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April 14, 2010

Secretary  
PA Public Utility Commission  
PO Box 3265  
Harrisburg, PA 17105-3265

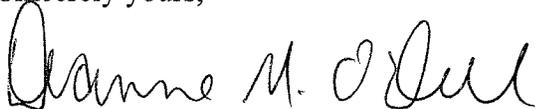
Re: Additional Requirements Regarding Registration as a PJM Load Serving Entity  
Docket No. M-2010-2157431

Dear Secretary:

In accordance with the Secretarial Letter dated March 18, 2010 enclosed please find Energy Plus Holdings LLC's (Energy Plus) Application for Membership between PJM Interconnection, L.L.C and Energy Plus and the Standard Form of Agreement to Become a Member of the LLC.

If you require any further information, please do not hesitate to contact me.

Sincerely yours,



Deanne M. O'Dell, Esq.

DMO/lww

Enclosure

cc: Mathew Wurst w/enc. ([mwurst@state.pa.us](mailto:mwurst@state.pa.us))

Application for Membership  
Between  
The PJM Interconnection, L.L.C.  
and

Energy Plus Holdings LLC  
(Company's Name)

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Agreement which was accepted by the Federal Energy Regulatory Commission (FERC) on November 25, 1997 as amended and became effective on January 1, 1998. The Applicant has read and understands the terms and conditions of the Agreement. The Applicant agrees to accept the concepts and obligations set forth in the Agreement.

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with Schedule 3 of the PJM Agreement and all other applicable costs under the Tariff.

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM OI application approval per Schedule 3.

The Applicant recognizes that it shall become a member of the PJM Agreement effective as of the date that FERC notifies the parties of approval of Schedule 4 submitted by the Applicant to PJM.

This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

Signature: Megan E Basilio

Name: Megan Basilio

Title: Senior Director New Markets

Date: 10/26/09

PJM Interconnection, L.L.C.

Signature: Terry Boston

Name: TERRY Boston

Title: PRESIDENT & CEO

Date: 11/24/2009

**SCHEDULE 4**

**STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC**

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

**Additional Member Agreement**

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of <sup>11/24/09</sup>~~10/29/09~~, is entered into among Energy Plus Holdings LLC and the President of the LLC acting on behalf of its Members.

2. Energy Plus Holdings LLC has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate Energy Plus Holdings LLC's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. Energy Plus Holdings LLC agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. Energy Plus Holdings LLC agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. Energy Plus Holdings LLC hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

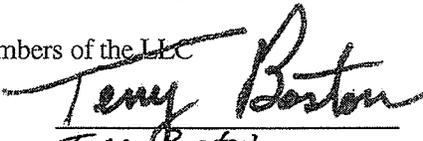
3711 Market Street, suite 910; Philadelphia, PA 19104

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include Energy Plus Holdings LLC as a Member of the LLC thereto, effective as of November 24, 2009, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, Energy Plus Holdings LLC and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: 

Name: TERRY BOSTON

Title: President + CEO

By: 

Name: Megan Basilio

Title: Senior Director New Markets

Issued By: Craig Glazer  
Vice President, Government Policy  
Issued On: April 30, 2004

Effective: May 1, 2004