



STATE OF CALIFORNIA

**Energy Resources Conservation
and Development Commission**

In the Matter of:)
) Docket No. 01-AFC-7C
Russell City Energy Center)
)
Petition for the Transfer of Ownership from)
Calpine Corporation to Russell City Energy)
Company, LLC)

PETITION FOR OWNERSHIP CHANGE

Pursuant to California Code of Regulations, Title 20, Section 1769(b)¹, Calpine Corporation (Calpine) hereby petitions the Commission for approval of a change of ownership of the Russell City Energy Center (the "Project"), Docket No. 01-AFC-7C.

The change of ownership will reflecting a transfer of the Project's assets and ownership from Calpine Corporation to Russell City Energy Company, LLC. Russell City Energy Company, LLC is jointly owned by Calpine Russell City, LLC (a wholly owned indirect subsidiary of Calpine Corporation)(65%) and Aircraft Services Corporation (a wholly owned indirect subsidiary of General Electric Company)(35%).

¹ All references to "Section" or "Sections" are to Code of Regulations, Title 20, unless otherwise noted.

In response to Section 1769(b)(1)(A), because the Project is not yet under construction or in operation, there will be no operational changes to the Project.

In response to Section 1769(b)(1)(B), Russell City Energy Company, LLC will be responsible for compliance with the Commission's conditions of certification for the Project. As the owner and operator of the Project, Russell City Energy Company, LLC understands the conditions of certification and agrees to comply with them.

In response to Section 1769(b)(1)(C), as an officer of Russell City Energy Company, LLC, I hereby attest, under penalty of perjury, under the laws of the State of California, that the contents of this Petition are truthful and accurate to the best of my knowledge and belief.

RUSSELL CITY ENERGY COMPANY, LLC

Dated: April 23, 2007

By: 

Richard L. Thomas

Vice President