal consumer protection law or regulation;
 - b. Has, within the 10 years immediately prior to registration, settled any civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation; or
 - c. Is currently the subject of any pending civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation.

Neither Hannaford Energy nor its principal, Beth Newlands Campbell, Manager: (a) has, within the 10 years immediately prior to registration, had any civil, criminal or regulatory sanctions or penalties imposed against it pursuant to any state or federal consumer protection law or regulation; (b) has, within the 10 years immediately prior to registration, settled any civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation; and (c) is currently the subject of a pending civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation.

- (16) If an affirmative answer is given to any item in (14) or (15) above, an explanation of the event.

N/A

- (17) For those applicants intending to telemarket, a statement that the applicant shall:
- a. Maintain a list of consumers who request being placed on the applicant's do-not-call list for the purposes of telemarketing;
 - b. Obtain monthly updated do-not-call lists from the National Do Not Call Registry; and
 - c. Not initiate calls to New Hampshire customers who have either requested being placed on the applicant's do-not-call list(s) or customers who are listed on the National Do Not Call Registry.

This question is inapplicable because Hannaford Energy has no intention of telemarketing. Please reference the response to question (18), below.

- (18) For those applicants that intend not to telemarket, a statement to that effect.

Hannaford Energy has no intention of telemarketing because Hannaford Energy exists solely to serve the load of its parent company, Hannaford Bros. Co., Hannaford Bros. Co.'s affiliates, and no other end user of electricity. To that end, Hannaford Energy respectfully requests that this Commission grant the following:

- (1) a waiver of rules Puc 2003.01(d)(4) and Puc 2003.02 regarding financial security;
- (2) a waiver of rule Puc 2004.03 regarding telephone solicitation of customers;
- (3) a waiver of rule Puc 2004.04 regarding in-person solicitation of customers;
- (4) a waiver of rule Puc 2004.05 regarding customers change in service; and
- (5) a waiver of rule Puc 2004.06 regarding bill disclosure information.

Waiver of these rules satisfies the standard for a waiver in Puc 201.05. These waivers are not contrary to the public interest because Hannaford Energy will not solicit business from or issue bills to any individual or entity, making these consumer protection rules inapplicable to Hannaford Energy. Further, the sole customers of Hannaford Energy are its parent and the parent's affiliates; the affiliate relationship eliminates any need for consumer protection in the form of a financial security, bill disclosure, or otherwise. In addition, waiver of these rules would not disrupt the orderly or efficient resolution of any matters before this Commission.

Finally, Puc 2004.01(a) renders Puc 2004.02, which pertains to the provision of information to residential or small commercial electric customers, inapplicable to Hannaford Energy because Hannaford Energy does not have and will not have such customers. Therefore, Hannaford Energy is not subject to Puc 2004.02.

- (19) A sample of the bill form(s) the applicant intends to use or a statement that the applicant intends to use the utility's billing service.

Hannaford Energy respectfully requests a waiver of this provision, for the reasons stated in the response to question (18), above.

- (20) A copy of each contract to be used for residential and small commercial customers.

Hannaford Energy respectfully requests a waiver of this provision, for the reasons stated in the response to question (18), above.

- (21) A statement certifying that the applicant has the authority to file the application on behalf of the CEPS and that its contents are truthful, accurate and complete.

I, Beth Newlands Campbell, certify that I have the authority to file this application on behalf of Hannaford Energy, LLC. I certify that the contents of this application are truthful, accurate, and complete to the best of my knowledge.

- (22) The signature of the applicant or its representative.

Beth Newlands Campbell
Beth Newlands Campbell, Manager
Hannaford Energy, LLC

12/20/10.
Date

ATTACHMENT A

Filed
Date Filed: 06/21/2010
Business ID: 632482
William M. Gardner
Secretary of State

State of New Hampshire

Filing fee: \$ 50.00
Fee for Form SRA: \$ 50.00
Total fees: \$100.00

Form FLLC-1
RSA 304-C:12

Use black print or type.
Form must be single-sided, on 8 1/2 x11" paper;
double sided copies will not be accepted.

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is Hannaford Energy, LLC

SECOND: The name which it proposes to register and do business in New Hampshire is Hannaford Energy, LLC

THIRD: It is formed under the laws of Maine

FOURTH: The date of its formation is September 14, 2009.

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is any lawful business permitted by the State of New Hampshire and the provision of energy related services.

SIXTH: The name of its registered agent in New Hampshire is Corporation Service Company, dba Lawyers Incorporating Service.

and the street address, town/city (including zip code and post office box, if any) of its registered office is (agent's business address in New Hampshire) 14 Centre Street, Concord, NH 03301.

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 4 Page(s)



T1017325052

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

Form FLLC-1
(Cont.)

*Signature: Beth Newlands Campbell
Print or type name: Beth Newlands Campbell
Title: Manager
Date signed: June 4, 2010
Complete address of person signing: 145 Pleasant Hill Road
Scarborough, Maine 04074

- * Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of formation, amendment and cancellation of articles of organization of limited liability companies and annual reports filed by the same.

I further certify that HANNAFORD ENERGY, LLC is a duly formed limited liability company under the laws of the State of Maine and that the date of formation is September 14, 2009.

I further certify that said limited liability company has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the articles of organization and that according to the records in the Department of the Secretary of State, said limited liability company is a legally existing limited liability company in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this first day of June 2010.



A handwritten signature in black ink, appearing to read "Matthew Dunlap".

MATTHEW DUNLAP

Secretary of State

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Hannaford Energy, LLC
Business Address (include city, state, zip): 145 Pleasant Hill Road, Scarborough, ME 04074
Telephone Number: (207) 883-2911 E-mail: HarrisonHorning@hannaford.com
Contact Person: Harrison Horning
Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has 10 or fewer owners; and
 - B) Advertising relating to the sale of ownership interests has not been circulated; and
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice filing for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. This business is not being formed in New Hampshire.
2. _____ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Beth Newlands Campbell Signature: Beth Newlands Campbell
Date signed: June 4, 2010
Name (print): _____ Signature: _____
Date signed: _____
Name (print): _____ Signature: _____
Date signed: _____



ATTACHMENT B

TO: NEPOOL Participants Committee Members and Alternates
FROM: NEPOOL Membership Subcommittee
DATE: April 21, 2010
SUBJECT: **ACTIONS OF THE NEPOOL MEMBERSHIP SUBCOMMITTEE**

This memorandum is notification that the NEPOOL Membership Subcommittee took the following actions at its April 20, 2010 meeting:

New Member Applications. Approved the Applications for membership in NEPOOL of the following Entities, each subject to the following routine conditions: (i) that the applicant sign and return the Standard Membership Conditions, Waivers and Reminders acceptance letter; (ii) that the ISO and NEPOOL Counsel find the Application complete; and (iii) the applicant execute an Indemnification Agreement:

May 1, 2010, subject to satisfaction of the routine conditions

- Algonquin Energy Services Inc. Supplier Sector
- Noble Americas Gas & Power Corp. Supplier Sector

June 1, 2010, subject to satisfaction of the routine conditions

- Hannaford Bros. Co. End User Sector
- Hannaford Energy LLC [Related Person to Hannaford Bros. Co.;
Market Participant End User]
- New Hampshire Transmission, LLC [Related Person to NextEra Energy
Resources (Generation Sector)]
- Topsham Hydro Partners LP Generation Sector (Generation Group Seat)
- Verso Maine Energy LLC Generation Sector

July 1, 2010, subject to satisfaction of the routine conditions

- Aquilon Power Ltd. [Related Person to Silverhill Ltd. (Supplier
Sector)]

ATTACHMENT C

FEDERAL ENERGY REGULATORY COMMISSION
WASHINGTON, D.C. 20426

OFFICE OF ENERGY MARKET REGULATION

In Reply Refer To:
New England Power Pool
Docket No. ER10-2084-000

Issued: 9/8/10

Day Pitney LLP
242 Trumbull Street
Hartford, CT 06103-3499

Attention: Patrick Gerity
Counsel, NEPOOL Participants Committee

Reference: NEPOOL Member Applications

Dear Mr. Gerity:

On July 30, 2010, you submitted for filing, counterpart signature pages of the New England Power Pool Agreement to update the NEPOOL Participant list to include new members and to reflect a corporate name change.

Pursuant to the authority delegated to the Director, Division of Electric Power Regulation – East, under 18 C.F.R. § 375.307, your filing is accepted effective August 1, 2010 for the new memberships, as proposed.

Notice of the filing was published on August 4, 2010, with comments, protests, or interventions due on or before August 20, 2010. No protests, comments or interventions were filed.

This acceptance shall not be construed as constituting approval of the referenced filing or of any rate, charge, classification, or any rule, regulation or practice affecting such rate or service provided for in the filed documents; nor shall such acceptance be deemed as recognition of any claimed contractual right or obligation associated therewith; and such acceptance is without prejudice to any

Docket No. ER10-2084-000

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findings or orders which have been or any which may hereafter be made by the Commission in any proceeding now or pending or hereafter instituted by or against NEPOOL.

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R. § 385.713.

Sincerely,

Jignasa Gadani, Director
Division of Electric Power
Regulation – East