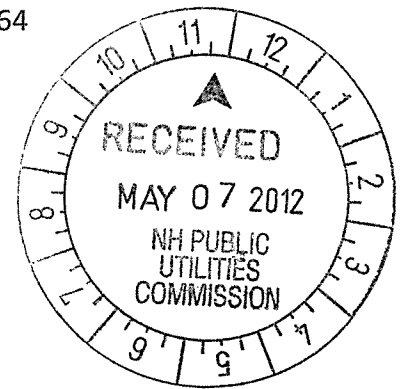


Debra Howland
Executive Director
New Hampshire Public Utilities Commission
21 S. Fruit St., Ste 10
Concord, N.H. 03301-2429

Matt Maloney
Atlantic Power Partners
DM 11-264



Ms.Howland,

It has come to my attention that we have not taken appropriate measures to complete our Electric Aggregation Services registration with the state of NH. According to DM 11-264, the PUC has still not received our permission to do business in the state of NH. This is an unintentional oversight of the PUC 2003.04 rules and we are working on getting this document to you as soon as possible. Atlantic Power Partners is requesting a waiver of rules (PUC 201.05) while we try and correct this mishap.

Thank you for the consideration

Matt Maloney

Matt Maloney 4/25/2012

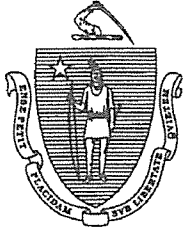
President

Atlantic Power Partners

508-360-4170

mmaloney@atlanticpowerpartners.com

ATLANTIC POWER PARTNERS



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

April 10, 2012

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

ATLANTIC POWER PARTNERS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on August 31, 2011.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
MATTHEW MALONEY

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MATTHEW MALONEY**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MATTHEW MALONEY**



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth