

STATE OF VERMONT
PUBLIC SERVICE BOARD

Joint Petition of Central Vermont Public Service Corporation)
("CVPS"), Danaus Vermont Corp., Northern New England)
Energy Corporation ("NNEEC") for itself and as agent for Gaz)
Metro Limited Partnership and its parents, Green Mountain) Docket No. 7770
Power Corporation ("GMP") and Vermont Low Income Trust)
for Electricity, Inc. ("VLITE"), for approval of: (1) the merger of)
Danaus into and with CVPS; (2) the acquisition by NNEEC of)
CVPS and certain other Vermont companies; (3) the amendment)
to CVPS's Articles of Association; (4) the merger of CVPS into and)
with GMP; and (5) the acquisition by VLITE of a controlling interest)
in Vermont Electric Power Company, Inc.)

MOTION TO INTERVENE
AND
PETITION TO APPOINT INDEPENDENT COUNSEL

NOW COME the undersigned Vermont residents and Vermont ratepayers of the State of Vermont ("the "Ratepayers" or "Petitioners" or "Vermonters"), pursuant to Vermont Public Service ("Board") Board Rule 2.209 (A) and (B), and hereby move to intervene in the above proceeding on the grounds that we are residents of Vermont, are served by one or more of the implicated utilities,¹ that our interests are adversely impacted and that no party is in a position to adequately represent our interests.

We also petition the Board, pursuant to Sections 20(a)(1) and 217 of Title 30, to appoint a Vermont attorney to represent the interests of the Ratepayers, the public and the State of Vermont in this proceeding.

In accordance with the applicable rules and well established precedent, as authorized and contemplated by 30 V.S.A. §21, we request the Board approve all reasonable costs and expenses associated with the necessary due diligence, investigation, retention of expert consultants and presentation of substantive, material evidence, including expert opinions, to the Board.

Our distribution utilities were created to serve a public purpose – to serve the public good by serving the residents of the State of Vermont. VELCO was created as a quasi-public entity to import and carry bulk power for the public good of the state and its citizens. VELCO uses rights-of-way through

¹ VELCO is a quasi-public utility that supplies all ratepayers throughout Vermont electricity through its transmission grid and network.

Vermont towns and river valleys and over Vermont's mountains. The right to use those lines and the manner of use should benefit the people of the state of Vermont directly, not secondarily.

As former Governor George D. Aiken of Putney wrote in 1939, in the analogous context of the development of hydro-electric dams on Vermont's public waters and in Vermont communities:

"I strongly recommend that where power development is deemed likely or probable that the title to such dams be held by the public for the benefit of all our people. No more entangling alliances with utility companies should be made."

Quoted in Ralph Nading Hill, *The Winooski*, at 199-200 (1949)

In support of this motion and petition the following Memorandum of Law is submitted.

MEMORANDUM OF LAW
IN SUPPORT OF INTERVENTION

Board Rule 2.209 is modeled after the Vermont Rules of Civil Procedure. It allows intervention by right, as well as by permission.

The Petitioners move to intervene either as a right, or in the alternative, by permission.

I. **Title 30 Grants Petitioners the Right to Intervene.**

Section 208 entitled, "**Complaints; investigations; procedure,**" allows five or more ratepayers to intervene in any investigation before the Board. The Applicants believe there can be no greater or more important investigation than the one pending on whether to allow the merger of the state's two largest utilities, with the beneficiary to be a Canadian company whose ownership in turn is unknown.

Section 208 provides, in pertinent part:

A complaint to the public service board may be made against a company subject to supervision under the provisions of this chapter concerning any claimed unlawful act or neglect adversely affecting the complainant, who may be a company or five or more individuals or, if less than five are so affected, then any one of them. The complainant may bring his or her complaint directly before the board or he or she may file his or her complaint with the department of public service which shall investigate such complaint and if cause exists, shall prosecute the same in the name of the state.

Applicants meet the standards of this statute. Although the matter is presently pending before the Board that procedural detail should not preclude the applicants from participating in the investigation of GMP's petition to merge with CVPS.

This matter is being brought directly to the Board because, based on publicly available information, the Department of Public Service through its commissioner will be unable to effectively and completely represent the public interest and give this proposal the scrutiny and due diligence it demands, which may in the final analysis require substantial changes or outright opposition. The commissioner of the Department is appointed by the governor, who already has publicly announced support for the proposal. It will be all but impossible for an appointee of the governor to stake out a position, either before the Board or in public, or both, against his or her employer, and thus against parts of or the entire proposal.

In addition, Neale Lunderville, an architect **if not THE architect** of this proposal on behalf of GMP and Gaz Metro, is now employed by the governor and working as a special assistant to the governor.

Among other concerns, this proposal, if approved in its current form, will transfer ownership and control of Vermont's electric transmission grid, VELCO, to a Canadian corporation. The new company will own up to 72% of VELCO, and even though Gaz Metro has proposed to put 30% in public trust, there is no assurance that Gaz Metro will not have de-facto control over the executive committee, management and substantive decisions. There is no road map to and no level of detail that ensures the public will have control over vital transmission infrastructure in perpetuity.

On the other hand, this proposal opens the door for the very first time since VELCO was formed for an unprecedented opportunity to give Vermonters a greater role in the ownership and profits from VELCO, which is the standard in many other states.²

For these reasons, the applicants respectfully request that they should be granted party status under Section 208.

It is hoped that, after a careful review of this petition, the rationale behind it, and the icebergs that lie ahead, that the Department and Executive Branch will join in requesting that this motion and petition be granted.

II. Intervention by Right.

Rule 2.209 provides that upon timely intervention, the moving party shall be permitted to intervene in any proceeding when:

- i.) a statute confers an unconditional right to intervene;
- ii.) when a statute confers a conditional right to intervene and the condition or conditions are satisfied; or
- iii.) when the applicant demonstrates a substantial interest which may be adversely affected by the outcome of the proceeding, where the proceeding affords the

² See attached Petition for complete reasons for appointing an independent counsel.

exclusive means by which the applicant can protect that interest and where the applicant's interest is not adequately represented by existing parties.

The applicants submit that section 208 of Title 30 provides an unconditional means for the applicants to intervene in this proceeding.

Alternatively, applicants submit they have a vested right to participate in the sale of CVPS to GMP where the sale will effectively grant control of Vermont's two largest electric distribution utilities to a Canadian company AND hand over the effective control of the transmission planning and infrastructure to a Canadian company.

By analogy, if Vermont was in a position to and proposed to sell its Interstate highway system to a foreign corporation, Vermonters would want to ensure that the proposal was carefully scrutinized by an independent consultant who did not in advance announce support for the proposal.

The Governor, who sets policy for the executive branch of state government, publicly announced support for this mega proposal months ago, setting the policy direction for his departments and agencies to follow in regulatory proceedings before this Board.

The applicants are mostly GMP and CVPS customers, but all pay fees to and are serviced by VELCO transmission lines and substations. While GMP, CVPS and Gaz Metro officials, as well as state officials, speak about relatively short term arrangements and benefits for ratepayers, no one has effectively challenged the long term impacts on this state, its economy and its environment.

Before the Board grants this petition, the Vermonters must be assured that the Board has been presented with a comprehensive, unbiased and candid analysis of the proposal.

III. Intervention by Permission.

Upon timely application, a person may in the discretion of the Board be permitted to intervene in any proceeding when the applicant demonstrates a substantial interest which may be affected by the outcome of the proceeding. PSB Rule 209(B).

In exercising its discretion, the Board is obligated to consider three criteria. First, whether the applicants' interests will be adequately protected by existing parties. Based on available information, no party, including the Department of Public Service, will substantially oppose the proposal. Moreover, the Department as part of the Administration is compromised by the governor's official support for the proposal.

All parties appear focused on alleged short term gains, short term accommodations and/or benefits that can possibly flow over limited periods of years. In fact, the rushed review and approval process for this mega deal suggests that time, not substantive review, is of the essence.

No party has effectively challenged or is expected to challenge the basic premise of GMP/Gaz Metro's claims of greater efficiencies and substantially lower rates and better service over extended

periods of time. The transfer of a controlling interest in VELCO to a foreign corporation is a footnote in the self-serving claims that the deal is great for Vermonters.

The Board is also required to evaluate whether there are alternative means to protect the applicants' interests. Based on available information, this is the sole and exclusive jurisdictional forum to approve this matter.

Finally, the Board is required to determine whether the application will delay the proceeding or "prejudice the interests" of existing parties or of the public. This application for intervention and associated petition are being filed within the time frame allowed by the Board. Moreover, the applicants are members of the public who wish to participate since the Department of Public Service is in a compromised situation and cannot effectively advance the interests of the public. There will be no prejudice to the interests of the existing parties if the deal, after careful scrutiny by independent consultants, confirms what the parties are saying – that this is a good deal for Gaz Metro, GMP, CVPS executives, and Vermonters.

The applicants have met all three criteria for intervention by permission.

PETITION TO APPOINT

Summary

Vermont's two largest retail electric utilities and Gaz Metro, a Canadian utility, have proposed *inter alia* a merger which effectively will allow the owners of Green Mountain Power Corporation (GMP), the State's second largest retail company, to acquire the assets of and provide electric service to Central Vermont Public Service Corporation's (CVPSC) customers.

CVPS is presently the State's largest retail electric company. Together, these two retail companies will form the largest and most influential electric retail company in the State of Vermont, although owned exclusively by interests outside the United States.

Based on available information, Gaz Metro will own a substantial portion of Vermont Electric Power Company's (VELCO) shares and therefore be in a position to play a significant role in controlling Vermont's transmission planning and infrastructure. It will control Vermont's local and statewide electrical infrastructure, control statewide electric energy and transmission planning and control the investment levels of that infrastructure.

Control of the electric transmission grid has been the subject of litigation in Canada. The eastern maritime provinces wish to develop, generate and transmit electricity into the United States. However, access to the grid through Quebec has become an obstacle. Access to the grid in and through Vermont, which is owned by VELCO, may become another obstacle to Vermonters who wish to see competition in sources of electricity.

The merged utility will allow Gaz Metro to play a significant role in deciding in which regions and towns it wishes to propose constructing transmission lines and infrastructure, very possibly to

interconnect the Province of Quebec to the lower New England states for large wholesale power sales. The environmental future of our state as well as our energy future will be planned by Gaz Metro, not Vermont planners and utilities. In other words, in its efforts to serve population centers in southern New England, Vermont would become the route of choice. In January 2009, VELCO created a map which showed that if transmission from Quebec was not possible through New Hampshire, then it could build two new high voltage transmission lines through the Northeast Kingdom.

This is a significant moment in the history of Vermont. The magnitude of proposal, and the regulatory review and approval, require a complete and unbiased assessment by disinterested experts in full daylight, since the results of this decision will be with us for decades to come.

The proposal affects more than electrical hardware and should be seen as more than an opportunity for GMP and Gaz Metro to offer short term economic benefits to Vermont's ratepayers and organizations through alleged efficiencies of size, e. g., the elimination of utility executives and staff at CVPS headquarters in Rutland. The present parties are unable to analyze the complexities and intricacies of the proposal.

ARGUMENT

The history of VELCO goes back to the 1950's when the state of Vermont proposed to form a public entity to import low cost St. Lawrence hydro power from New York State. Vermont's for-profit owned utilities balked at the idea of importing St. Lawrence power and only when confronted with the need and the public will for public ownership of such transmission facilities did the for-profit (and non-profit public) utilities step forward to create VELCO.

VELCO has been owned and controlled largely by GMP and CVPS. It has returned between 11% to 12% to its owners. It brings St. Lawrence power, Niagara power, Ontario power and Hydro Quebec power into Vermont. It has constructed a 200 MW back-to-back HVDC Converter and miles of additional transmission lines. Currently, VELCO manages a transmission system of consisting of 650 miles of transmission lines.

The electric system in Vermont and the region is transitioning in many important ways that hold great opportunity for Vermonters – from improving the state's economy, environment and the wellbeing of its communities. Public policy initiatives undertaken by the Vermont General Assembly and decisions by state regulators in recent years have encouraged renewable energy development, greater investment in energy efficiency resource acquisition and established clear goals and mandates for achieving those ends.

In this emerging landscape consumers are becoming producers of electricity, electricity production is moving away from over-reliance on large-scale, central station, base-load generation in favor of small-scale distributive generation sources, with their greater promise to improve system diversity and reliability, enhance state and local energy independence, and to keep more of the economic benefits within the communities that bear the impacts of electric infrastructure development. These more

benign resources can be targeted to defer or avoid investment in distribution and transmission facilities to achieve greater flexibility and efficiency in the system.

To realize these goals, the state's transmission system must be operated in a fully transparent manner and provide open access with a level playing field for all participants, in order to ensure a fully efficient and competitive electricity market place.

Accordingly, the ownership of VELCO should not be bargained, transferred, conveyed or in any way sold to Gaz Metro or its subsidiaries but should remain a Vermont organization, ideally through public ownership.

Its ownership and control is vital to the commerce of Vermont, much like rivers were 150 years ago; hence the waters of the state are held in public trust. Fast forward to the turn of the last century, and as automobiles became essential to commerce, the roads on which they travel are built and operated in the public's interest.

The importance of Vermont's utilities and their infrastructure is critical to the future economic independence and wellbeing of the State of Vermont. This proposal is so critical, so unprecedented and so important to Vermonters and the State as a whole that it is imperative the Board appoint a separate, independent public advocate to ensure independence and public confidence, elevate the proposal above the self-serving political rhetoric offered by sponsors and proponents of the merger proposal, that presently exists within the state and provide much needed independent viewpoints and analysis to the Board.

The Governor of Vermont has publicly supported the merger based solely on the very preliminary information and data presented by GMP, i. e., Gaz Metro, in a light most favorable to GMP and Gaz Metro, its owners. The commissioner of the Department of Public Service reports to and takes direction from the Governor. The commissioner and the Department cannot take a policy position contrary to the governor's and must ultimately take and promote the Governor's position.

The commissioner of Public Service, charged with representing the public's interest and presently involved in the assessment of this proposal, also has an appearance of a conflict because a family member is employed as a senior partner in the law firm of Sheehey, Furlong & Behm, a Burlington law firm, one of whose clients is a large corporation, GMP. The appearance of any conflict must be avoided at all cost and transparency must be guaranteed when taking a position on behalf of Vermonters about the most significant electric utility merger in the past century. Any less than the appointment of a public advocate places the integrity of this merger process into question

If the proposal is not, as announced in self-serving press releases by Gaz Metro and GMP, of benefit to Vermonters, the public's interest will be materially and adversely impacted for the next century.

Based on available information, no party presently participating in the proceeding either can or has indicated a willingness to oppose the Administration's position.

Without effective, independent counsel, no one will be in a position to provide the Board with critically important analysis and expert opinion.

Accordingly, it is respectfully requested that the Board appoint an independent public advocate pursuant to Section 217 of Title 30, with the right to bill back the petitioning utilities pursuant to Sections 20 and 21 of Title 30 and retain experts to analyze the merger request and present independent testimony concerning the public benefits or adverse impacts, or both, of what may be the single most important issue facing Vermont.

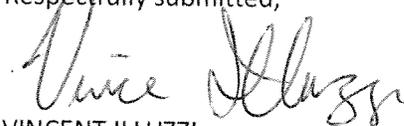
By presenting the above facts and arguments, the moving parties do not intend to limit the independent counsel's authority to broadly investigate the proposed merger and raise other relevant issues raised by the application.

We stand prepared to answer any questions or offer further information should the Board require it.

We request leave to supplement this motion and petition with news articles and other documents that in part form the basis of this request.

DATED: October 17, 2011

Respectfully submitted,



VINCENT ILLUZZI

527 Ridgehill Drive, Newport, VT
05855

Tel. 802-673-9030

ELECTRIC UTILITY: VEC

AND

See attached for additional names, signatures and the name of the serving electric utility, and all of whom are served by VELCO and its subsidiaries or related entities.

The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	RICHARD LARSEN <i>Richard Larssen</i>	69 So. St. Wells, VT 05774	CUPS
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	RANDY KOCH	1026 JACK HILL RD	
2.	MURDALL / / /	E CALAIS VT	WEC
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1.	RICHARD LARSEN <i>Richard Larssen</i>	69 South St, Wells, VT 05774	CVPS
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Hotmail

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Begin forwarded message:

From: Alexandra Kemper <akemper1216@yahoo.com>
Date: October 17, 2011 8:29:26 AM EDT
To: Hugh Kemper <hughkemper@comcast.net>
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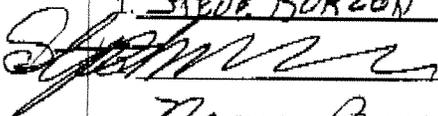
The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

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ELECTRIC UTILITY

1.	STEVE BURZON	1666 TIMMOTHY RD	CVPS
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3.	Nancy Burzon		
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4.	NANCY BURZON	AIRBOVE	AIRBOVE
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

- | PRINT and SIGN NAME | ADDRESS | 2089 W. CREEK ELECTRIC UTILITY |
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| 1. SUSAN R. SHAW |  | FLORENCE VT 05744 CVPS |
| 2. LEONARD J. MONTUORI JR. |  | 250 CEDAR AVE
RUTLAND, VT. 05701 CVPS |
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	<i>George Plumb</i>	<i>305 Plumb Rd</i>	<i>AMP</i>
2.		<i>Washington, VT 05675</i>	
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	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	SAMUEL PRESS		
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

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1. MARTHA SCHONMANN P.O. Box 216 220 Littleport Lane CVPS
MARIE SCHONMANN FRUIT, VT 05741

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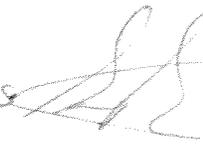
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1. Gene Bertsche	69 Garron Rd. Middletown Spg. VT	CVPS
2. Rosemary Maser	69 Garron Rd. Middletown Spg. VT	CVPS
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	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	<i>Cardyve R. Wang</i>	388 Juniper Ridge, Shelburne, Vt	GMP
2.	<i>Deane Wang</i>	388 Juniper Ridge, Shelburne, Vt	GMP
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	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	STEPHEN THURSTON <i>[Signature]</i>	89 DIAMOND IS LN FERRISBURGH VT 05456	GMP
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Vince Illuzzi ▾

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From: "Martha Schoenemann" <martha@schoenemann.com>
Date: October 17, 2011 11:50:01 AM EDT
To: "Vince Illuzzi" <vincentilluzzi@hotmail.com>
Cc: <skaplan@jackhill.org>
Subject: Petition

My signature on Petition to Appoint Independent Counsel

I sent these using Elements Organizer. Find out more: <http://www.adobe.com/products/psprelements/>

The Voter to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

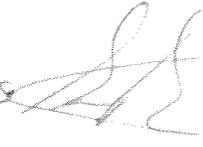
PRINT and SIGN NAME	ADDRESS	ELECTR. C. UTILITY
MARATHA SCHOENEMANN	PO Box 216, 2nd Floor, Jack Hill	CUPS
Vince Illuzzi	1000, VT 05741	

The Motion to Intervene and Petition to Appoint Independent C&I following Vermont residents:

	PRINT and SIGN NAME	ADDRESS
1.	Peter Bournes	1836 Rt 12 Rm
2.	Amanda Gravel	3039 RT1
3.	Chelsea Miller	3044 N. Hyde Park Rd.
4.	Krystin Britton	11028 E. Craft
5.	MURICE COFFE	267 MURPHY RD
6.	D. Bled	8859 VT RT 15 Wolke
7.	Emily M. Hoeg	1426 VT 100 Hyde Park
8.	Andrea W. Shureidy	95 main St
9.	Edison W. Kempman	2376 West S Fairfield
10.	Tracy L. Wells	50 Jersey way
11.	Annette Small	196 Courthouse
12.	Lacey G. Miller	19 1st St Free
13.	Rick Barry	712 Stick
14.	Brian Davis	PO BOX 60 N
15.	Tommy Perry	4904 Lafayette
16.	Dore E. Campbell	317 Pine wood
17.	Paula B. Jewell	208 Golf Course
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BURAK & ANDERSON
MELLONI PLC
COUNSELLORS AT LAW

FAX COVER SHEET

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Date: October 17, 2011

Total Pages: 2, including cover sheet

To: Vincent Illuzzi, Esq.

Re: Motion To Intervene and Petition

Fax: 802-754-2881

From: Michael L. Burak, Esq.

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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	Michael H. Burak	31 Dunder Rd	Burlington Elec
2.	Michael Burak	Burlington, VT 05401	Dept.
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Date: 17 Oct 11

FAX Transmittal to: Vincent Iuzzo

FAX No. 802 754-2881

FAX From Alice Allen

FAX No. 802 584 3898

RE: GMP/CVPS GAZ Metro Region

Total Pages
(including cover)

The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	<u>Alice H. Allen</u>	<u>Quinn St. Allen Wells River, VT</u>	<u>GMP</u>
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1. Beverly Peterson 	2527 W. Creek Rd Brandon, VT 05133	CUPS
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

	PRINT and SIGN NAME	ADDRESS	ELECTRIC UTILITY
1.	John DONALDSON JB Donaldson	114 old Summer Camp Rd	EMF
2.		Waitsfield VT 05673	
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The Motion to Intervene and Petition to Appoint Independent Counsel is agreed to by the following Vermont residents:

- | | PRINT and SIGN NAME | ADDRESS | ELECTRIC UTILITY |
|----|---|--|----------------------|
| 1. |  | 293 Westwood Drive, Montpelier, VT 05602 | Green Mountain Power |
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