

FILE

7

RECEIVED-DOCKETING DIV

2010 JUN -8 PM 3:41

PUCO

sfisher@mdllp.net

June 8, 2010

Via Courier

Director Kim Wissman
The Ohio Power Siting Board
180 East Broad Street
Columbus, Ohio 43215

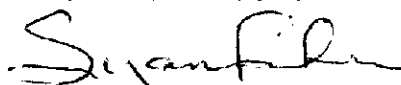
Re: Transfer of Certificate of Environmental Compatibility and Public Need

Dear Director Wissman:

Please find enclosed a Joint Application to Transfer a Certificate to Hog Creek Wind Farm, LLC. Should you have any questions or concerns, please feel free to contact me.

Sincerely,

McMAHON DeGULIS LLP


Suzanne Fisher

SMF/

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

Technician RA Date Processed 6-8-2010

BEFORE THE OHIO POWER SITING BOARD

In the Matter of the Application of)	
JW Great Lakes Wind, LLC, for a Certificate)	Case No. 09-277-EL-BGN
to Construct a Wind-Powered Electric)	
Generation Facility in Hardin County, Ohio)	

JOINT APPLICATION TO TRANSFER A CERTIFICATE TO HOG CREEK WIND FARM, LLC

Joint Applicants are JW Great Lakes Wind, LLC ("JWGL"), holder of the Certificate of Environmental Compatibility and Public Need granted by the Ohio Power Siting Board ("Board") on March 22, 2010, and Hog Creek Wind Farm, LLC, the proposed transferee (together, "Joint Applicants"). In its March Opinion, Order and Certificate, the Board approved the construction of a wind-powered electric generating facility between the village of Dunkirk and the village of Ada, in Washington Township, Hardin County, Ohio. The facility is known as the "Hardin County North Wind Farm" and is filed as Case No. 09-277-EL-BGN with the Ohio Power Siting Board.

Joint Applicants have entered into an agreement whereby all the rights and obligations under the Certificate in this matter are transferred to Hog Creek Wind Farm, LLC. (Exhibit A) Joint Applicants also intend to enter into an additional transfer agreement whereby all assets of this project, permits and all other authorizations pertaining to the facility will also be transferred to Hog Creek Wind Farm, LLC. Hog Creek Wind Farm LLC plans to continue the development of the facility in accordance with the Certificate issued by the Board on March 22, 2010. Hog Creek Wind Farm, LLC pledges to comply with the terms, conditions and modifications contained in the Certificate, as evidenced by the attached correspondence from Richard Zachariason, Chief Operating Officer, JWGL. (Exhibit B.)

Ohio Revised Code Section ("R.C.") 4906.04 applies to a change in ownership of the Certificate where a new third-party entity proposes to acquire the certificate and provides that the Board determine whether a certificate should be transferred to the new third-party entity and, if so, to approve the transfer.

WHEREFORE, Joint Applicants respectfully request that, pursuant to R.C. 4906.04, the Board find that it should approve the transfer of the Certificate to Hog Creek Wind Farm, LLC.

Dave Nash (SME)

David Nash, Esq. (0016774)
McMahon DeGulis LLP
812 Huron Rd. ~ Suite 650
Cleveland, Ohio 44115
(216) 621-1312
dnash@mdlpl.net

Exhibit A

ASSIGNMENT OF CERTIFICATE

This ASSIGNMENT OF A CERTIFICATE, dated effective June 7, 2010 (this "Assignment"), by JW Great Lakes Wind, LLC, a Delaware limited liability company, ("Assignor") in favor of Hog Creek Wind Farm, LLC, a Delaware limited liability company ("Assignee").

RECITALS

A. On March 22, 2010, JW Great Lakes Wind, LLC obtained Certificate of Environmental Compatibility and Public Need from the Ohio Power Siting Board (the "Certificate") to construct and operate a wind-powered electric generating facility to be located between the village of Dunkirk and the village of Ada, in Washington Township, Hardin County, Ohio (the "Project"). The Project is known as the "Hardin County North Wind Farm" and is filed as Case No. 09-277-EL-BGN with the Ohio Power Siting Board.

B. The Assignor undertook certain activities to develop the Project, including applying for and obtaining various permits, certificates and licenses and entering into certain agreements concerning the development of the Project.

C. Assignee intends to continue to develop the Project.

AGREEMENT

NOW THEREFORE, in consideration of the recitals listed above and for adequate and valid consideration, which the receipt thereof is hereby acknowledged, the parties hereto agree as follows:

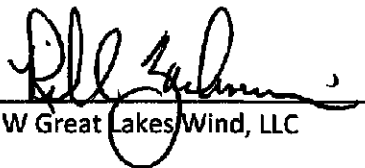
1. **Assignment by JW Great Lakes LLC.** By its signature hereto and for good and valuable consideration, the receipt and sufficiency is hereby acknowledged, JW Great Lakes, LLC hereby assigns to Assignee all of its right, title, interest and obligations in the Certificate that is identified on Exhibit A.

2. **Further Assurances.** Upon the request of Assignee, Assignor will execute, acknowledge, deliver, file and record such further instruments and do such further acts as may be necessary, desirable or proper to carry out the purposes of this Assignment, including, without limitation, obtaining governmental approvals and the transfer and assignment (or confirmation thereof) of any other assets relating to the Project to be transferred. Assignor authorizes Assignee, at Assignee's option, and in the event an Assignor fails upon request of Assignee to execute, acknowledge, deliver, file and record such further instruments and do such further acts as may be necessary, desirable or proper to carry out the purpose of this Assignment, as attorney-in-fact for Assignor, to execute, acknowledge, deliver, file and record such further instruments and do such further acts as may be necessary, desirable or proper to carry out the purpose of this Assignment. Assignor shall cooperate with Assignee in Assignee's efforts to

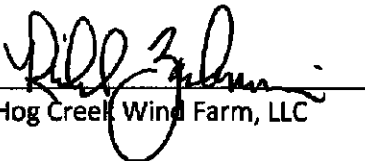
have any of the Assignee Permits amended, modified or replaced to allow activities that are necessary, desirable, or proper for Assignee's development of the Project, and Assignor shall cooperate in any efforts by Assignee in obtaining consents from governmental authorities or third parties deemed by Assignee to be necessary, desirable or proper to carry out the purpose of this Assignment.

3. No Other Assignment. Except as set forth in this Agreement, Assignor represents and warrants to Assignee it is the true and lawful owner of the Certificate and the Certificate is in full force and effect in accordance with its terms, and no previous assignment of its interests in the Certificate has been made.

4. Successors. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and Assigns.


JW Great Lakes Wind, LLC

June 7, 2010
Date


Hog Creek Wind Farm, LLC

June 7, 2010
Date

EXHIBIT "A"

1. Ohio Power Siting Board Certificate issued to JW Great Lakes Wind, LLC and entered on March 22, 2010 for Case Number 09-277-EL-BGN.



June 7, 2010

Via Messenger

Director Kim Wissman
The Ohio Power Siting Board
180 East Broad Street
Columbus, Ohio 43215

Re: Assignment of Certificate for Case Number 09-277-EL-BGN

Dear Director Wissman,

On March 22, 2010, the Ohio Power Siting Board ordered that a Certificate of Environmental Compatibility and Public Need be granted to JW Great Lakes Wind, LLC pursuant to Chapter 4906 of the Revised Code for the construction, operation and maintenance of a wind-powered electric generation facility known as the Hardin County North Wind Farm.

We are requesting the transfer and assignment of the Certificate of Environmental Compatibility and Public Need from the original applicant, JW Great Lakes Wind, LLC to Hog Creek Wind Farm, LLC. Hog Creek Wind Farm, LLC was established to be the ultimate owner for the construction, operation, and maintenance of the Hog Creek Wind Farm (formerly known as Hardin County North Wind Farm). Hog Creek Wind Farm, LLC is a Delaware limited liability company. The sole managing member of Hog Creek Wind Farm, LLC is JW Great Lakes Wind, LLC, which is an Ohio limited liability company and a wholly-owned subsidiary of juwi Wind GmbH.

It is the intent of Hog Creek Wind Farm, LLC to adhere to all terms and stipulations related to the Certificate granted to JW Great Lakes Wind, LLC, including the Joint Stipulation and Recommendation docketed February 9, 2010, and the Opinion and Order docketed March 22, 2010.

Thank you for considering this request and please contact me at 216.344.9305 with any questions.

Sincerely,

Richard Zachariason
Chief Operating Officer, US
Office: (216) 344-9305
zachariason@juwi.com

cc: Dave Nash, McMahon DeGulis LLP
Larry Gearhardt, Ohio Farm Bureau Federation