



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

Contents of Electric Generation Supplier (EGS) License Application Package

- I. License Application.
- II. Bond Language and Sample Bond (Appendix A).
- III. Tax Certification Statement (Appendix B).
- IV. Sample Disclosure Statement (Appendix C).
- V. Sample Form of Notice (Appendix D).
- VI. Electronic Data Interchange & Internet Requirements (Appendix E).
- VII. Customer information Disclosure Requirements, Chapter 54.1 to 54.9 of Title 52 Pa. Code.
- VIII. Supplier Licensing Requirements, Chapter 54.31 to 54.43 of Title 52 of Pa. Code.
- IX. Standards and Billing Practices for Residential Utility Service. Chapter 56 of Title 52 of Pa. Code.

Title 52 (Public Utilities of the Pa. Code is available online at www.pacode.com. Copies are available from Fry Communications at (717) 766-0211, ext. 339.

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of BlueStar Energy Services, Inc., (“BlueStar”) for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer/Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

- **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

BlueStar Energy Services, Inc.
363 W. Erie Street, Suite 700
Chicago, IL 60654
Telephone: (312) 327-0090
Toll Free Number: (866) 258-3782
Fax: (866) 422-2515.

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

BlueStar Energy Services, Inc. (“BlueStar”) does not, and has not conducted business under any other name.

- 2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

Jon Casadont
Chief Legal Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654
Telephone (312) 628-8666
Fax (312) 628-8668
jcasadont@bluestarenergy.com

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

Aaron Rasty
Chief Operating Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654
Telephone (312) 628-8600
Fax (312) 628-8601
arasty@bluestarenergy.com

- 3.a. **ATTORNEY:** The name, addresses, telephone number, and FAX number of the Applicant’s attorney:

Jon Casadont
Chief Legal Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700

Chicago, IL 60654
Telephone (312) 628-8666
Fax (312) 628-8668
jcasadont@bluestarenergy.com

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

BlueStar's registered agent in the Commonwealth of Pennsylvania is:

Corporation Service Company
2704 Commerce Drive
Harrisburg, PA 17110
Dauphin County
Toll Free Number: (800) 927-9800
Fax Number: (717) -526-4401

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

The Applicant will be using a fictitious name or doing business as ("d/b/a"):

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

Or

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

The Applicant is a sole proprietor.

If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

Or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (none)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other _____

On June 30, 2009, BlueStar filed an Application for Certificate of Authority form and all accompanying documents to the Department of State Corporation Bureau at P.O. Box 8722, Harrisburg, PA 17105-8722. Under 15 Pa.C.S. § 4125 or under 15 Pa.C.S. § 6125 upon the filing of this form the applicant corporation shall be deemed to hold a Certificate of Authority and no actual certificate will be issued to the applicant by the Department.

Proof of compliance with Application for Certificate of Authority form with the Department of State Corporation Bureau is provided below.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

Corporation Service Company
053245-005 KEU

Document will be returned to the name and address you enter to the left.
←

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
BlueStar Energy Services, Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB-54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Illinois

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

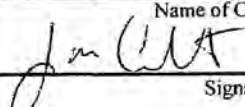
363 West Erie Street, Suite 700, Chicago, IL 60654

Number and street	City	State	Zip
363 West Erie Street, Suite 700	Chicago	IL	60654

2009 JUN 30 PM 4:40

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:				
(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: Corporation Service Company				County Dauphin

7. Check one of the following:
<input checked="" type="checkbox"/> Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.
<input type="checkbox"/> Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 30th day of June 2009.
BlueStar Energy Services, Inc. Name of Corporation
 Signature
Jon Casadont, Senior Vice President Title

Give name and address of officers.

Guy Morgan
Chief Executive Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Jon Casadont
Chief Legal Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Aaron Rasty
Chief Operating Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Tom Keen
Chief Technology Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Steven Strobel
Chief Financial Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

The Applicant is incorporated in the state of Illinois. Provide a copy of the Applicant's Articles of Incorporation. A copy of BlueStar's Illinois Articles of Incorporation is provided below.

Form **BCA-2.10**

ARTICLES OF INCORPORATION

6214-1514

(Revised Jan. 1999)

This space for use by Secretary of State

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
http://www.sos.state.il.us

PAID
EXPEDITED
SECRETARY OF STATE
FILED
APR 05 2002
APR 05 2002
JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date 4-5-02

Franchise Tax \$ 25.00
Filing Fee \$ 75.00

Approved: lt 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: BlueStar Energy Services, Inc. lt



(The corporate name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Michael B. Fischer

First Name Middle Initial Last Name

Initial Registered Office: 203 N. LaSalle Street, #1800

Number Street Suite #
Chicago, IL Cook 60601
City County Zip Code

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which a corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended. 014
044

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$1.00	1,000	100	\$1,000
TOTAL =				\$1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
 Name Residential Address City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 4, 2002
 (Month & Day) Year

Signature and Name	Address
1. <u>Michael B. Fischer</u> Signature <u>Michael B. Fischer</u> (Type or Print Name)	1. <u>203 N. LaSalle Street, #1800</u> Street <u>Chicago, IL 60601</u> City/Town State ZIP Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State ZIP Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The **minimum total due** (franchise tax + filing fee) is **\$100**.
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523

C-162.20

FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

FILED

JUL 14 2006

JESSE WHITE
SECRETARY OF STATE



CP0376027

File # 0214-151-4

Filing Fee: \$50

Approved lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): BlueStar Energy Services, Inc.

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on June 30 2006
in the manner indicated below: Month & Day Year

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:

a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.

Article I: Name of the Corporation: _____
New Name

(All changes other than name include on page 2.)

PAID

JUL 18 2006

**EXPEDITED
SECRETARY OF STATE**

Text of Amendment

- b. If amendment affects the *corporate purpose*, the *amended purpose* is required to be set forth in its entirety.
For more space, attach additional sheets of this size.

The Articles of Incorporation are hereby amended by increasing the number of authorized shares of the Corporation from 1,000 shares of Common Stock, \$1.00 par value per share, to 5,000 shares of Common Stock, \$1.00 par value per share.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (if not applicable, insert "No change"):

No Change

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

No Change

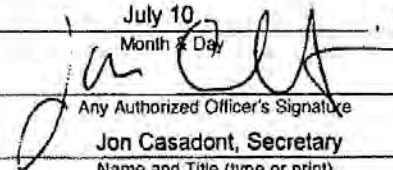
- b. The amount of paid-in capital as changed by this amendment is as follows (if not applicable, insert "No change"):
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-in Capital:	\$ <u>No Change</u>	\$ <u>No Change</u>

Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.

6. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated July 10, 2006 BlueStar Energy Services, Inc.
Month & Day Year Exact Name of Corporation


Any Authorized Officer's Signature

Jon Casadont, Secretary
Name and Title (type or print)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____
Month & Day Year

FORM **BCA 1.15** (rev. Dec. 2003)
STATEMENT OF CORRECTION
 Business Corporation Act

FILED

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 785-2237
 http://www.cyberdriveillinois.com

JUL 14 2006

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

6214-151-4
 File #

Franchise Tax \$ _____ Penalty/Interest \$ _____ Filing Fee: \$50.00 Total \$ 50.00 Approved: lt
 Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. CORPORATE NAME: BlueStar Energy Services, Inc.
2. STATE OR COUNTRY OF INCORPORATION: Illinois
3. Title of document to be corrected: Articles of Incorporation
4. Date erroneous document was filed by Secretary of State: April 5, 2002



5. Inaccuracy, error or defect:
 (Briefly identify the error and explain how it occurred. Use reverse side or add one or more sheets of this size if necessary.) Item #4

The issued shares was reported at 100 instead of 1,000, due to a typographical error.

6. Corrected portion(s) of the document in corrected form:
 (If there is not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
 4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received

Class	Par Value Per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration
Common	\$1.00	1,000	1,000	\$1,000.00

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 11, 2006 BlueStar Energy Services, Inc.
 (Month/Day) (Year) (Exact Name of Corporation)

by [Signature]
 (Any Authorized Officer's Signature)
Jon Casavant, Secretary
 (Type or Print Name and Title)

PAID
 JUL 18 2006
EXPEDITED
SECRETARY OF STATE
 C-199.10
 30817908

FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

FILED
AUG 24 2009
JESSE WHITE
SECRETARY OF STATE

Permit payment in the form of a check or money order payable to Secretary of State.

File # 6214-151-4 Filing Fee: \$50 Approved: KAC

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): BlueStar Energy Services, Inc.

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on August 20, 2009
in the manner indicated below: Month & Day Year

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:

a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.

Article I: Name of the Corporation: _____
New Name

(All changes other than name include on page 2.)

Text of Amendment

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.
For more space, attach additional sheets of this size.

See Exhibit A Attached Hereto.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (If not applicable, insert "No change"):

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):
 (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

b. The amount of paid-in capital as changed by this amendment is as follows (if not applicable, insert "No change"):
 (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)
 (See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-in Capital:	\$ _____	\$ _____

Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.

6. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated August 24 Month & Day, 2009 BlueStar Energy Services, Inc. Exact Name of Corporation

 Any Authorized Officer's Signature
Jon Casadont, Secretary
 Name and Title (type or print)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____, _____
Month & Day Year

**EXHIBIT A
TO THE
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BLUESTAR ENERGY SERVICES, INC.**

ARTICLE 7:

Paragraph 1. Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that to the extent required by the Business Corporation Act of 1983 of the State of Illinois (the "IBCA"), this provision shall not eliminate or limit the liability of the director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the IBCA, as such section may be amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.

Paragraph 2. Indemnification of Directors and Officers. The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Corporation), by reason of his acting as a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in respect thereof; provided, however, that the Corporation shall not be obligated to indemnify any such person (i) with respect to proceedings, claims or actions initiated or brought voluntarily by such person and not by way of defense, or (ii) for any amounts paid in settlement of an action effected without the prior written consent of the Corporation to such settlement. Such indemnification is not exclusive of any other right to indemnification provided by law, agreement or otherwise. Expenses that may be subject to indemnification hereunder shall be paid in advance of the final disposition of the action, suit or proceeding to the full extent permitted by the IBCA, subject to the Corporation's receipt of any undertaking required thereby.

Paragraph 3. Contract with the Corporation. The provisions of Paragraph 2 of this Article 7 shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while said Paragraph 2 and the relevant provisions of the IBCA or other applicable laws, if any, are in effect. The Corporation further agrees that in the event a person entitled to indemnification under Paragraph 2 of Article 7 claims indemnification, the Corporation shall take all required

action to bring about a prompt and good faith determination of such person's right to indemnification hereunder.

Paragraph 4. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article 7 and who are or were employees or agents of the Corporation may be indemnified to the extent the Corporation is empowered to do so by the IBCA or any other applicable laws, when and as authorized at any time or from time to time by the board of directors in its sole discretion.

Paragraph 5. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 7.

Paragraph 6. Effect of Amendment and Repeal. No amendments to or repeal of this Article 7 of these Articles of Incorporation shall apply to or have any effect on the rights of any individual referred to in this Article 7 for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.

Paragraph 7. No Cumulative Voting. Under no circumstances shall any shareholder have cumulative voting rights.

FORM **BCA 5.10/5.20** (rev. Dec. 2003)
**STATEMENT OF CHANGE OF
 REGISTERED AGENT AND/OR
 REGISTERED OFFICE**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 328
 Springfield, IL 62756
 217-782-7808
 www.cyberdriveillinois.com

SECRETARY OF STATE JESSE WHITE FILED 03/16/09

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

File # 62141514 Filing Fee: \$25 Approved: SG
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: BLUESTAR ENERGY SERVICES, INC.
 State or Country of Incorporation: ILLINOIS



3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent: ALAN WALTER NICGORSKI
First Name Middle Name Last Name
 Registered Office: 55 EAST MONROE STREET 3930
Number Street Suite # (P.O. Box alone is unacceptable)
CHICAGO 60603 COOK
City ZIP Code County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent: ALAN WALTER NICGORSKI
First Name Middle Name Last Name
 Registered Office: 55 EAST MONROE STREET 3440
Number Street Suite # (P.O. Box alone is unacceptable)
CHICAGO 60603 COOK
City ZIP Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
 a. Resolution duly adopted by the board of directors. (See Note 5 on reverse.)
 b. Action of the registered agent. (See Note 6 on reverse.)

SEE REVERSE FOR SIGNATURE(S).



7. **If authorized by the board of directors, sign here. (See Note 5 below.)**

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 6 below.)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated MARCH 9, 2009
Month & Day Year

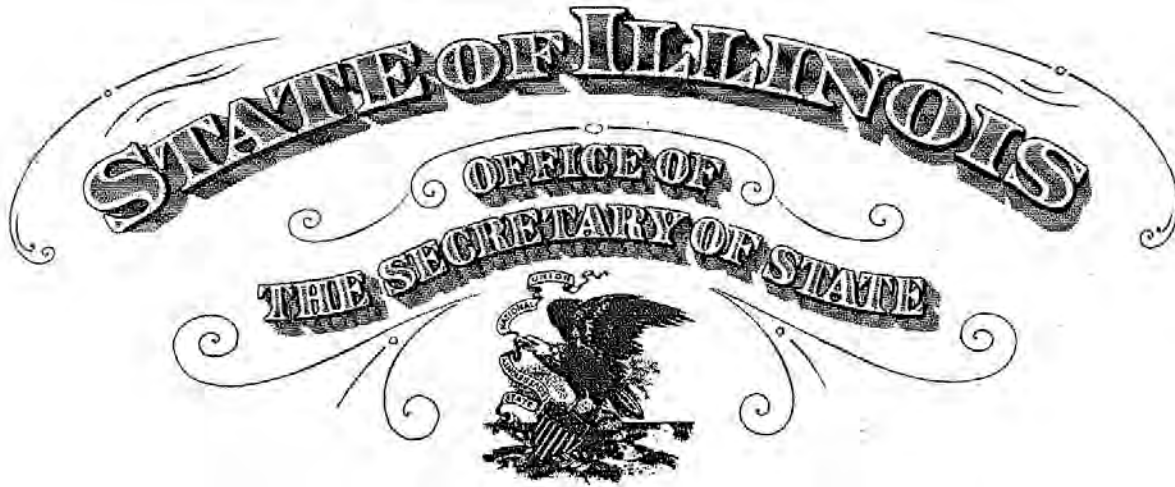
Signature of Registered Agent of Record

ALAN W. NICGORSKI

Name (type or print)
If Registered Agent is a corporation,
Name and Title of officer who is signing on its behalf.

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 13 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR BLUESTAR ENERGY SERVICES, INC..



Authentication #: 0923702075
Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH day of AUGUST A.D. 2009 .

Jesse White

SECRETARY OF STATE

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

or

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

7. **APPLICANT'S PRESENT OPERATIONS:** (select and complete the appropriate statement)

The Applicant is presently doing business in Pennsylvania as a

- vertically-integrated provider of generation, transmission, and distribution services.
- municipal electric corporation providing service outside its municipal limits.
- electric cooperative
- local gas distribution company
- nonintegrated provider of electric generation, transmission or distribution services.
- Other. (Identify the nature of service being rendered.)

Or

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Generator and supplier of electric power.
- Municipal generator and supplier of electric power.
- Electric Cooperative and supplier of electric power
- Broker/Marketer engaged in the business of supplying electricity.
- Aggregator engaged in the business of supplying electricity

Other (Describe): BlueStar is a retail electric supplier. BlueStar has no affiliated companies that are involved in the generation, transmission, distribution, sale, or purchase of retail electricity. As BlueStar neither owns nor is affiliated with any generation or distribution assets, BlueStar procures (and will continue to procure) electricity it needs to serve its existing and expected future customer load in the Commonwealth of Pennsylvania from the open market.

9. **PROPOSED SERVICES:** Generally describe the electric services or the electric generation services which the Applicant proposes to offer.

BlueStar plans to provide direct retail energy supply and related services to commercial (25kW or greater) and industrial customers throughout the Commonwealth of Pennsylvania. BlueStar will not use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers.

10. **SERVICE AREA:** Generally describe the geographic area in which Applicant proposes to offer services.

BlueStar plans to provide electric generation services to commercial (25kW or greater) and industrial (“C&I”) customers throughout the Commonwealth of Pennsylvania.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (25 kW and Under)
- Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **FERC FILING:** Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number ER 04-426-001.
- Not applicable

13. **START DATE:** The Applicant proposes to begin delivering services on January 1, 2010. (approximate date). BlueStar will not begin providing or marketing services in the Commonwealth of Pennsylvania until and after BlueStar is licensed by the Pennsylvania Public Utility Commission and has completed all necessary EDI testing.

14. **NOTICE:** Pursuant to Section 5.14 of the Commission’s Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Proof of Service. BlueStar has served signed and verified copies of application to the entities identified above.

CERTIFICATE OF SERVICE

I hereby certify that on September 23, 2009, a copy of foregoing Application of BlueStar Energy Services, Inc. for approval to offer, render, furnish, or supply electricity or electric generation services as a Electric Generation Supplier engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania was served by mail to the following addresses:

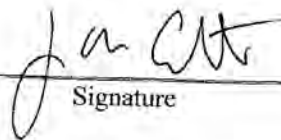
Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Jon Casadont/Chief Legal Officer
Name/Title


Signature

September 23, 2009
Date

Serve a copy of application to the following Electric Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

Paul E. Russell, Associate General Counsel

PPL

Two North Ninth Street

Allentown, PA 18108-1179

BlueStar's application is to provide electric generation service in PPL's service territory. Therefore, BlueStar has served a signed and verified copy of the application with attachments to Paul E. Russell, Associate General counsel off PPL at the PPL address identified above.

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

Proof of Service of Application to the names identified above.

CERTIFICATE OF SERVICE

I hereby certify that on September 23, 2009, a copy of foregoing Application of BlueStar Energy Services, Inc. for approval to offer, render, furnish, or supply electricity or electric generation services as a Electric Generation Supplier engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania was served by mail to the following Electric Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

Paul E. Russell, Associate General Counsel
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Jon Casadont/Chief Legal Officer
Name/Title


Signature

September 23, 2009
Date

15. **TAXATION:** Attach the completed TAX CERTIFICATION STATEMENT in Exhibit B to this application.

Below in Exhibit B is a completed Certification Form.

Exhibit B is a copy of BlueStar's Tax Certification Statement.

16. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither BlueStar, (the Applicant) an affiliate or predecessor, nor any person identified in BlueStar's Application has been convicted of a crime involving fraud or similar activity.

17. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

Primary Consumer Service and Complaint Contact

Alternate Consumer Service and Complaint Contact

Mary Jane Ryan
Operations Manager
BlueStar Energy Services, Inc.
363 W. Eire Street
Suite 700
Chicago, IL 60654
Telephone: (866) 258-3782 (extension 8665)
Fax: (866)-422-2515

Jon Casadont
Chief Legal Officer
BlueStar Energy Services, Inc.
363 W. Eire Street
Suite 700
Chicago, IL 60654
Telephone: (866) 258-3782 (extension 8666)
Fax: (866) 422-2515

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

BlueStar does not plan to offer residential services to customers. In the event BlueStar plans to offer residential services, BlueStar will file an amended application with the Pennsylvania Public Utility Commission, which would include a copy of all standard forms or contracts it proposes to use for service provided to residential customers.

c. If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix C to this Application.

BlueStar does not plan to offer Residential and/or Small Commercial (under 25kW) services to customers. In the event BlueStar plans to offer residential and/or Small Commercial services, it shall file an amended application with the Pennsylvania Public Service Commission and would provide a disclosure statement to the Commission prior to the offering services to these customers.

18. **BONDING:** In accordance with 66 PA. C.S. Section 2809(C) (1)(I), the Applicant is:

- Furnishing a copy of initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000. Proof of bonding in the amount of \$250,000 is provided below.
- Furnishing proof of other initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 and furnishing a copy of an initial bond, letter of credit or proof of bonding to the Commission for the amount of \$_____. Applicant is required to provide information supporting an amount less than \$250,000.

At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.

Proof of bonding in the amount of \$250,000 is provided in Exhibit A.

19. **FINANCIAL FITNESS:**

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published parent company financial and credit information. Information provided below.
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.

BlueStar is not a publically traded company. All related financial information is confidential and is being provided under separate cover.

- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit – **Provided under separate cover, included in confidential filing.**
- Report and Robert Morris and Associates financial form or other independent financial service reports. **Provided under separate, included in confidential filing.**
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee. **Provided under separate cover, included in confidential filing**
- Audited financial statements. **Provided under separate cover, included in confidential filing.**
- Such other information that demonstrates Applicant's financial fitness. **Provided under separate cover, included in confidential filing.**

BlueStar meets the financial criteria. Confidential information is being submitted under separate cover. The confidential financial information provides BlueStar's certified financial statements for its most recently completed fiscal year (FY 2008). This Confidential information contains the following information: (a) balance sheet and income statement for the most recent fiscal year; (b) evidence of BlueStar's credit rating; (c) a description of the types and amounts of insurance carried by BlueStar, which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee; and (d) audited financial statements.

Confidentiality Statement

The information contained in the Financial section is confidential and proprietary, and has been labeled and submitted as such. BlueStar requests that the Commission treat all financial information as confidential and proprietary. This Exhibit contains highly confidential and proprietary business and financial information. It contains detailed, highly confidential financial information regarding BlueStar, including its audited financials and accountant's report and accompanying CD-ROM. The public disclosure of this financial information would work an extreme hardship on BlueStar.

Section 708(b) of the Right-to-Know Law (65 P. S. § 67.708(b)), (Relating to Exceptions for Public Records) protects confidential information by providing an exemption to public disclosure of privileged or confidential information may not be filed electronically. BlueStar is not a publically traded company. Therefore, BlueStar's

financial information is sensitive and confidential information whereby the disclosure of which would cause substantial harm to the competitive position of the Company. BlueStar Energy Services, Inc. therefore respectfully requests confidential treatment of BlueStar Energy Services, Inc.'s financial portion of its Application be treated as Confidential, and be kept under seal and not made part of the public record and not posted on the websites of the Pennsylvania Public Utility Commission. In accordance to the Right-to Know Law, BlueStar has filed its financial portion of its Application in paper form and on a CD-Rom.

- B. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided.
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.

Background

BlueStar is a retail electricity supplier, currently operating in Illinois, Maryland, Michigan and Washington, D.C. BlueStar also offers energy efficiency services through its subsidiary BlueStar Energy Solutions LLC and information technology solutions through its subsidiary Avigent LLC.

Corporate Structure

As of September 22, 2009, the corporate structure description is provided below:

BlueStar Energy Services, Inc. is S-Corp, incorporated in Illinois. BlueStar Energy Services, Inc. is the sole member of BlueStar Energy Solutions LLC, an Illinois limited liability company. BlueStar Energy Services, Inc. is also the sole member of Avigent LLC, and Illinois limited liability company. In addition, BlueStar Energy Services, Inc. is the majority (99%) owner of BlueStar Energy S.A.C., a Peruvian corporation.

- B. Applicant must provide the following information:

- Identify Applicant's chief officers including names and their professional resumes.

Guy Morgan
Chief Executive Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Aaron Rasty
Chief Operating Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Steven Strobel
Chief Financial Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Tom Keen
Chief Technology Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Anoush Farhangi
V.P., Risk Mangement

BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Jon Casadont
Chief Legal Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Robert Porter
V.P. Sales
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Joyce Dickerson
V.P. Human Resources
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Below are the names and professional resumes of BlueStar's chief and executive officers.

**FINANCIAL QUALIFICATIONS
CORPORATE OFFICERS BIOS AND RESUMES**

Corporate Officer Summary Bios

Guy H. Morgan III, Chief Executive - Guy is BlueStar Energy Services, Inc.'s co-founder. For the past seven years, he has been responsible for all aspects of the company's operations, including profit and loss responsibility. Mr. Morgan has founded and run three successful businesses, with profit and loss responsibility at each. He has previously provided electric rate analysis and consulting services to retail customers in the Chicago area with two other companies he has founded, Utiliquote.com, Inc. and Expense Recovery Services, LLC.

Prior to entry into the private realm, Mr. Morgan was a member of the United States Navy. Mr. Morgan graduated from U.S. Naval Nuclear Power School, and subsequently operated nuclear propulsion plants on submarines. He received his B.S. degree in Finance from the University of Maryland.

A copy of Mr. Morgan's CV is attached.

Aaron D. Rasty, Chief Operating Officer and President, Demand Side Management - Aaron is BlueStar Energy's co-founder. As COO, for the past seven years Mr. Rasty has directly overseen day-to-day operational issues for the company, including sales and marketing. Along with Mr. Morgan, Mr. Rasty founded Expense Recovery Services, LLC, which provided electric rate analysis and consulting services to Chicago area retail customers. As a founding partner, Mr. Rasty had profit and loss responsibility for his business.

Mr. Rasty also has experience as President of Utiliquote.com, Inc., a Chicago company providing electric rate pricing comparisons for non-residential customers. Mr. Rasty's work for Utiliquote.com also included managing all sales and marketing efforts.

A copy of Mr. Rasty's CV is attached.

Steven J. Strobel, Chief Financial Officer - As Chief Financial Officer of BlueStar Energy, Steve leads the financial organization and oversees the company's treasury, planning, financial analysis, accounting, reporting and other related activities. With over 29 years of experience, Steve brings to BlueStar extensive and deep experience in high performance companies. Most recently, Steve was President of McGough Road Advisors, a privately held finance-consulting firm. Prior to that Steve was with Motorola, Inc., first as Senior Vice President and Corporate Controller then as its Treasurer. Steve has also held senior financial positions at Owens Corning and at Kraft where he was CFO of Kraft Canada.

A copy of Mr. Rasty's CV is attached.

Tom Keen, Chief Technology Officer - As Chief Technology Officer of BlueStar Energy, Tom drives the development of the company's next generation architectural frameworks, product innovation and engineering methodologies. He is also responsible for maintaining the integrity of BlueStar's 7x24 data center operations, IT best practices and technology direction. A 20 year technology veteran, Tom is published and recognized as an expert in the information technology industry and was recently named a top CTO of 2009 in InfoWorld's CTO 25 Awards. Prior to joining BlueStar, Tom was Chief Technology Officer at Integrated Software Specialists, Inc.

A copy of Mr. Keen's CV is attached.

Jon M. Casadont, Chief Legal Officer - As Chief Legal Officer of BlueStar Energy, Jon oversees all regulatory and legal matters for the company. Jon has not only represented BlueStar's interests over the years, he also serves as a leading advocate for customer choice in retail electric markets. Prior to leaving private practice, Jon had served as counsel for BlueStar while working for a Chicago law firm. After guiding BlueStar Energy through Federal and State regulatory certification proceedings, he joined the company as General Counsel in 2004.

A copy of Mr. Casadont's CV is attached.

Robert J. Porter, Vice President of North American Sales - As Vice President of North American Sales, Robert is responsible for all sales and marketing activity for BlueStar Energy across North America, with the mission of growing the company focus across multiple regions and expanding the product mix to provide customized solutions for a diverse customer base. Prior to joining BlueStar Energy Services, Robert was Vice President of Sales Strategy and Operations for Direct Energy, one of largest energy suppliers in North America. Robert's experience in the energy industry spans a period of 25 years with both natural gas and power companies.

A copy of Mr. Porter's CV is attached.

Anoush Farhangi, Vice President of Risk Management - Anoush is an experienced energy executive who utilizes quantitative analyses, risk management, load forecasting, market knowledge, system process and passion for efficiency to tackle obstacles and achieve results. As Vice President of Risk Management at BlueStar, Anoush oversees predictive modeling, energy research and analysis, risk-management, structuring, systems development, environmental impact analysis and emissions tracking. Prior to joining BlueStar, he served as Director of Energy Analysis at Wal-Mart.

A copy of Mr. Farhangi's CV is attached.

Joyce Dickerson, Vice President of Human Resources - Joyce is an accomplished human resources executive with 15 years of progressive experience in organizational development, change management, benefits & compensation, mergers & acquisitions, employee communications and cultural initiatives. Complementing this expertise are exceptional inter-personal/relationship-building skills, impassioned leadership, an aptitude for mission-driven communications and proven ability to guide organizations through tremendous change, with an overriding focus on producing results by aligning employee performance to organizational objectives.

A copy of Ms. Dickerson's CV is attached.

EXECUTIVE OFFICER RESUMES

GUY H. MORGAN, III

EXPERIENCE

BlueStar Energy Services, Inc. Chicago, Illinois

Chief Executive Officer

Founded company. Presently oversee all business operations.

UtiliQuote.com, Inc. Chicago, Illinois

Chief Executive Officer

Expense Recovery Services, LLC Chicago, Illinois

Founded company.

Oversaw all business operations. Partner

Co-managed all business operations with P/L responsibility. Provided electric rate analysis and consulting services to local companies.

Ecowater of Iowa City, Iowa

Sales Manager

Managed sales force for water treatment company.

United States Navy Various locations

Submarine Nuclear Propulsion Plant Operator

Managed electric distribution systems aboard U.S. Navy submarines. Served on US Navy Submarine NR-1, the world's only nuclear powered deep submergence research vehicle.

EDUCATION

University of Maryland College Park., Maryland

B.S., Business Administration (Finance)

1983 U.S. Naval Nuclear Power School Orlando, Florida

Graduate

AARON D. RASTY

EXPERIENCE

BlueStar Energy Services, Inc. Chicago, Illinois Chief Operating Officer

Founded company. Responsible for all day-to-day operations.

UtiliQuote.com, Inc. Chicago, Illinois President

UtiliQuote.com, Inc. Chicago, Illinois
Responsible for all day-to-day operations.

Director of Utility Services
Responsible for all sales and marketing efforts.

Expense Recovery Services, LLC Chicago, Illinois Partner

Co-managed all business operations with P/L responsibility. Provided electric rate analysis and consulting services to local companies.

Ecowater of Iowa City, Iowa Sales Representative

Conducted water testing and provided presentations on water treatment equipment.

EDUCATION

1990 Des Moines Area Community College Des Moines, Iowa
Undergraduate Studies – General Course Load

STEVEN J. STROBEL

EXPERIENCE:

BlueStar Energy Services, Inc.

Chief Financial Officer

As Chief Financial Officer of BlueStar Energy, Steve leads the financial organization and oversees the company's treasury, planning, financial analysis, accounting, reporting and other related activities. With over 29 years of experience, Steve brings to BlueStar extensive and deep experience in high performance companies.

MOTOROLA, INC

Motorola provides technologies, products, and services for mobile communications.

Senior Vice President and Treasurer

Reported to the CFO; responsible for the company's capital structure and liquidity, insurance and currency risk management, cash management and investment, pension management and real estate.

Senior Vice President and Corporate Controller

Reported to the CFO; responsible for Global Indirect Procurement, Corporate Accounting and Reporting, Corporate Financial Planning and Analysis, Global Financial Shared Services and the general financial support for the Corporate staff functions.

OWENS CORNING, Toledo, Ohio

Owens Corning manufactures building materials systems and composites systems for consumers and commercial enterprises.

Vice President Finance and Treasurer

Reported to the CFO; had overall responsibility for the company's liquidity, insurance and currency risk management, customer credit, pension management and strategic planning.

Vice President and Corporate Controller

Reported to the CFO; led six Business Unit Controllers, the Director of Financial Reporting, the Director of Planning and Analysis, the Director of Customer Financial Services, and the Director of Shared Services; accountable for internal and external reporting, internal control and cost accounting.

PHILIP MORRIS COMPANIES INC., New York, New York

Philip Morris Companies, Inc. was a holding company of tobacco, food and brewing interests.

Chief Financial Officer, Kraft Foods, Toronto, Ontario, Canada

Vice President and Controller, Kraft USA Operations, Glenview, Illinois

Vice President, Finance, Kraft Grocery Products Division, Glenview, Illinois

Director, Finance, Kraft Corporate Marketing Services, Glenview, Illinois

Director, FP&A, Kraft Retail Cheese Division, Glenview, Illinois

Manager, Business Analysis, Kraft Inc., Glenview, Illinois

AMERICAN HOSPITAL SUPPLY CORPORATION, Evanston, IL

Plant Controller, PharmaSeal Division, Mundelein, Illinois

General Accounting Manager, Evanston, Illinois and Valencia, California

Corporate Senior Financial Analyst, Evanston, Illinois

SIKICH GARDNER, CERTIFIED PUBLIC ACCOUNTANTS, Aurora, IL

Auditor

EDUCATION:

University of Chicago, Chicago, IL
Master of Business Administration,
Finance and Marketing

University of Illinois
Champaign-Urbana, IL
Bachelor of Science, Accountancy

PROFESSIONAL AFFILIATIONS: AICPA, ICPAS, FEI

THOMAS KEEN

BlueStar Energy Services, Inc. CTO

Summary

A 20 year technology veteran, Mr. Keen is published and recognized as an expert in the information technology industry and was recently named a top CTO of 2009 in InfoWorld's CTO 25 Awards. Prior to joining BlueStar, Tom was Chief Technology Officer at Integrated Software Specialists, Inc.

BlueStar Energy Services, Inc. CTO

CTOAs Chief Technology Officer of BlueStar Energy, Tom drives the development of the company's next generation architectural frameworks, product innovation and engineering methodologies. He is also responsible for maintaining the integrity of BlueStar's 7x24 data center operations, IT best practices and technology direction.

INTEGRATED SOFTWARE SPECIALISTS, INC

A solutions engineering and consulting organization focusing on improving IT organizational efficiency, return on IT investment and IT alignment with business. These client service objectives are accomplished through highly evolved service practices ranging from IT Management Consulting through engineering of fixed-price eCommerce / eGovernment solutions (both deployed and hosted).

Chief Technology Officer / Sr. Vice President

Lead technologist for all consulting and corporate operations. Leadership of the ISS Consulting Operations. For ATSC and Consulting Services:

- Led the conceptualization and creation of ISS iOpen™ Frameworks. Comprehensive SOA framework based upon open source technologies. Frameworks include Comprehensive SOA Application Framework, Integration Framework, Engineering Tools and Infrastructure Framework. iOpen™ has been adopted by several Government, Financial, Manufacturing, Insurance and Healthcare clientele.

Enterprise Consultant / Vice President – Consulting Services

Led the reorganization and redesign of ISS' consulting services operations to improve operational profitability, predictability and market value proposition:

- Restructured adhoc development organization into a CMM Level 2 operation geared to deliver fixed-price engagements in the Commercial (Insurance / Healthcare / Finance / Manufacturing) and Government sectors.
- Architected and implemented two comprehensive engineering frameworks to support delivery of custom solution in both J2EE and .Net environments.
- Restructured fourteen (14) projects with all projects meeting client communicated deadlines. Six (6) project exceeding client commitments.

DAUGHTERY SYSTEMS, INC.

An IT Consulting Organization, which had predominantly serviced its clients through the provision of staff augmentation services. Daugherty Systems owners had made a strategic decision to differentiate the company through the provision of practice focused, project centric solutions to its clients. The Chicago Regional Business Unit was challenged with the fulfillment of this strategic agenda.

Manager Consulting Services (MCS) / Chief Technology Officer (1999 – 2000)

Promoted to support corporate restructuring of professional services strategy. Focused on revamping organizational practiced and infrastructure to provide full-lifecycle IT solutions development:

- As the MCS, led the reengineering of Daugherty's Software Engineering Methodology, Software Project / Program Management Methodology, Software Project / Program Estimation Methodology. Conceptualized, defined, designed and implemented Daugherty's Chicago Software Development Center. Recruited and mentored staff to support full lifecycle production of engagements. Once the Chicago facility was proven assisted three (3) other Daugherty offices in implementation of the same business model.

- As the CTO, led several internal initiatives inclusive of enterprise technology consolidation and standardization of the LAN, Server and desktop environments. Led the revamp of Daugherty's Telephony / WAN infrastructure and renegotiation of supplier contracts. Overall restructuring led to a reduction in operational expense of 26.6%, as well as, an increase in overall availability of 38.7%. Led implementation of Daugherty's Technology Center of Excellence (Research and Demonstration Facility).

Sr. Management Consultant / Enterprise Architect (1998)

Assigned as an "Interim" Chief Information Officer to restructure an under performing IT division with a major insurance organization in Chicago. Assignment involved creation of a business-aligned, three (3) year strategic plan, restructure of IT organization, review / restructure of application portfolio, recasting of all IT initiatives to more accurately align with business priorities, restructuring IT methodologies for better performance and predictability. Once restructured, provided orientation and ongoing mentoring to newly appointed Division CIO. At the completion of the assignment, was the only consultant in the history of the insurance firm to receive their highest employee award - Chairman's Excellence Award.

CRONUS TECHNOLOGIES, INC.

A venture capital financed organization focused on the creation and provision of software products / solutions for the deregulated Telecommunications Market Sector.

Vice President Product Solutions / Chief Information Officer

Recruited by investment organization to recover a newly established Software Product & Application Service Provider (ASP) and prepare the organization for potential acquisition:

- For the ASP Operations Group, led the restructuring of the data center & hosting infrastructure to meet contracted SLA. Restructuring included reallocation of the DC / Hosting operations team, reengineering data center infrastructure, creation of policies and procedures, as well as, renegotiation of all provider contracts. Reorganization led to an overall increase of system availability from 84.3% to 99.93% (in last operation quarter before acquisition). Revamped operations led to a reduction of 31.6% in operational expenses. Reengineered telephony infrastructure and contracts to reduce operational costs (32.1% reduction) and support integration between Cronus US – Cronus Gujarat. In addition to restructuring the ASP operations, led the implementation of Financial and Human Capital Management Systems using PeopleSoft Enterprise.
- For the Product Development Operation Group, led comprehensive restructure of US and Gujarat Development Centers, inclusive organization, methodology, and infrastructure. Reorganization establishes a 13.4% savings over planned budget. Revamped and re-tasked two (2) software product development plans (Element Management System – EMS; Intelligent Billing, Provisioning and Customer Care Solution - iBill). Exceeded anticipated software product development cycles for the EMS by 34.1% and iBill by 14.6%, incorporating both Phase and Phase II feature sets, while delivering the software product under the planned budget (12.6% EMS and 7.2% iBill). Exceeded anticipated software product quality levels by 3.6% for EMS and 8.3% for iBill. Exceeded anticipated software product performance levels by 14.2% for EMS and 7.4% for iBill.

LOCKHEED MARTIN – IS&T / ACC

A commercially centric business solutions organization that focused on codifying unique intellectual property developed in other LMC federal sectors into products and services to deliver unique and differentiating commercial business solutions.

Midwest Regional Projects & Programs Director

Managed the creation of the Midwest Organization, inclusive of numerous diverse responsibilities:

- Conceptualization, definition, design and implementation of the Midwest Solutions Development Center (SDC). The solution center incorporated over six (6) million dollars worth of hardware / software and was deployed in nine (9) weeks with the two (2) initial projects executed in the environment experiencing no environmental issues.
- Co-authored and published multiple white papers surrounding Organizational Strategies for IT Departments, Software Project Management, Enterprise Architecture, Software Quality Assurance, Software Engineering Methodologies (Requirements Modeling / Management, OO Design, OO Application Testing, Configuration / Change Management)
- Directed, architected and deployed mission critical solutions for clients in the Financial, Insurance, and Travel Sectors. Primary Project: Execution of the Division's Largest Fixed-Price Engagement – EUREX Clearing System (\$22.4 Million Dollars).
- Authored / Coauthored Lockheed Martin's Enterprise Technology Management Engagement Methodology, Customized Project Estimation Standards / Practices (based upon early models of

COCOMO), Project Planning and Cost Accounting Standards / Practices, Software Development Planning and Management Methodology, & Distributed Computing Solution Development Methodology (based upon Objectory and OMT methodologies).

- Participated with regional leadership team in growing revenues initial start to an annualized revenue run rate of over \$34.3 Million / Year.

COMDISCO

Comdisco was a leader in the provision of business continuity services, IT financial services and network operations outsourcing. Through its leadership in these markets, Comdisco had made a strategic business decision to establish an IT Management Consulting Organization. These services would be focused in the areas of IT Enterprise Architecture, IT Technology Total Cost of Ownership, Enterprise Desktop / Distributed Asset Management, and Advanced Business Continuity Consulting.

Regional Consulting Director – West Coast Operations (1995-1996)

Directed consulting efforts for engagements in the Banking / Financial, Insurance and Manufacturing Sectors specifically focused on Enterprise IT Asset Management, Business Continuity / Disaster Recovery, and IT Enterprise Architecture / Strategic Planning.

- Co-authored and published multiple white papers and conceptual / logical models on distributed business continuity, adaptive business continuity strategies, desktop and distributed data center asset management, and process patterns and service level metrics for outsourced distributed asset management.
- Authored Comdisco's Enterprise Technology Management Engagement Methodology, Distributed IT Asset TCO Engagement Methodology, and Enterprise Asset Management Engagement Methodology.
- Expanded revenues from an initial engagement of \$32,000 to a revenue run rate of \$8.9 Million / Year.

Principle Management Consultant

Principle Management Consultant

FLUOR CORPORATION

One of the world's largest publicly owned engineering, procurement, construction, and maintenance services organizations.

Director North American Operations

Managed the overall business unit operations of SIS. Reduced organizational burdening factor from 1.69 to 1.26 (~25.4%) – over three years. Increase Gross Margin of Consulting Services from 11.3% to 171.5% - over five years. Increased Corporate Contribution to Overhead and Profit (Business Unit EBIT) from \$13.3 Million to \$66.8 Million. In addition to directing the SIS Business Unit, was assigned three (3) failing operations for turn-around:

- Fluor Data Center Operations - *Fluor's Data Processing Operations for all operations excluding EuMEA.*
 - Led overall of FDCO from the development of organizational vision and three (3) year strategic plan through execution of numerous initiatives. Led conceptualization, planning and implementation for data center logical and physical consolidation that resulted in a 23.4% reduction in ongoing operation expense, as well as, a 54.2% reduction in unplanned system downtime and a 13.2% reduction in planned maintenance downtime. Renegotiated major technology and service partner contracts based upon standardization and consolidation efforts that heavily contributed to expense reductions. Implemented Desktop / LAN (inclusive of remote data centers) Standardization Program, which lead to dramatic reduction in estimated Total Cost of Ownership (TCO). Due to situational urgency, the baseline costs where not known, but generalized estimation indicated a 42% reduction in the Desktop / LAN TCO. Deployed 7/24 help desk / administration services network to support organization operations. Implemented (through contracted service partner) a comprehensive business continuity / disaster recovery program for primary business operations and full-scale engineering centers.
- Fluor Future Solution Operations Unit – *Organization internally focused on high impact business solutions that place Fluor Daniel at the leading edge of the Engineering and Construction Industry.*

Led reorganization of the internal research and development group, inclusive of restructuring eleven (11) strategic initiatives. Reprioritized and realigned over one hundred and sixty planned initiatives with corporate and business unit executives. During Led conceptualization, architecture and design of the Fluor Daniel Integrated Project Execution (IPEX) initiative which reduced engineering and design efforts by 42.6%. Led the conceptualization, architecture and participated in the design of the Fluor Daniel Proposal Management (FDPro) initiative that reduced proposal costs by 19.8%. Led the conceptualization, architecture and participated in the design of the Fluor Daniel

- Integrated Project Management (IPM) initiative, which established roundtrip estimation to FDPPro, integrated contract management to execution, automated reporting services and performance management, task assignment / distribution / progress management.
- Advanced Technologies Business Unit - *Expert Systems, Robotics Automation and Fault Tolerant Solutions*.
 - Led complete revamp of business unit, inclusive of administration, sales and delivery operation that reduced organizational burdening factor from 2.64 to 1.33 (~49.6%). Increased business unit revenues from \$30.9 million to \$56.1 million in annual revenues. Increased averaged gross services margin from -59.8% to 247.77%. Increased Corporate Contribution to Overhead and Profit (Business Unit EBIT) from - \$5.7 Million (loss) to \$39.9 Million.

Chief Architect and Engineer - SIS

Initially assigned to the Systems Integration Business Unit (SIS) to establish and lead the Enterprise Architecture and IT Solution Practice.

- Conceptualization, definition, design and implementation of Fluor Daniel's Software Development Operations Center (SDOC) – a software engineering / development facilities geared to deliver fixed-price MRP / ERP and Custom Solution engagements for a broad base of commercial industry sectors.
- Authored Fluor Daniel's Software Engineering Methodology, Software Project / Program Management.
- Led / Managed numerous, multifaceted engagements for the chemical, petrochemical, manufacturing and utility industry sectors. All solutions were delivered from the SDOCs located in Chicago, Houston, Irvine and Greenville.
- Co-authored and published the Purdue Enterprise Reference Architecture that was later adopted by the International Federation of Automatic Control (IFAC) & the International Federation for Information Processing (IFIP).

CULLIGAN INTERNATIONAL, INC.

Culligan International, Inc. is a large manufacturer of residential, commercial and custom industrial water treatment solutions.

Controls & Microcomputer Systems Group Manager

Manage / directed control systems engineering and design efforts for custom fabricated solutions.

Formulated new engineering standards and procedures that led to dramatically improved solution quality and a reduction in overall solution costs.

Managed / directed the Micro-computer (LAN / Desktop) group. Implemented company's first LAN computing network, inclusive of network distribution and server farm. Developed then current company networking and server standards, policies and procedures. Led architecture, design and implementation of three (3) mission critical solutions, which resulted in dramatic improvement of customer relations, reduction of custom solution engineering / fabrication costs and a significant increase in preventative maintenance services revenues / product sales.

Sr. Controls & Information Systems Engineer

SOUTHERN INDIANA GAS & ELECTRIC COMPANY

Southern Indiana Gas

and Electric Company (SIGECO) is a public utility company providing natural gas and electrical services to the vast majority of Southern Indiana.

Plant Electrical, Information and Control Systems Engineer

Promoted to Plant Engineer position after six (6) months of employment. Responsible for all capital budgets, expense budgets and operations for information, controls and electrical systems, coordination and oversight of plant maintenance assignments and activities for plant electrical and control systems. Reporting staff: three (3) engineers and twenty-seven (27) maintenance technicians. Achievements:

- Established capital and operational budgets for plant information systems initiatives, control systems initiatives and electrical systems initiatives. Established new plant architecture and strategic plan for controls and information systems. Led design and implementation of the first phase of the strategic plan resulting in an overall improvement of plant availability of 21.36%, as well as, a 1.02% improvement in plant operational performance.
- Modernized plant preventative maintenance program, automating numerous manual activities that led to an overall reduction of Plant Maintenance Overtime of 71.3% that reduced plant maintenance expense by 11.6%.

EDUCATION

Bachelor of Science, Purdue University

Majors: Electrical Engineering, Computer Engineering (Software Engineering Specialization)

Minor: Power Engineering

Jon Casadont

PROFESSIONAL EXPERIENCE:

BlueStar Energy Services, Inc. Chicago, IL
Chief Legal Officer & Secretary

Responsible for overseeing all aspects of legal, regulatory, and legislative matters.

Scandaglia & Ryan Chicago, IL
Attorney

Commercial litigation attorney.

Cassiday Schade & Gloor Chicago, IL
Attorney

Litigation attorney.

EDUCATION:

Chicago-Kent College of Law Chicago, IL
JD Law

Member, Chicago-Kent Law Review. Order of the Coif. Graduated with High Honors (top 5%).

University of Wisconsin Madison, WI
BA Political Science / Latin American Studies / Portuguese

Triple major in Political Science, Portuguese, and Latin American Studies. Attended University of Coimbra (Portugal) in 1993.

ANOUSH FARHANGI
BlueStar Energy Services,
V.P., Risk Management

Summary

An enterprising and forward-thinking executive with a successful record of accomplishment in all aspects of energy production and consumption. A dedicated leader who possesses a proven record of accomplishment in predictive modeling, energy research and analysis, risk-management, structuring, systems development, environmental impact analysis and emissions tracking. A creator of value by using market instruments, regulatory incentives and operational modifications to make energy more affordable and systems more reliable in both regulated and deregulated markets. Hands-on experience in structuring complex financial transactions that lock in healthy profits while providing the customer with a competitive deal.

EXPERIENCE:

BlueStar Energy Services, Inc.
V.P., Risk Management

As Vice President of Risk Management at BlueStar, Anoush oversees predictive modeling, energy research and analysis, risk-management, structuring, systems development, environmental impact analysis and emissions tracking.

Wal-Mart Energy Department
Director of Energy Analysis,

Developed Wal-Mart's demand response protocols to allow for real-time response to market prices and reliability signals. Created a 30 MW virtual demand resource by combining the discretionary loads of 200 facilities in Texas. Programmed interfaces between various building control systems (Novar, CPC, Danfoss) and a central dispatch system to allow for simultaneous shedding of 30 MW of load in response to market conditions. Successfully participated and completed the Texas demand response pilot program in the summer of 2008.

Developed comprehensive Greenhouse Gas (GHG) strategy, defining company's GHG metrics, analyzing and evaluating ways to reduce GHG, developing new ways of operational optimization to save energy and GHG, and directing development of systems and databases to support objectives. Held responsibility for GHG-tracking. Directed ongoing development of company's global carbon footprint at facility level by emission source and type. Developed Web-based energy retrofit project-tracking system and deployed to global company markets to track GHG savings and aggregate company's global demand for technologies. Utilized project-tracking system to collect specification of energy-saving projects, estimate amount of GHG savings and calculate return on investment. Employed project-tracking system to share ideas and designs among markets and aggregate global demand for technologies. Held responsibility for energy-use optimization.

- Authored white paper of entrepreneurial business plan with multibillion-dollar potential to Charter Company's path into serving energy to general consumers.
- Contributed to socializing and presenting the business plan to company executives, including the Chief Executive Officer and the Chairman of the Board. Received conditional approval.
- Evaluated extension of analysis to load-research meters and analysis of load at sub-Hertz level.
- Developed the Electric Reliability Council of Texas (ERCOT) Emergency Interruptible Load Service (EILS) program for Wal-Mart.
- Directed development of interfaces between the Qualified Scheduling Entity (QSE) and Wal-Mart's Energy Management System (EMS) and protocols for load response within the EMS system.
- Engaged in analysis of energy-usage pattern in thousands of company facilities and identified suboptimal operations.
- As a member of ERCOT's Wholesale Market Subcommittee represented and supported the needs of commercial customers in various regulatory proceedings.

Director of Energy Operations, Texas Retail Energy

Served as founding member of Texas Retail Energy (TRE), Wal-Mart's self-serving Retail Energy Provider (REP). Held responsibility for day-to-day operations of TRE. Oversaw development and operation of REP systems. Directed development of systems infrastructure for TRE. Oversaw building of Web-enabled systems on SQL server databases, including load-forecasting, scheduling, deal-tracking, risk management, settlement and shadow settlement.

- Developed a customized energy risk system that provided management with live Value-at-Risk, Mark-to-Market, Counterparty Risk and an operational dashboard with a full view of the TRE position and the market conditions.
- Presented TRE's operational and risk metrics to the Board. Provided education on various risk measures to the Board members
- Evaluated renewable-supply proposals and structuring energy-supply deals to lower risk to company and reduce costs.

Direct Energy

Director of Load Forecasting, Research and Settlement

Held responsibility for volumetric risk-management, providing market fundamentals to energy-trading desk as well as structuring retail deals for large commercial customers and wholesale settlement with ERCOT for the third-largest REP in Texas. Directed development of customized load-forecasting and wholesale settlement system. Played instrumental role in development of attractive supply structures for several large commercial clients. Provided trading desk with up-to-the-minute reports on weather conditions, aggregate market supply and demand views, as well as scenarios on company load and market prices.

- Supplied live graphical reports of movements in market fundamentals available to traders and executives to enable informed decision-making.
- Discovered problems in ERCOT settlement, resulting in \$500,000 per day of overcharges to company.
- Presented facts to ERCOT with proper data support, resulting in out-of-cycle true-up settlement by ERCOT with entire market to resolve company's settlement problems.

The New Power Company

Vice President, Strategic Load Research

Managed deal-structuring, volumetric risk-management, load forecasting and scheduling. Directed development of load-forecasting and scheduling system across dozens of markets. Negotiated supply agreement with utilities, in which company did not have significant presence and power purchases in wholesale market was not possible. Negotiated qualified scheduling entity agreements with parties to schedule load in multiple regions of U.S. in compliance with North American Electric Reliability Council (NERC) guidelines.

Worked closely with billing vendors, such as Viterra and ADS Peace, to specify data requirement and system specifications as well as resolve billing and settlement disputes. Utilized full understanding of ERCOT enrollment process as well as EDI data flow. Forecasted and scheduled load in Texas, California, PJM and Ohio power markets as well as Georgia, Ohio, Michigan and Pennsylvania gas markets. Negotiated and executed QSE service agreements with Enron North America and APX.

- Developed direct load-control program with Carrier Air-Conditioner Company and residential customers in Pennsylvania to reduce air-conditioner load during high-energy prices.
- Analyzed value of acquiring 300,000 residential customers from Philadelphia Electric Company (PECO) and presented findings to Chief Executive Officers, leading to acquisition taking place as recommended.
- Built system-generating thousands of possible load forecasts through Monte Carlo simulation of affecting factors, providing traders with wide range of possible load forecast.

Enron Energy Services

Director of Load-Forecasting and Research Desk

Performed volumetric risk-management, deal-structuring, load forecasting and scheduling as well as real-time trading. Directed group-generating millions of Dollars in profit through real-time trading activities in three-year period. Evaluated large commercial deals company considered and provided structuring desk with load-cost component. Forecasted load for retail divisions. Scheduled energy to customers in California. Served as part of merger and acquisition team evaluating books of business and approved purchase of Pacific Gas and Electric Company's retail book of business. Negotiated and managed relationship with weather service providers, including Weatherbank, Earthsat, Mesostreamer and Freese-Notis. Managed load forecasting and research desk.

- Held responsibility for daily forecasting and scheduling for portfolio of large commercial and industrial power customers in California, group of gas customers in Ohio and supporting marketing desk with customer-pricing requests.

Southern California Edison

Project Manager, Load-Forecasting, Wholesale Rates and Tariffs.

SYNERGIC RESOURCES CORPORATION, Philadelphia, Pennsylvania, **Consultant.**

STATE UTILITY FORECASTING GROUP OF INDIANA, West Lafayette, Indiana, **Research Analyst.**

PURDUE UNIVERSITY, West Lafayette, Indiana, **Graduate Research Assistant.**

E D U C A T I O N :

PURDUE UNIVERSITY, West Lafayette, Indiana

PH. D., Agricultural Economics,

M.S., Public Policy and Public Administration,

WASHINGTON UNIVERSITY IN ST. LOUIS, St. Louis, Missouri

B.S., Electrical Engineering,

ROBERT J. PORTER
BlueStar Energy Services, Inc.
Vice President of Sales

Summary

Proven executive-level sales and organizational leadership, from business plan development to P & L responsibility generating annual sales of over \$2 billion, marketing, market analysis, product development, operations, recruiting and related corporate initiatives.

EXPERIENCE:

BlueStar Energy Services, Chicago, IL
Vice President of Sales,

Responsible for developing strategic initiatives, reporting, and sales support across regional offices throughout North America

- Manage and develop sales team and provide analysis for effectively providing support to all service territories
- Develop and implement sales strategy for expansion of business in the US
- Develop standardized reporting and business analytics for use by sales and executive management
- Design strategically focused sales organization
- Develop a national accounts program across North America, developing products, marketing programs, and sales strategy

Direct Energy, Wallingford, CT
Vice President North American Sales Strategy and Operations

The third largest retail provider of energy to businesses in North America

Responsible for developing strategic initiatives, reporting, and sales support across regional offices throughout North America

- Developed and implemented sales strategy for expansion of \$500M third party channels business in the US and Canada
- Provided standardized reporting and business analytics for use by sales and executive management,
- Transformed 3 regional business units across North America with over 300 employees into strategically focused sales organization under consolidated management structure
- Developed a national accounts program across North America, developing products, marketing programs, and sales strategy generating over \$300 million in revenue
- Managed the sales support group and provided analysis for effectively providing support to all regional offices throughout North America

Vice President US Sales

Responsible for starting retail power business in Northeast and Midwest US, expanding retail natural gas business, and integration with Southwest operation

- Recruited and managed an organization responsible for over \$2 billion in sales during 2007
- Established the Northeast office for Direct Energy, one of the largest retail providers of energy in North America, assuming P & L responsibilities
- Developed a combined power and natural gas business, later assumed control over the Mid-West and Mid-Atlantic regions, creating a consistent and aggressive organization across the northern U.S.
- Managed product development, pricing, marketing, third party channels, IS Support, billing (including transition to new billing system), and customer service
- Developed a customer-focused and positive sales culture throughout the business
- Media spokesperson for communication of company positions on energy-related initiatives

Select Energy Inc., Berlin, CT
Director of Sales and Marketing

Directed the US retail expansion through profitable new business development

- Entered the existing business in 1999, achieved revenue goal of \$150 million in 2000, and exceeded target of \$900 million in 2004
- Reorganized sales organization, creating a more efficient organization and reducing staffing by 30%
- Managed a sales organization in 10 states with 35 sales and support people
- Developed customer retention program, reducing churn and resulting in a retention rate over 85%
- Developed customized sales reporting system for use by sales and executive management
- Key participant in acquisition of NIMO Energy Marketing, doubling the customer base

Manager of Affinity Programs and Energy Operations

- Responsible for the development of a third party sales channel and management of over 25 networked independent agents generating \$250 million in contract revenue
- Established an energy operations center for Select Energy, including the development of a retail natural gas business
- Targeted and managed the \$24 million acquisition of Aurora Natural Gas, and managed market analysis for the possible acquisition of several other business units
- Negotiated strategic partnership with leading US energy consultant expanding footprint for retail business

Energyvision, Burlington, MA

Regional Sales Manager

- Established the natural gas business for the northeast
- Positioned Energyvision as a recognized leader in retail energy supply in NE
- Recruited and trained staff sales and marketing
- Generated over \$50 million in sales in the first year
- Played major role in development of retail power business in Northeast

Education:

Salem State College, Bachelor of Arts
Institute of Gas Technology
Golin Harris Communications and Media Training
Franklin Covey Institute
MH Executive Coaching

JOYCE A. DICKERSON

BlueStar Energy Services, Inc. Vice President, Human Resources

Summary of Experience

Joyce is an accomplished Human Resources Executive with 15 years of progressive experience in professional services, technology sector and food/consumer products industry. Board-level presence with strong record of accomplishment in M&A, reorganization and organizational streamlining.

BlueStar Energy Services, Inc. VP, Human Resources

At BlueStar, Joyce directs all human resource activities.

Kantar Operations, a WPP Company

Vice President, Human Resources & Organizational Development
Chicago/Naperville

2006 – Present

The marketing research division of WPP, one of the world's largest advertising/marketing firms headquartered in the UK. Reporting to the CEO, a member of the Executive Board with comprehensive responsibility for North America and interface with global organization.

- Significant focus on organizational development resulting in: significant re-structuring of two major operational segments of the organization, stabilization of Executive Board, sourcing/hiring of Sr. VP of Client Relations from competitor, promotion of two internal candidates to VP of Operations, and a newly established quality function.
- Streamlined organization via closure of secondary sites and call centers. Reductions in workforce conducted efficiently, in compliance with federal/state legislation, and with zero incidents relative to litigation/claims.
- Orchestrated annual talent review leading to the identification of mission-critical employees, establishment of individual career development plans, and creation of a succession plan.
- Performed a region-wide study of compensation to determine competitiveness and re-set key positions to market. Successfully collaborated with all functional Leaders to integrate outcomes and recommendations between 2007 through 2009.
- Launched new learning/training initiative, E³ University (Dedicated to Engaged, Empowered and Enlightened Employees) with initial courses
- Establishment of and emphasis upon practices and working philosophies designed for retention, employee engagement and client satisfaction, such as: pay-for-performance, consultancy orientation, training versus learning mindset, results-based metrics, career management, relaxed dress code, remote offices, alternative work schedules, background checks, 90-day company assessment for new-hires.
- Developer of iMap, a global learning program designed to develop organizational leadership and management competencies. With a curriculum that includes advanced marketing research concepts, contemporary management and communication skills, and 100% of iMap was developed and delivered by in-house talent.
- Speaker/facilitator of two-day Leadership Symposium, focusing on Client Satisfaction, Employee Engagement and the Kantar Operations Value Proposition.

SSA Global Technologies, Inc.

Regional Vice President, Human Resources

A global enterprise software and technology services organization, headquartered in Chicago; \$712M revenue; 1,500 North American employees. Reporting to the Sr. Global Human Resources Vice President with comprehensive HR responsibility for region.

Senior management level with eight direct reports and corresponding budget.

- Member of 40-person executive leadership team responsible for the overall integration of SSA Global with acquirer, Infor (a privately held technology company, headquartered in Atlanta). Deal closed July 23; full re-alignment of North American work force complete on August 1.
- Acquisition expert; exclusive HR representative of 15+ person swat team charged with seller assessment, due diligence, employee assessments/assignments, workforce right-sizing, and post-close integration, including cultural assimilation/ orientation. Successful completion of three acquisitions in a 7-month period and numerous assessments.
- Raised caliber of North America's HR expertise by re-building team. Five new, high-caliber HR professionals hired within first six months.
- Presenter to Board and Leadership Council on the following subjects: healthcare plans and innovative/contemporary alternatives to managing costs, inspirational leadership and managing to vision/purpose.
- Installed new and contemporary orientation for North America, representative of SSA's business/culture, for candidates and new employees.
- Member of select HR team charged with development and launch of following global initiatives: performance management/ assessment, annual salary planning, and title/job description harmonization.
- Graduate of SSA's MBA program. Candidates are sponsored by key executive and selected for participation by CEO.

Alternative Resources Corporation, Pomeroy IT Solutions

Vice President, Human Resources

Director, Human Resources for Sales & Recruiting Organizations

Director, Employee Benefits

Barrington

A national technology services/consulting firm; \$375M revenue; 1,800 employees. Reporting to the CFO and member of Executive Team with reporting responsibility to Board. Six direct reports and corresponding budget.

- Member of 10-person Executive Steering Committee charged with full integration of ARC/Pomeroy operations and corporate functions. Successfully developed key-player retention program, comprehensive employee communications, consolidation of all benefits/services/compensation /policies, closure of ARC headquarters and establishment of new HR function in seven months.
- Leveraged ARC's business model conversion through a complete re-design of all existing and introduction of new HR programs (i.e., competency modeling, performance management, benefits, position/role re-assignments).
- Generated savings of \$1.1 million within first nine months through re-design of the employee benefit program.
- Designed and implemented ARC's first deferred compensation plan for key executives.
- Creator of "City" concept, a web-enabled employee marketing/branding initiative designed to affirm culture, create community and strengthen attraction/retention. A nationally-recognized program - - winner of Business Insurance's Award in Communications Excellence (2000), WEB's Award for Innovation in Benefits & Services (2003), and IABC's

Spectra Award of Merit (2002). Led 30-person cross-functional team in successful execution of major corporate initiative.

- Key business partner in re-structuring the sales organization, facilitating the shift to consultative solutions-based selling, via performance management, training and recruitment of 10 new account executives and three VPs throughout U.S.
- Developed and launched contemporary Career Development & Performance Management Program, featuring direct alignment of individual goals to organizational objectives, based on *Execution, The Discipline of Getting Things Done* by L. Bossidy & R. Charan.
- Reorganized HR department to establish greater strategic focus and deliver enhanced service to overall organization. Significantly improved HR administration and increased efficiency through the development and rollout of ARC's first web-enabled self-service portal (via HRIS, PeopleSoft).
- Strong track record in managing/controlling HR risk - successful avoidance/adjudication of claims (dismissals obtained, without intervention of legal counsel/proceedings), employee/manager mediations, separation/exit negotiations, ensuring overall legal compliance.

AptarGroup, Inc.

A multi-national consumer-packaging manufacturer, headquartered in Crystal Lake, IL; \$927M revenue. 1,000 U.S. employees; Manager, Benefits, reporting to HRVP.

- Start-up experience - entire benefits program was established for multi-national manufacturer, upon spin-off from parent company. Total benefit plan assets managed: \$70M.
- Shaped HR programs and corporate culture through the introduction of new initiatives and marketing of existing programs such as: work/life balance, health promotion, new employee orientations, "core values" mission, total compensation program.
- Exposure to and appreciation for multi-national/multi-cultural business environment. Presenter and discussion facilitator at annual worldwide HR conferences in Ste. Germaine, France (1997) and Chicago (1999).
- Certified counselor (Center for Creative Leadership) for executives participating in 360-degree career development program.
- First-line contact with Board of Directors – meeting quarterly to ensure focus on key financial retirement plan issues, fiduciary obligations, investment policy and performance. Lead role in diversification of pension plan's asset mix and investment position.
- Successful negotiator of all vendor contracts, banking arrangements, insurance policies and related service fees. Produced savings of approximately 30%.

Premark International

Director, Retirement Plans
Employee Benefits Consultant, Tupperware Division
Compliance Specialist

A former Fortune 50 global holding of consumer products companies known as Dart & Kraft, Inc; Premark represented \$3B revenue; 100,000+ employees. Manager of four direct reports.

- Designed, set strategy, ensured compliance, and managed administration of 17 retirement plans; total assets of \$550 million.
- Developed and implemented, with approval of Board, company-wide retirement plan policy to ensure ERISA fiduciary compliance.
- Designed, priced, and implemented comprehensive cafeteria benefits program at Tupperware- - an unprecedented achievement in terms of introducing employee cost sharing, resulting in annual savings of \$1.5 million.

- Fulfilled ERISA reporting/disclosure requirements for 46 retirement and 38 welfare plans. Successfully filed and received IRS qualification letters for 15 retirement plans.

EDUCATION &, CERTIFICATIONS

Millikin University	Decatur, IL	Bachelor of Arts, Psychology
University of Michigan	Ann Arbor, MI	Strategic Recruiting Program for Executives - 1997
Center for Creative Leadership (CCL)	Greensboro, NC	Certified Benchmarks Counselor - 1998
World at Work- American Compensation Association		Certified Compensation Professional – 1992
Certified Employee Benefits Specialist Program		Successful completion of nine courses – 1983-1990

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

Dan Lewis
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654
Telephone: (312) 628-8602
Fax: (312) 628-8603

20. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's Officers directly responsible for operations include:

Aaron Rasty
Chief Operating Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Robert Porter
Vice President of North American Sales
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

Tom Keen
Chief Technology Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60654

- Supporting documentation demonstrating Applicant's technical fitness include:

BlueStar was incorporated in Illinois in 2002, and has been serving commercial, industrial, and residential customers throughout the State of Illinois. BlueStar Energy Services is also licensed and serving customers in the District of Columbia and the State of Maryland and is licensed in the State of Michigan.

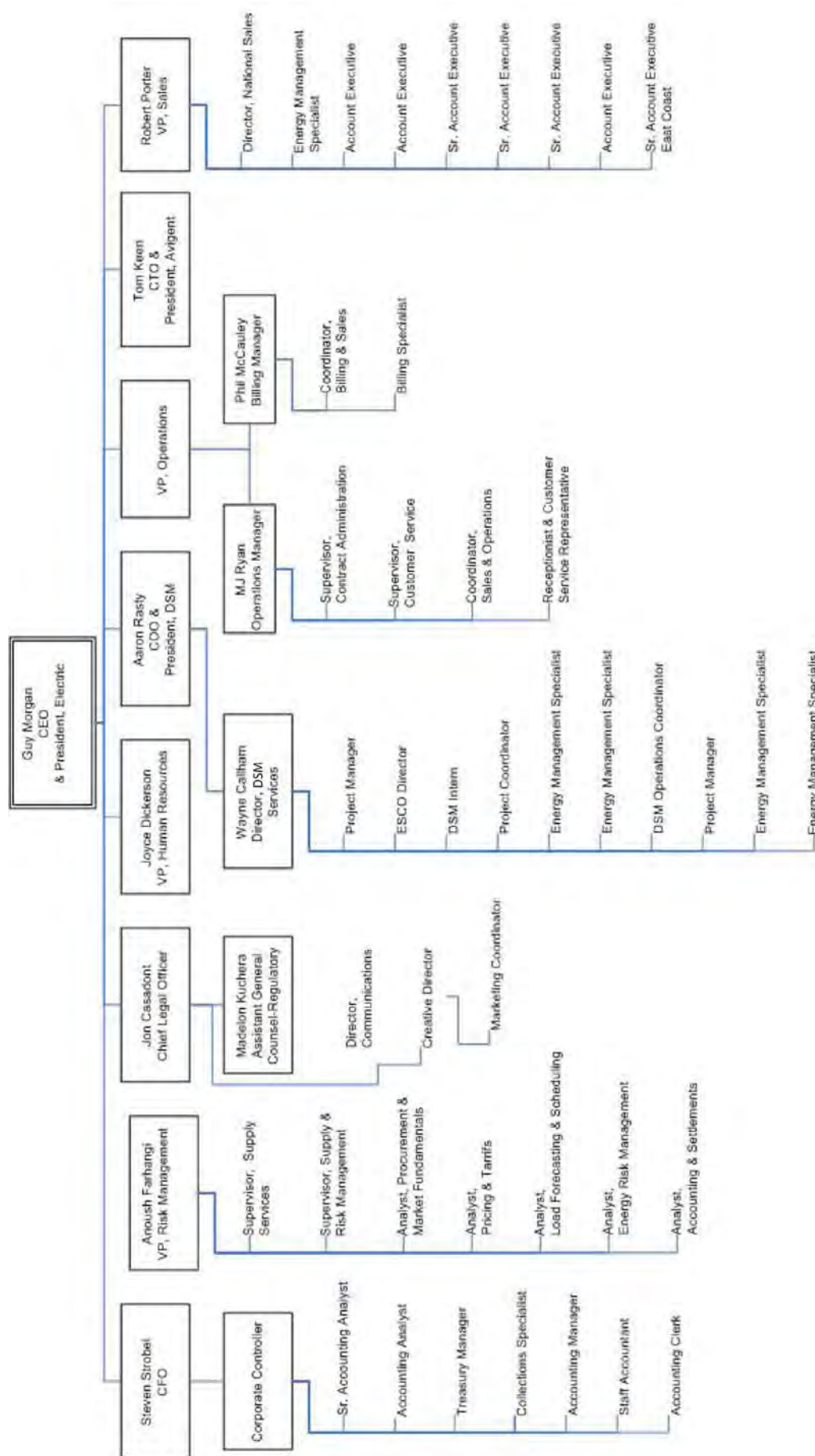
BlueStar also provides energy efficiency services such as energy audits, lighting retrofits and lighting maintenance. In 2007, BlueStar became a certified Green-e® Energy Renewable Energy Certificate (REC) marketer and also began offering carbon offsets to further enhance the company's energy efficiency solutions. Today, BlueStar serves close to 3,000 commercial and residential customers in its service territories by providing electricity supply, green power and energy efficiency services. BlueStar currently provides direct retail energy supply and energy billing and related services to residential, commercial and industrial customer in its service territories with annual electric served in excess of 2.5M MWh.

BlueStar has no affiliated companies that are involved in the generation, transmission, distribution, sale, or purchase of retail electricity. As BlueStar neither owns nor is affiliated with any generation or distribution assets, BlueStar procures (and will continue to procure) electricity it needs to serve its existing and expected future customer load in the Commonwealth of Pennsylvania from the open market.

Proposed staffing and employee training commitments:

Headquartered in Chicago, BlueStar Energy Services currently has 90 employees in domestic and foreign offices. BlueStar Energy Services meets the technical qualifications set forth in 66 Pa. C.S. § 2809 (B).

Below is a BlueStar's Corporate organizational chart that identifies key positions used to meet the technical, managerial and operational requirements.



Additional supporting documentation demonstrating BlueStar's technical and operational fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B) is provided below. This exhibit includes copies of resumes of additional BlueStar employees responsible for daily operational and managerial activities. This Exhibit provides an overview of key individuals and a description of their respective professional responsibilities and past experience. This Exhibit includes resumes of BlueStar's the Operation Manager, Billing Manager, Director of Demand Side Management, and Assistant General Counsel – Regulatory.

BlueStar is not relying on one or more agents or contractors to meet the technical requirements. Since its beginning in 2002, BlueStar is a growing company with a commitment to hiring highly qualified individuals to meet the Companies goal of providing excellent customer service.

TECHNICAL AND MANAGERIAL QUALIFICATIONS ADDITIONAL RESUMES

MARY JANE RYAN
BlueStar Energy Services
Operations Manager

Experience:

BlueStar Energy Services, Inc.
Operations Manager

- *Manage a department of 7 for an electricity supplier certified to sell electricity to customers in Illinois, Maryland, and Washington DC
- *Operations department responsibilities include contract administration, reporting sales activity, billing.
- *Design and develop mass market matrices for future business development.
- *Work closely with the Vice President of Operations to improve processes, implement new systems.
- *Assisted IT in the development of new billing system automating the processes to enable the company to large volumes of customers.
- *Develop improvements to the company's customer management system to better follow enrollment rules for various utilities.

Commonwealth Edison
Account Manager – Electric Supplier Services

- *Guide new Retail Electric Suppliers (RES) and Meter Service Providers (MSP) through ComEd Open Access registration process.
- *Manage RES accounts.
- *Act as primary point of contact as an information resource on delivery service processes, billing and marketplace issues and provide business solutions for RESs and MSPs.
- *Department lead on PJM Implementation project.
- *Responsible for organizing annual Retail Electric Supplier/Meter Service Provider Annual Meetings.
- *Project lead on operational issues as necessary.

Commonwealth Edison
Billing Analyst

- *Lead team on implementing new RES transmission billing activity.
- *Produce Generator Imbalance invoices.
- *Edit daily wholesale/retail transmission activity.
- *Monitor transmission activity with a variety of different companies.
- *Produce month end reports for internal and Corporate Financial use.
- *Monitor activity and producing bills for metered customers, including tracking energy and making adjustments when necessary.
- *Coordinate billing activity of IPP's.

Commonwealth Edison
Assistant Trader - Wholesale Energy Trading

- *Schedule next day energy flow as backup to Schedulers
- *Purchase transmission, both in ComEd's system
- *Track of transmission costs for hourly/next day traders
- *Assist hourly trader with trading when necessary
- *Produce Excess Transmission availability for use on hourly desk
- *Determine ATC for hourly and next day traders

- *Record hourly trades in database to track profitability
- *Created spreadsheet of monthly/yearly transmission reservations to ensure smooth transition from one month/year to next

Education:

Bachelor of Science Degree - DePaul University

Marketing Major, Management Minor

American Management Association seminars, including Time Management, Product Management, Contract Administration and Managing for Quality

PHILLIP D. MCCAULEY

Professional Experience:

BlueStar Energy Services, Inc.

Billing Manager

Manage Customer Billing, Payment Processing, Priority Customer Problem Resolution, and Quality Control and supervise monthly billing and payment processing services.

Peoples Energy Corporation, Chicago, IL

Manager, Customer Billing and Operations Improvement

- Managed monthly billing and payment processing services for public utility with over a million customers and \$1 billion annual revenue.
- Led successful turnaround of billing function, resulting in top tier operational performance and top quartile employee engagement scores on Gallup 12 question survey. Received internal company award for these efforts.
- Managed 80 employees; accountable for operating budget of \$6 million.

Manager, Quality Control and Training

- Oversaw all training, quality control, documentation, process improvement, operational reporting, and budget development and review systems for the Customer Service Division (1000+ employees) of Peoples Energy.
- Worked closely with marketing and field service areas to develop and implement new products and services targeted to the retail customer base, including flexible connector and thermocouple installations, and leak repairs, generating over \$2 million in annual revenue.
- Managed 25 employees; accountable for operating budget of \$2 million.

Manager, CIS Implementation

- **Managed client implementation of major Customer Information System (\$75 million).**
- **Heavily involved in system selection, system design and testing, change management, implementation planning, system cutover and follow-up problem resolution.**
- **Performed business owner role for the new CIS billing function.**

Executive Supervisor, Quality Control and Billing Controls

- **Built an area of business analysts responsible for creating and administering all operational reporting for the Customer Service Division of Peoples Energy. Implemented Balanced Scorecard system for the division.**
- **Managed area responsible for resolving all billing exceptions for Peoples Energy utilities.**

Assistant to the Vice President, Customer Service

- Resolved high-profile customer problems while identifying and working with operational areas to correct systemic issues identified by customers.
- Performed financial analysis (DCF, NPV, IRR) on major project proposals (including "selling" \$50 million automated meter reading solution to senior management which was subsequently successfully implemented).

Education:

- MBA, Finance and Accounting, University of Chicago, 1996.
 - BA, Economics, University of Illinois at Chicago, 1984.
-

WAYNE CALLHAM

Summary

Mr. Callham is a creative, versatile business leader with over 22 years of sales & management experience of coordinating, directing and managing all energy efficiency program activities. His extensive project management experience ranges from commercial to industrial projects.

Experience:

BlueStar Energy Services, Inc.

Director of Energy Efficiency

At BlueStar, Mr. Callham is Director of the Energy Efficiency Department. He oversees the in-depth analysis of existing energy efficiency systems; prepares performance tests and analyzes results; manages energy audit processes; prepares analysis for technical reports; develops new products and services offerings or solutions group; directs installation of new equipment, systems and modifications; and has managed and trained energy efficiency project operations and sales teams. Mr. Callham has a proven ability for strong customer, vendor, and manufacturer relationships and has exceptional interpersonal & communication skills.

Bright Electrical Supply Company

Lighting Department Sales Manager

Mr. Callham was responsible for the development of the company's energy services offerings including analysis, product application and implementation. He was responsible for increasing market share, improving the closing ratio on lighting project quotations and increasing profit margins of sold projects. He directed a 10 person lighting department staff delivering projects in excess of \$12M per year.

E. Sam Jones Distributor, Inc.

Branch Manager

At E. Sam Jones Distributor, Mr. Callham increased sales from \$5.9M to \$8.5M in first full year. He was responsible for all hiring, training, mentoring and retention of all branch employees. He actively called on the branch's largest customers routinely reducing their energy consumption and maintenance costs.

NESI Solutions / NIPSCO

Director – Lighting and Energy Efficiency Projects

At NESI, Mr. Callham managed all lighting sales representatives for energy conservation products and energy saving lighting projects. He increased sales by 20% year to year and increased sales per representative from \$246,000 to \$575,000 annually. Mr. Callham also oversaw merger of lighting division into performance contracting unit.

CEW Lighting Inc.

Vice President Sales – Midwest Region

While at CEW Lighting, Mr. Callham managed a combination of three district managers and six manufacturers' agents in nine Midwestern states, as well as branch operations. He developed a customer base of over 500 distributors, including more than fifty preferred stocking distributors. In this role he successfully increased sales to electrical distributors by over 23%.

Regional Sales Manager - Midwest Region

In this role he increased annual sales from \$ 2.2 million to \$ 4.2 million in three years. He established a sales team consisting of three district sales managers and manufacturers sales representatives in seven states. He also

developed a market presence and established a reliable alternate source for lighting and electrical distributors to purchase lighting products.

PEDCO

Sales Manager – Chicago Territory

In this position Mr. Callham developed new territory from zero to 300 accounts in two years. He increased sales to \$350,000 within two years. He created ongoing market presence through trade shows and trade association participation.

Education

Loop College / City of Chicago

South Suburban College – Business Administration

MADELON A. KUCHERA
BlueStar Energy Services
Assistant General Counsel-Regulatory

Summary

Proven track record spearheading complex legislative and regulatory regime changes in the electric, natural gas, cable, and telecommunications industries. Successfully developed and presented policy positions, testimony and litigation materials, negotiated contracts and advocated on behalf of Fortune 500 companies, government, public interest groups, coalitions and industry trade associations.

BlueStar Energy Services, Inc.

Assistant General Counsel – Regulatory

Manage all regulatory activities at state, regional and federal level. Represent BlueStar in development of policy, testimony and advocacy positions and design and implement regulatory compliance processes and programs.

Sterling Group Services, LLC, Chicago, Illinois

Managing Director

Sterling Group Services was a regulatory, legislative and business strategy consulting firm that focuses on the regulation of the electric, natural gas, cable, and telecommunications industries.

- Represent clients in public and confidential matters, including the development of policy, testimony and advocacy positions.
- Advise and strategize with clients on legislative and regulatory activities at state, regional and federal level.
- Draft policy positions promoting competition, clean renewable energy development, the smart grid, natural resource protections and evaluated network neutrality and broadband deployment initiatives.
- Design and implement regulatory compliance processes and programs.

Universal Access, Inc. (Later acquired by Vanco Direct), Chicago, Illinois

Vice President of Regulatory

Universal Access is a global telecommunications network provider to carriers and large enterprise companies across the US and in over 200 countries.

- Analyzed, developed and presented regulatory and legislative advocacy positions before federal agencies, including the (“FCC”), U.S. Department of Commerce and Congress and state regulatory and legislative entities.
- Managed 35-member team responsible for negotiating multimillion-dollar domestic and international wholesale contracts.
- Obtained licenses and regulatory approvals and drafted compliance reports required for conducting business.

Teleport Communications Group (“TCG” (later acquired by AT&T), Chicago, Illinois

Regional Vice President of Regulatory and Government Affairs

TCG was one of the nation’s first and largest fiber optic Competitive Local Exchange Carrier (CLEC) that served over 85 major U.S. metropolitan service areas.

- Led state and federal policy advocacy initiatives that introduced competition to the local telephone markets.
- Acquired regulatory licenses and franchise approvals that facilitated a \$12-billion merger between AT&T and TCG.
- Directed all legislative and regulatory initiatives before commissions and legislative committees within 17-state region.
- Negotiated interconnection agreements and supervised arbitration hearings before state regulatory agencies.
- Authored white papers, drafted testimony, comments and other supporting litigation and advocacy materials.
- Supervised 25 employees, plus consultants and outside counsel, lobbyist and managed central region budget.

Federal Communications Commission (“FCC”), Washington, DC

Advisor to FCC Commissioner Andrew C. Barrett

The FCC is charged with regulating interstate communications by radio, television, wire, satellite and cable.

- Advised the Commissioner on adjudicative and rule making proceedings and regulatory/legislative policy initiatives.
- Served as liaison between federal government, public interest groups and associations and state regulators.
- Drafted memoranda, position papers, proposed orders and opinions on a wide range of domestic/international matters, including spectrum auctions, digital television, wireless, access charges, jurisdictional separations rules, broadcast ownership rules and pro-competition initiatives.
- Served as Commissioner's policy spokesperson and representative at industry sponsored conferences and organizations.

Illinois Commerce Commission ("ICC"), Chicago and Springfield, Illinois

Deputy Executive Director

Director of the Office of Policy Analysis and Research

Senior Economic Energy Analyst.

The *ICC* responsibilities include regulatory oversight of investor-owned utilities including, electricity, natural gas, and telecommunications, transportation, and water companies.

- Oversaw regulatory and compliance actions of electric, gas, telecommunications, and water companies.
- Drafted comments for submission to federal agencies including the FERC, NERC, FCC, EPA and Department of Commerce.
- Testified as expert witness on key policy proposals in gas, electric, and telecommunication industries.
- Supervisory and budgetary responsibilities for public Utilities and Policy, Analysis and Research Divisions.

Montana Public Service Commission ("MPSC"), Helena, Montana.

Economic Energy Analyst

The *MPSC* is charged with the regulation over investor owned gas, electric, telephone, and water companies.

- Analyzed electric and gas rate case and tariff filings and supporting financial and cost material.
- Provided economic research and analysis regarding state and federal energy proposals.
- Reviewed and provided recommendations on FERC filings.

Education:

Juris Doctor, *Licensed Attorney in Illinois.*

The John Marshall School of Law, Chicago, Illinois

M.S. in Economics *with specialization in Public Utility Regulation and Natural Resource Economics*

B. S. in Economics/Finance

University of Wyoming, Laramie, Wyoming

Below is BlueStar's Contact List.

SUPPLIER COMPANY CONTACTS

Company Name: BlueStar Energy Services, Inc. Date Submitted: September 1, 2009

Company d/b/a: Not Applicable

Company License Number:

<u>M.</u>	<u>First Name</u>	<u>Last Name</u>	<u>Prof. Title</u>	<u>Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>Phone</u>	<u>FAX</u>	<u>E-Mail</u>	
	Mr. Robert	Bennett	Manager	P.O. Box 3263	Harrisburg	PA	17105-3263	(717) 787-5533	(717) 772-1933	bennett@pac.state.pa.us	
	Corporation Service Company/										
1	<u>Statutory Agent:</u>	Karin	Dunn	Certified Customer Service Rep.	2704 Commerce Drive	Harrisburg	PA	17110	(302) 636-5401 ext. 3165	302-636-5454	khdunn@cscinfo.com
2	<u>CEO/President:</u>	Mr. Guy	Morgan	CEO	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8666	(312)-628-8668	guyam@bluestarenergy.c
	Asst. Gen. Counsel/Regal atory										
3	<u>Regulatory Contact:</u>	Ms. Madelon	Endrera	Asst. Gen. Counsel/Regal atory	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8613	(312)-628-8628	elndrera@bluestarenergy.c
4	<u>Tariff Contact:</u>	Mr. Jon	Casadont	Sr. V.P./Gen. Counsel	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8666	(312)-628-8668	adonti@bluestarenergy.c
	Sr. V.P./Gen. Counsel										
5	<u>Annual Reports:</u>	Mr. Jon	Casadont	Sr. V.P./Gen. Counsel	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8666	(312)-628-8668	adonti@bluestarenergy.c
6	<u>Assessments:</u>	Mr. Steve	Strobel	CFO	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-0845	(312)-628-8603	robst@bluestarenergy.c
7	<u>PEMA Contact:</u>	Mr. Aaron	Rasty	COO	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8600	(312)-628-8601	astv@bluestarenergy.c
8	<u>Customer Service:</u>	Ms. Mary Jane	Ryan	Operations Manager	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8665	(312)-628-8664	ryan@bluestarenergy.c
	Sr. V.P./Gen. Counsel										
9	<u>Legal Counsel:</u>	Mr. Jon	Casadont	Sr. V.P./Gen. Counsel	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8666	(312)-628-8668	adonti@bluestarenergy.c
10	<u>Complaints Contact:</u>	Ms. Mary Jane	Ryan	Operations Manager	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8665	(312)-628-8664	ryan@bluestarenergy.c
11	<u>EDI Transactions:</u>	Ms. Mary Jane	Ryan	Operations Manager	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8665	(312)-628-8664	ryan@bluestarenergy.c
12	<u>Electric Phase-In Committee:</u>	Mr. Jon	Casadont	Sr. V.P./Gen. Counsel	363 W. Erie, Suite 700	Chicago	IL	60654	(312)-628-8666	(312)-628-8668	adonti@bluestarenergy.c

As additional support to its technical qualifications, BlueStar has also arranged to provide the following:

(1) A 24 hour scheduling facility for coordination with control centers of scheduling changes, reserve implementation, curtailment orders, and interruption plan implementation; and

(2) To maintain a telephone number, fax number, and address where its staff can be reached directly at all times. The 24-hour telephone number is (312) 628-8681; the fax number is (866) 422-2515; and the address is 5105A North Glen Park Place, Peoria, IL 61614.

(3) BlueStar's energy trading and scheduling is also performed by BlueStar employees.

- Documentation of membership in ECAR, MAAC or other regional reliability councils shall be submitted if applicable to the scope and nature of the applicant's proposed services.

BlueStar will not use electric generation, transmission or distribution facilities that it owns, controls or operates in servicing customers and therefore is not members of the above mentioned reliability councils.

BlueStar Energy Services certifies that it:

- a) Will comply with all applicable Federal, State, regional and industry rules practices, policies, procedures and tariffs for the use, operation, maintenance, safety, integrity, and reliability of the interconnected electric transmission system including the Open Access Same-time Information System (OASIS) mandated by 18 CFR 37 and the rules and operating guidelines and procedures of the regional or national electric reliability council(s) or organization(s) and their successors for any portion of the state in which BlueStar is certified to provide retail electric service;
- b) Will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and agree to comply with the operational requirements of the control area(s) within which BlueStar provide retail service; and
- c) Will comply with informational and reporting requirements that the Commission may establish and will comply with all other applicable laws and regulations and Commission rules and orders;
- d) Will meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.
- e) Upon approval of BlueStar Application from the Pennsylvania Public Utility Commission but prior to doing business in the Commonwealth of Pennsylvania, BlueStar understands that it is required to successfully test the appropriate EDI transactions. To initiate the testing process, BlueStar will contact the PA EDC contact person designated on the EDI Testing Contacts zip file.

- An affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that BlueStar Energy Services agrees to comply with the operational requirements of the control area(s) within which you provide retail service.

21. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

BlueStar certifies that under 66 Pa. C.S. Section 2809(D) that if it plans to transfer its license to another entity it is required to request authority from the Commission for permission prior to transferring the license. In such an event, BlueStar understands that it is required to file the appropriate licensing application.

22. **ASSESSMENT:** The Applicant acknowledges that Title 66, Chapter 5, Section 510 grants to the Commission the right to make assessments to recover regulatory expenses and that as a supplier of electricity or an electric generation supplier it will be assessed under that section of the Pennsylvania Code. The Applicant also acknowledges that the continuation of its license as a supplier of electricity or an electric generation supplier will be dependent upon the payment of all prior years' assessments.

BlueStar acknowledges that Title 66, Chapter 5, Section 510 grants to the Commission the right to make assessments to recover regulatory expenses and that as a supplier of electricity or an electric generation supplier it will be assessed under that section of the Pennsylvania Code. BlueStar also acknowledges that the continuation of its license as a supplier of electricity or an electric generation supplier will be dependent upon the payment of all prior years' assessments.

23. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

BlueStar agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

24. **REPORTING REQUIREMENTS:** BlueStar agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- a. Reports of Gross Receipts: BlueStar agrees to report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- b. The Treasurer or other appropriate officer of BlueStar shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.

- c. BlueStar shall report to the Commission the following information on an annual basis:

BlueStar shall report the percentages of total electricity supplied by each fuel source; and

BlueStar will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

25. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

BlueStar understands it is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

26. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

BlueStar understands that making of false statement(s) in the application may be grounds for denying the Application, or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

27. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: BlueStar Energy Services, Inc.

By: Aaron Rasty

Title: COO & President of Demand Side Management

AFFIDAVIT

[Commonwealth/State] of **Illinois**:

: ss.

County of **Cook**:

Aaron D. Rasty, Affiant, being duly sworn according to law, deposes and says that:

He is the Chief Operating Officer of BlueStar Energy Services, Inc.;

That he is authorized to and does make this affidavit for said Applicant;

That BlueStar Energy Services, Inc., the Applicant herein, acknowledges that Applicant may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That BlueStar Energy Services, Inc., the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That BlueStar Energy Services, Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That BlueStar Energy Services, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform to 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

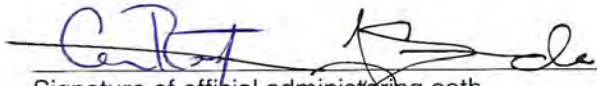
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.



Signature of Affiant

Sworn and subscribed before me this 23rd day of September, 20~~19~~09.



Signature of official administering oath

My commission expires 01/26/2013.



AFFIDAVIT

State of Illinois:

ss.

County of Cook:

Aaron D. Rasty, Affiant, being duly sworn according to law, deposes and says that:

He is the Chief Operating Officer of BlueStar Energy Services, Inc.;

That he is authorized to and does make this affidavit for said Applicant;

That BlueStar Energy Services, Inc., the Applicant herein certifies that on September 23, 2009, has caused the notice of the filing of its electric generation license application to be published in the following newspapers Philadelphia Inquirer, The Patriot News, Scranton Times, Williamsport Sun Gazette

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

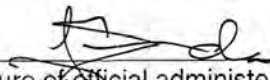
That BlueStar Energy Services, Inc., the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.



Signature of Affiant

Sworn and subscribed before me this 23rd day of September, 20 09.



Signature of official administering oath

My commission expires 01/26/2013



**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Philadelphia Inquirer NOTICE**

*Application of **BlueStar Energy Services, Inc.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

On September 23, 2009, **BlueStar Energy Services, Inc.** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity.

BlueStar Energy Services, Inc. proposes to sell electricity and related services throughout PPL's service territory in central Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **BlueStar Energy Services, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to BlueStar Energy Services' attorney at the address listed below.

**By and through Counsel: Jon Casadont
BlueStar Energy Services, Inc.
363 West Erie Street, Suite 700
Chicago, IL 60654
312- 628-8666 Phone
312-628-8668 FAX**

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
The Patriot News NOTICE**

*Application of **BlueStar Energy Services, Inc.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

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**By and through Counsel: Jon Casadont
BlueStar Energy Services, Inc.
363 West Erie Street, Suite 700
Chicago, IL 60654
312- 628-8666 Phone
312-628-8668 FAX**

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Scranton Times NOTICE**

*Application of **BlueStar Energy Services, Inc.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

On September 23, 2009, **BlueStar Energy Services, Inc.** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity.

BlueStar Energy Services, Inc. proposes to sell electricity and related services throughout PPL's service territory in central Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **BlueStar Energy Services, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to BlueStar Energy Services' attorney at the address listed below.

**By and through Counsel: Jon Casadont
BlueStar Energy Services, Inc.
363 West Erie Street, Suite 700
Chicago, IL 60654
312- 628-8666 Phone
312-628-8668 FAX**

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Williamsport Sun Gazette NOTICE**

*Application of **BlueStar Energy Services, Inc.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

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363 West Erie Street, Suite 700
Chicago, IL 60654
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AFFIDAVIT

State of Illinois:

: ss.

County of Cook:

Aaron D. Rasty, Affiant, being duly sworn according to law, deposes and says that:

He is the Chief Operating Officer of BlueStar Energy Services, Inc.;

That he is authorized to and does make this affidavit for said Applicant;


That the Applicant herein BlueStar Energy Services, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant, herein BlueStar Energy Services, Inc has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein BlueStar Energy Services, Inc acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein BlueStar Energy Services, Inc acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.



Signature of Affiant

Sworn and subscribed before me this 23rd day of September, 20 09.



Signature of official administering oath

My commission expires 01/26/2013



Electric Generation Supplier License Bonds

Bonds submitted in order to satisfy the licensing process must comply with the following:

The bond in the amount of \$250,000 should name the Pennsylvania Public Utility Commission as the obligee or beneficiary, and should contain the following language:

This bond is written in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. § 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. §§101, et seq., and the rules and regulations of the Pennsylvania Public Utility Commission by the Principle as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. § 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangements. Payment of claims shall have the following priority: (i) The Commonwealth; (ii) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (iii) Private individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for payment of any other tax obligations owed to the Commonwealth.

The original and two copies of the bond must be submitted to the Office of the Secretary, Pa. Public Utility Commission, P.O. Box 3265, Harrisburg, PA 17105-3265. An approved copy of the bond will be returned with a letter acknowledging receipt of the bond. The entry date of the Commission's Order will be the effective date for the license.

License Bond

Bond Number: 105323828

KNOW ALL MEN BY THESE PRESENTS that Blue Star Energy Services, Inc. as Principal, and Travelers Casualty and Surety Company of America of Hartford, Connecticut, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of two hundred fifty thousand dollars (\$250,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS 15th day of September, 2009.

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

NOW THEREFORE, the condition of this obligation is such that the Principal must act in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. 101, et seq. and the rules and regulation of the Pennsylvania Public Utility Commission by the Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania; (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for the payment of any other tax obligations owed to the Commonwealth of Pennsylvania.

NOW THEREFORE, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination.

THIS BOND WILL EXPIRE September 16, 2010 but may be continued by continuation certificate signed by Principal and *1. *1 may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and *1 shall not be liable for any default after such sixty-day notice period, except for defaults occurring prior thereto.

Signed, sealed and dated this 15th day of September, 2009.

BlueStar Energy Services, Inc.

Principal

Travelers Casualty and Surety Company of America

Surety

COUNTERSIGNED BY

N/A

Registered Agent

By

Attorney-in-Fact

William Reidinger



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Seaboard Surety Company
St. Paul Fire and Marine Insurance Company

St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 214820

Certificate No. 002940783

KNOW ALL MEN BY THESE PRESENTS: That Seaboard Surety Company is a corporation duly organized under the laws of the State of New York, that St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

William Reidinger, Diane O'Leary, Donna Wright, Karen E. Bogard, Matthew V. Buol, and Marvin O. Rivera

STATE OF ILLINOIS
COUNTY OF COOK

On this 15th day of September, 2009, before me personally appeared William Reidinger, known to me to be the Attorney-in-Fact of Travelers Casualty and Surety Company of America, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid county, the day and year in this certificate first written above.

Diane M. O'Leary
(Notary Public)



State of Connecticut
City of Hartford ss.

By: George W. Thompson, Senior Vice President

On this the 15th day of July, 2008, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal. My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
Marie C. Tetreault, Notary Public

COPY

License Bond

Bond Number: 105323828

KNOW ALL MEN BY THESE PRESENTS that Blue Star Energy Services, Inc. as Principal, and Travelers Casualty and Surety Company of America of Hartford, Connecticut, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of two hundred fifty thousand dollars (\$250,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS 15th day of September, 2009.

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

NOW THEREFORE, the condition of this obligation is such that the Principal must act in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. 101, et seq. and the rules and regulation of the Pennsylvania Public Utility Commission by the Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania; (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for the payment of any other tax obligations owed to the Commonwealth of Pennsylvania.

NOW THEREFORE, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination.

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BlueStar Energy Services, Inc.

Principal

Travelers Casualty and Surety Company of America

Surety

By

Attorney-in-Fact

William Reidinger

COUNTERSIGNED BY

N/A

Registered Agent

COPY

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Principal

Travelers Casualty and Surety Company of America

Surety

By

Attorney-in-Fact William Reidinger

COUNTERSIGNED BY

N/A

Registered Agent

**Sample Disclosure Statement Format
for Electric Generation Suppliers**

This is an agreement for electric generation service, between EGS name and customer's name and full address.

Background

- We at EGS's name are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-110XXX.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Generation Charge - Charge for production of electricity.
- Transmission Charge - Charge for moving high voltage electricity from a generation facility to the distribution lines of an electric distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*

Terms of Service

1. (a) Basic Service Prices - Itemize Basic Services you are billing for and their prices.

You will pay EGS rate per kWh for electric generation service.
Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

You will pay EGS rate per kWh for electric transmission service.
Suppliers are to include transmission service prices if billed.

(b) Nonbasic Service Prices - Itemize Nonbasic Services you are offering and their prices.

2. Length of Agreement

You will buy your electricity generation service for the above street address from EGS's name beginning date through date of expiration, if any.

3. Special Terms and Conditions - List and explain all that apply.

Sign-up bonuses
Add-ons
Limited time offers
Other Sales Promotions
Exclusions

4. Special Services - Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.

5. **Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

6. **Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

7. **Renewal Provision** - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. **Agreement Expiration/Change in Terms**

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. **Dispute Procedures**

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

10. **Contact Information**

Generation Supplier Name: _____

Address: _____

Phone Number: _____

Internet Address: _____

Electric Distribution Company Name: _____

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)
Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Electric Competition Hotline Number: 1-888-782-3228

Universal Service Program Name: _____

Phone Number: _____

APPENDIX D
PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

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By and through Counsel: Jon Casadont

BlueStar Energy Services, Inc.

363 West Erie Street, Suite 700

Chicago, IL 60654

312- 628-8666 Phone

312-628-8668 FAX

The following newspapers where notice of publication will run include:

Philadelphia Inquirer
400 North Broad Street, Philadelphia, PA 19130-4014
Telephone (215) 854-2000
Fax: (215) 854-5118

The Patriot News
812 Market Street, Harrisburg, PA 17101-2808
Telephone: (717) 255-8100
Fax: (717) 255-8450

Scranton Times
149 Penn Avenue, Scranton, PA 18503-2022
Telephone: (570) 348-9100
Fax: (570) 348-9135

Williamsport Sun Gazette
252 West 4th Street, Williamsport, PA 17701-6102
Telephone: (570) 326-1551
Fax: (570) 323-0948

BlueStar will file Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

APPENDIX E
Electronic Data Interchange & Internet Requirements

Prior to doing business in an EDC service territory it is required that an EGS successfully test the appropriate EDI transactions. To initiate the testing process, an EGS must contact the PA EDC contact person designated on the EDI Testing Contacts zip file, which is located on the Pa. PUC website (http://puc.paonline.com/electric/EDI/edewg_download.asp.) Using the approved internet protocols, the EDI testing contacts list contact list is also provided for any EDC that may want to initiate contact with an EGS. To have your contact information added or updated, please send an email to kawall@greenmountain.com.

Electric Distribution Companies (EDC):

Company Name	Contact Name	Telephone	Email	Pref.
Allegheny Power	Jim Mazanek	(724) 838-6014	Jmazane@alleghenypower.com	Email
Duquesne Light Co.	Dervel Reed	(412) 393-6301	D. A. Reed@dlc.dqe.com	None
GPU Energy	Pete Byrne	(610) 375-5942	Pbyrne@gpu.com	None
PECO Energy	Hotline	(215) 841-5799	Choice.EDI@peco-energy.com	None
Penn Power Co.	Stephanie Gibson	(724) 656-4311	Gibsons@firstenergycorp.com	None
PP&L Inc.	Kim Wall	(610) 774-4850	Kawall@papl.com	Email
UGI Utilities Inc.	Eric Sorber	(570) 830-1286	Esorber@ugi.com	Email
All Pennsylvania Rural Electric Cooperatives	Bob Truetken	(314) 922-9158 x1543	Bobtr@cadp.org	Phone

Electric Generation Suppliers (EGS):

Company Name	Contact Name	Telephone	Email	Pref.
American Cooperative Services	Linda Johnson	(717) 901-4406	Linda_Johnson@prea.com	Phone
American Energy	David Butsack	(610) 372-8500	Dave.kel@cwix.com	Email
Bruin Energy d/b/a The Mack Services Group	David McCorry	(610) 644-0562	macksergrp@msn.com	None
Columbia Energy Services	Tracy Myer	(703) 561-6385	Tmyer@columbiaenergygroup.com	Email
CMS Marketing, Svcs & Trading	Aaron Martin	(517) 768-2063	Amartin@cmsenergy.com	None
Con Edison Solutions	Bill Hunsicker	(610) 926-7155	Bhunsick@sctcorp.com	Email
Conectiv	Russell Coultress	(800) 397-2001	Russell@accessedi.com	Email
Constellation Energy Source	Sam Schmidt	(410) 468-3528	EDI@cesource.com	Email
DTE-CoEnergy	David Tyl	(313) 235-9055	Tyld@dteenergy.com	Email
DTE Edison America	Merle Glasgow	(615) 371-5199	Merle_Glasgow@stercomm.com	None
Edison Source	Jon Silva	(562) 463-3000	Jsilva@edisonenterprises.com	None
Enron Energy Services	Allyson Hafner	(614) 761-7160	Ahafner@ees.enron.com	None
Exelon Energy	Joyce Walsh	(610) 645-1423	Jwalsh@peco-energy.com	Email
First Energy Services	Winston Stein	(281) 342-2646	Bswa@attmail.com	Phone
GPU Advanced Resources	Gary Gokhman	(610) 856-5831	Ggokhman@gpu.com	Email
Green Mountain Energy	Jamie Barras	(802) 846-6120	Barras@greenmountain.com	Email
New Energy Ventures	Dan Griffiths	(215) 563-9290 x226	dgriffiths@newenergy.com	None
NorAm Energy Management	Nick Waters	(713) 207-1376	Nwaters@noram.com	Email
PacifiCorp Power Marketing	Jeff Ponsness	(503) 813-5143	Jeff.Ponsness@pacificorp.com	Email
Penn Power Energy	Winston Stein	(281) 342-2646	Bswa@attmail.com	Phone
PG Energy PowerPlus	Jeff Besecker	(570) 829-8698	Besecker@pg-energy.com	Email
PP&L EnergyPlus	Kim Wall	(610) 774-4850	Kawall@papl.com	Email
PSEG Energy Technologies	Douglas Nicholls	(732) 744-2155	Douglas.Nicholls@pseg.com	Phone
Statoil Energy Inc	Keith Mills	(703) 317-2643	Kmills@statoilenergy.com	Email
Strategic Energy Limited	Jim Thomas	(412) 394-5650	Jthomas@sel.com	Email
UGI Energy Services, Inc.	Sal Franco	(610) 373-7999 x118	Electricenrollment@gasmark.com	None

Pennsylvania's Electronic Data Exchange Working Group (EDEWG) EDI transactions and related business practices can be found on the Pa. PUC website (http://puc.paonline.com/electric/EDI/edewg_download.asp). In addition, in order to keep up with changes in the standards, it is advised that each company have one representative on the edtwg email

listserv. To subscribe to the edtwg listserv, send an email with your full name, company name, mailing address, telephone number, fax number and email address to subscribe-edtwg@ls.eei.org with a copy to Annunciata Marino (marino@puc.state.pa.us).