

**DECLARATION OF ALRINE WILLIAMS IN SUPPORT OF CLAIMS OF
CONFIDENTIALITY OF LIBERTY POWER HOLDINGS LLC**

I, Alrine Williams, declare as follows:

1. I am employed by Liberty Power Holdings LLC (“Liberty Power”) in the position of Counsel.
2. I have reviewed, or caused to be reviewed, the December 27, 2012 RPS Compliance Report of Liberty Power.
3. The statements in this declaration are based on my knowledge, information, or belief.
4. I am authorized to make this declaration on behalf of Liberty Power.
5. Those portions of Liberty Power’s RPS Compliance Report identified in Table 1 below are eligible for confidentiality protection pursuant to Decision (“D.”) 06-06-066 and D.08-04-023 and the Matrix of Allowed Confidential Treatment for Energy Service Provider Data (“ESP Matrix”) attached as Appendix B to the latter decision.
6. The data for which Liberty Power requests confidentiality and thereby protection from public disclosure are of the types and correspond to the category (or categories) in the ESP Matrix specified below:

| TABLE 1: IDENTIFICATION OF CONFIDENTIAL INFORMATION | | |
|---|---|--|
| <i>RPS Compliance Report Worksheet Location</i> | <i>Type of Data</i> | <i>Matrix Category</i> |
| Worksheet “2011 Annual Summary”, RPS Summary Report Table, Cells D9:D10 | Total Retail Sales MWh 2011; Annual RPS Target | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |
| Worksheet “2011-13 Compliance Period”, RPS Summary Report Table, Cells D9:G10 | Total Retail Sales MWh 2011-2013 and CP Total; Annual RPS Targets and Compliance Period | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because |

TABLE 1: IDENTIFICATION OF CONFIDENTIAL INFORMATION

| <i>RPS Compliance Report Worksheet Location</i> | <i>Type of Data</i> | <i>Matrix Category</i> |
|--|--|--|
| | Procurement Requirement percentage | disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |
| Worksheet "Compliance Summary and Charts", Cells C10:G10, C12:G12, C13:H13 | Retail Sales (MWh) 2011-2015, Annual RPS Target MWh 2011-2015, Procurement Quantity Requirements 2011-2013 and 2014-2016 | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |

TABLE 1: IDENTIFICATION OF CONFIDENTIAL INFORMATION

| <i>RPS Compliance Report Worksheet Location</i> | <i>Type of Data</i> | <i>Matrix Category</i> |
|--|---|--|
| Worksheet "Annual RPS Compliance Report: Compliance Status", Annual RPS Procurement and Percentages (MWh) Table: Cells C18:G18 | Annual Retail Sales MWh 2011-2015 | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |
| Worksheet "Annual RPS Compliance Report: Compliance Status", Procurement Quantity Requirement (MWh) Table: Cells C26:H26 | Procurement Quantity Requirements (PQR) MWh 2011-2013 and 2014-2016 | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |
| Worksheet "Annual RPS Compliance Report: Compliance Status", RPS Compliance Status (MWh) Table: Cell C79:E79 | Additional RECs Needed to meet RPS Procurement Quantity Requirement | I – Renewables Portfolio Standard (RPS) Information. A) RPS compliance filings required by CPUC, by ESP: data redacted because disclosure of first three years of forecast retail sales and resource mix data (MWh) and of historical retail sales and supply data (MWh) for prior year would reveal entire net short of ESP. B) Annual RPS compliance filings, by ESP: data redacted because disclosure of first three |

TABLE 1: IDENTIFICATION OF CONFIDENTIAL INFORMATION

| <i>RPS Compliance Report Worksheet Location</i> | <i>Type of Data</i> | <i>Matrix Category</i> |
|---|---------------------|--|
| | | years of forecast retail sales and resource mix data (MWh) and historical retail sales and supply data would reveal the entire net short of ESP. |

7. The data for which Liberty Power is claiming confidentiality is not already public.
8. The confidentiality of the data for which Liberty Power is claiming confidentiality would not be compromised if it were first aggregated with the equivalent data of all other load serving entities before being made public. Other than by the aforesaid process, the data cannot be aggregated, redacted, summarized, masked or otherwise protected in a way that allows partial disclosure.
9. Liberty Power's customers may be harmed by the loss of confidentiality insofar as members of the public not eligible to review the data as non-market participating parties—primarily other market participants such as other ESPs or wholesale suppliers or RPS supplies—can use this data to derive Liberty Power-specific RPS procurement requirements (net short) and Liberty Power's current compliance position, particularly in light of the relative scarcity of such resources eligible for the product content category one resources.

Declared under penalty of perjury that the aforesaid is true of my own knowledge, except as to matters that are stated on information or belief and as to those matters I believe them to be true.

Dated: December 27, 2012



Alrine Williams
Liberty Power Holdings LLC
1901 West Cypress Creek Road, Suite 600
Fort Lauderdale, FL 33309
P: (954) 267-5422
F: (954) 252-4177
Email: awilliams@libertypowercorp.com