

# CALLISTER NEBEKER & McCULLOUGH

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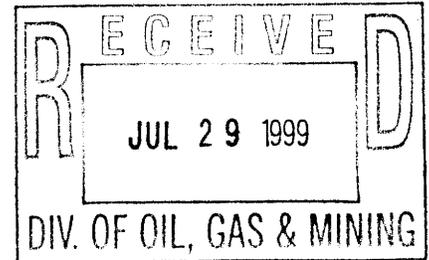
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July 29, 1999

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## HAND DELIVERED

Pam Grubaugh-Littig  
Division of Oil Gas & Mining  
1594 West North Temple, Suite 1210  
P.O. Box 145801  
Salt Lake City, UT 84114-5801

*Copy Pam max  
Bill @  
PFO*

Re: Sunnyside Cogeneration Associates - ACT/007/0351# 2

Dear Pam:

As we discussed, Sunnyside Cogeneration Associates ("SCA") was recently purchased by a limited liability company. Fifty percent of the membership interests in which are owned by a subsidiary of Constellation Power ("Constellation"). It is anticipated that the remaining 50 percent of the membership interests will be sold in August from the company temporarily holding such membership interests to another company. Such temporary ownership was necessary in order to comply with regulations associated with the Public Utility Regulatory Policy Act. Within 30 days after this occurs, SCA will file with the Division of Oil Gas & Mining ("DOGM") information regarding who "owns or controls" SCA as required by your regulations set forth in Utah Admin. Code R645-301-100.

I have previously discussed with you the corporate structure of the transaction. Enclosed please find a copy of the corporate structure for your review of the entities above SCA. If possible, we would like to limit the amount of information provided for corporate entities far removed from the SCA project.

Pam Grubaugh-Littig  
July 29, 1999  
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Thank you for your cooperation in this regard. If you have any questions, please feel free to contact me.

Very truly yours,

CALLISTER NEBEKER & McCULLOUGH

A handwritten signature in black ink, appearing to read "Brian W. Burnett", with a stylized flourish at the end.

Brian W. Burnett

BWB:ias  
Enclosure

cc: Bruce Davis  
Rusty Netz  
Michelle Cohn

# Structure

