

ORIGINAL

American PowerNet

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JUL 14th 2010

To: James J. McNulty, Secretary

From: Linda Jablonski, American PowerNet

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Date: July 13, 2010

Subject: Application to Supply Electric Generation Services (EGS)

I have enclosed an Application for APN Starfirst, LP to Supply Electric Generation Services in the Commonwealth of Pennsylvania. As you will note throughout the application, APN Starfirst, LP will only be servicing PPG Industries, Inc. under this license.

It is the intent of APN Starfirst, LP to provide the PUC with a Letter of Credit in the amount of \$250,000. I will start this process as soon as I receive the PUC's approved Letter of Credit language.

Please do not hesitate to contact me with any questions you may have regarding the enclosed application or additional requirement requests.

Thank You,

Linda Jablonski, Office Manager
(610) 372-8500

Managing the Energy Evolution.®

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of APN Starfirst, LP d/b/a N/A, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

APN Starfirst, LP
45 Commerce Drive
Wyomissing, PA 19610
Phone: 610-372-8500
Fax: 610-372-9100

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SECRETARY'S BUREAU

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.

None

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:

Linda Jablonski, Office Manager, 45 Commerce Drive, Wyomissing, PA 19610
Phone: 610-372-8500 Fax: 610-372-9100

- 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:

David Butsack, VP Logistics & Analysis, 45 Commerce Drive, Wyomissing, PA 19610
Phone: 610-372-8500 ext. 1004 Fax: 610-372-9100

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

N/A

- 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:

The applicant, APN Starfirst, LP does maintain a principal office in the Commonwealth of PA located at 45 Commerce Drive, Wyomissing, PA 19610 Phone: 610-372-8500 Fax: 610-372-9100

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.

Attachment "A"

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.

PowerNet Management, LLC, General Partner, 45 Commerce Drive, Wyomissing, PA 19610
R. Scott Helm, President, 45 Commerce Drive, Wyomissing, PA 19610
Angel Lee Helm, Partner, 45 Commerce Drive, Wyomissing, PA 191610

* 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.

Not Applicable

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 _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Give name and address of officers.

(Organized)

The Applicant is incorporated in the state of Delaware.

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

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

American PowerNet Management, LP

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

American PowerNet Management, LP located at 45 Commerce Drive, Wyomissing, PA 19610 is not a jurisdictional public utility

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):

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

APN Starfirst, LP is seeking to obtain it's Pennsylvania Electric Generation Supplier license for the exclusive purpose of serving PPG Industries. APN Starfirst, LP is currently licensed in Illinois, Ohio, and Texas for the same purpose – to exclusively service PPG Industries.

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

Duquesne Light, First Energy (Met-Ed) and Allegheny Power

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):

The Applicant will provide service ONLY to PPG Industries for facilities located in Duquesne Light, First Energy (Met-Ed) and Allegheny Power.

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 ER04-226-001.
- Not applicable

13. **START DATE:** The Applicant proposes to begin delivering services on September 1, 2010. (approximate date).

15. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.
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 the Applicant not any of its' Affiliates, Officers, or Partners have ever been convicted of a crime involving fraud or denied or ejected for a licensing request, or have had any license revoked.

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.

R. Scott Helm, President
45 Commerce Drive
Wyomissing, PA 19610
Phone: 610-372-8500
Fax: 610-372-910

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

APN Starfirst, LP will not be serving any residential customers. APN Starfirst,, LP will be serving one (1) large commercial customer – PPG Industries.

- 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.

Not Applicable

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. **APN starfirst, LP will supply a Letter of Credit in the amount of \$250,000.**
- 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.

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.

Attachment "C" – Organizational Chart

- Published parent company financial and credit information. **Not Applicable**
- 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. **Attachment "D" Audited Financials**
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.

APN Starfirst, LP does not have a credit rating.

- 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.

The Insurance Coverage is enclosed as Attachment "E"

- * Audited financial statements **Attachment "D" ANSWER REQUIRES US TO DISCLOSE CONFIDENTIAL INFORMATION.**
- Such other information that demonstrates Applicant's financial fitness. **None**

Applicant must provide the following information:

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

**R. Scott Helm, President
45 Commerce Drive
Wyomissing, PA 19610
Phone: 610-372-8500
Fax: 610-372-9100**

Resume for Scott Helm is enclosed as Attachment "F"

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

**Robert Shaner, CPA
Integra Business Solutions
12 Commerce Drive
Wyomissing, PA 19610
Phone: 610-396-9896
Fax: 61-396-9877**

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: **ATTACHMENT F AND H**

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.

R. Scott Helm, President
45 Commerce Drive
Wyomissing, PA 19610
Phone: 610-372-8500
Fax: 610-372-9100

- Proposed staffing and employee training commitments

The staff continually attends PJM certification and annual meetings. Several times a year the key personnel attend energy conferences and seminars.

- Business plans

APN Starfirst, LP intends to serve only one (1) customer , PPG Industries, Inc., under this Pennsylvania license.

- 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.

APN Starfirst, LP is a member of PJM, MISO, ERCOT and FERC Attachment "G"


- 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 you agree 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.
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.
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.
24. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
 - a. **Reports of Gross Receipts:** Applicant shall 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 Applicant 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. Applicant shall report to the Commission the following information on an annual basis:
 - the percentages of total electricity supplied by each fuel source

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

Applicant: APN STARFIRST, LP

By: R. Scott Helm 

Title: President

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SECRETARY'S BUREAU

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SS. PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of Pennsylvania:

County of Berks :

R. Scott Helm, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of APN Starfirst, LP (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

That APN Starfirst, LP, the Applicant herein, acknowledges that APN Starfirst, LP 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 APN Starfirst, LP, the Applicant herein, asserts that [he/she/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 APN Starfirst, LP, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, 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 APN Starfirst, LP, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

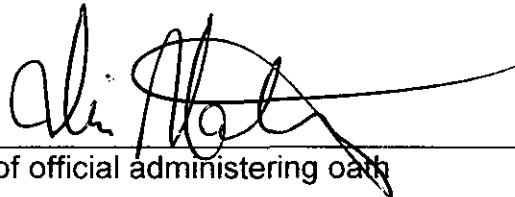
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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

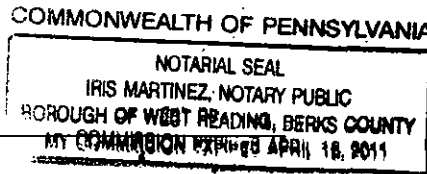


Signature of Affiant

Sworn and subscribed before me this 12th day of July, 192010



Signature of official administering oath



My commission expires _____

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JUL 14 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

[Commonwealth/State] of Pennsylvania:

ss.

County of Berks :

R. Scott Helm, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of APN Starfirst, LP (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

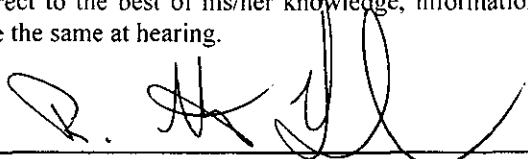
That the Applicant herein APN Starfirst, LP has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein APN Starfirst, LP has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein APN Starfirst, LP acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

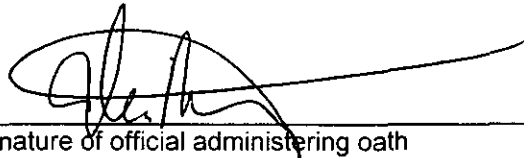
That the Applicant herein APN Starfirst, LP acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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.



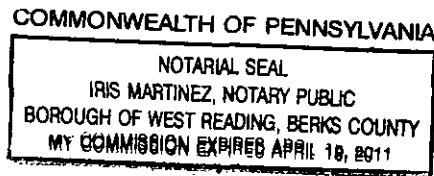
Signature of Affiant

Sworn and subscribed before me this 12th day of July, 2010
10



Signature of official administering oath

My commission expires _____



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PA PUBLIC UTILITY COMMISSION
SECRETARIAL BUREAU

AFFIDAVIT

RECEIVED

[Commonwealth/State] of Pennsylvania:

JUL 14 2010

ss.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Berks :

R. Scott Helm, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of APN Starfirst, LP (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

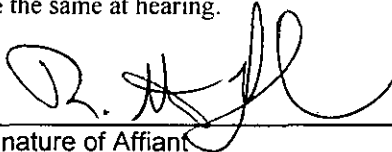
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That the Applicant herein APN Starfirst, LP acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

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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 13 day of July, 192010.



Signature of official administering oath

My commission expires 04.16.2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda L. Rudloff, Notary Public
Sinking Spring Boro, Berks County
My Commission Expires April 16, 2012
Member, Pennsylvania Association of Notaries

APPENDIX B

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COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

JUL 14 2010

PA PUBLIC UTILITY COMMISSION

SECRETARY'S BUREAU

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME	APN Starfirst, LP	2. BUSINESS PHONE NO. (610) 372-8500	CONTACT PERSON(S) FOR TAX ACCOUNTS: Eugene F. Carter, Jr. Controller
--------------------------------	-------------------	--	--

3. TRADE/FICTITIOUS NAME (IF ANY)
None

4. LICENSED ADDRESS	(STREET, RURAL ROUTE, P.O. BOX NO.)	(POST OFFICE)	STATE)	(ZIP)
	45 Commerce Drive	Wyomissing	PA	19610

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
R. Scott Helm	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Angel Lee Helm	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
PowerNet Management, LP, General Partner	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED)

A. SALES TAX LICENSE (8 DIGITS)	APPLICATION PENDING <input type="checkbox"/>	N/A <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS)	APPLICATION PENDING <input checked="" type="checkbox"/>	N/A <input type="checkbox"/>
85 - 15307 - 3					
B. EMPLOYER ID (EIN) (9 DIGITS)	APPLICATION PENDING <input type="checkbox"/>	N/A <input type="checkbox"/>			
11 - 3708349					

10. Do you have PA employes either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

PA SALES AND USE TAX Eugene F. Carrer, Jr., Controller	EMPLOYER TAXES Integra Business Solutions	CORPORATE TAXES Integra Business Solutions
PHONE 610-372-8500	PHONE 610-396-9896	PHONE 610-396-9896

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

SUPPLIER COMPANY CONTACTS

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Company Name:

Date Submitted:

Company d/b/a:

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>
EXAMPLE:	Mr.	Robert	Bennett	Manager	P.O. Box 3265	Harrisburg	PA	17105-3265	(717) 787-5553	(717) 772-1933	bennett@puc.state.pa.us
1 Statutory Agent:	Mr.	Eugene	Carter	Controller	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ter@americanpower.net
2 CEO/President:	Mr.	R. Scott	Helm	President	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	m@americanpower.net
3 Regulatory Contact:	Mr.	Eugene	Carter	Controller	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ter@americanpower.net
4 Tariff Contact:	Mr.	David	Butsack	VP	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ack@americanpower.net
5 Annual Reports:	Mrs.	Linda	Jablonski	Office Mgr	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	aj@americanpower.net
6 Assessments:	Mr.	Eugene	Carter	Controller	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ter@americanpower.net
7 PEMA Contact:	Mr.	R. Scott	Helm	President	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	m@americanpower.net
8 Customer Service:	Mrs.	Koren	Seibert	Supervisor	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ert@americanpower.net
9 Legal Counsel:											
10 Complaints Contact:	Mr.	Eugene	Carter	Controller	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ter@americanpower.net
11 EDI Transactions:	Mr.	David	Butsack	VP	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ack@americanpower.net
12 Electric Phase-In Committee:	Mr.	David	Butsack	VP	45 Commerce Drive	Wyomissing	PA	19610	(610) 372-8500	(610) 372-9100	ack@americanpower.net

13

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FedEx Express *US Airbill*

FedEx Tracking Number

8715 4140 2436



fedex.com 1.800.GoFedEx 1.800.463.3339

1 From Please print in press hard
Date 7/13/10 Sender's FedEx Account Number 2455-7353-7

Sender's Name LINDA JABLONSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR Dept./Floor/Suite/Room

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference
First 24 characters will appear on invoice

3 To Recipient's Name IRWIN A POPOWSKY Phone ()

Company OFFICE OF CONSUMER ADVOCATE HOLD Weekday Print FedEx location address below (M-F) available for FedEx First Overnight HOLD Saturday Print FedEx location address below (M-F) available for FedEx Priority Overnight and FedEx 2Day to select locations

Address FORUM PLACE 5TH FL Dept./Floor/Suite/Room

Address 555 WALNUT ST Print FedEx location address here if HOLD option is selected

City HARRISBURG State PA ZIP 17120

4a Express Package Service * To most locations

FedEx Priority Overnight Next business morning * Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected FedEx Standard Overnight Next business afternoon * Saturday Delivery NOT available

FedEx 2Day Second business day * Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected FedEx Express Saver Third business day * Saturday Delivery NOT available

4b Express Freight Service ** To most locations

FedEx 1Day Freight Next business day ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected FedEx 1Day Freight Booking Info

FedEx 2Day Freight Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected FedEx 3Day Freight Third business day **

5 Packaging * Declared value limit \$500

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak FedEx Box

6 Special Handling and Delivery Signature Options

SATURDAY Delivery (M-F) available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx:

No Signature Required Package may be left without obtaining a signature for delivery Direct Signature Someone at recipient's address may sign for delivery (M-F) Indirect If no one address, address resident:

Does this shipment contain dangerous goods? (If the box is marked "FRAGILE")

No Yes As per attached Shipper's Declaration Yes Shipper's Declaration not required Dry Ice Dry Ice, 3 UN 184 Car

7 Payment Bill to:

Sender Account No. in Section 1 will be billed Recipient Third Party Credit Enter FedEx Acct. No. or Credit Card No. below.

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SECRETARY'S BUREAU

18:

00:

FedEx Express *US Airbill*

FedEx
Tracking
Number

8715 4140 2480



fedex.com 1800.GoFedEx 1.800.463.3339

1 From Please print and press hard
Date 7/8/13/10 Sender's FedEx Account Number 2455-7353-7
SENDER'S FEDEX ACCOUNT NUMBER ONLY

Sender's Name LINDA TABLOWSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR Dept./Floor/Suite/Room

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference ATTORNEY
First 24 characters will appear on invoice

3 To OFFICE OF ATTORNEY GENERAL
Recipient's Name Phone ()

Company HOLD Weekday Print FedEx location address below NOT available for FedEx First Overnight. HOLD Saturday Print FedEx location address below Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

Address BUREAU OF CONSUMER PROTECTION 14TH FL
We cannot deliver to P.O. boxes or P.O. ZIP codes Dept./Floor/Suite/Room

Address STRAWBERRY SQUARE
Print FedEx location address here if HOLD option is selected.

City HARRISBURG State PA ZIP 17120

0417491149

4a Express Package Service *To most locations

FedEx Priority Overnight Next business morning. * Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Standard Overnight Next business afternoon * Saturday Delivery NOT available
 FedEx 2Day Second business day. * Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Express Saver Third business day * Saturday Delivery NOT available

4b Express Freight Service ** To most locations.

FedEx 10Day Freight Next business day. ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 1Day Freight Booking No.
 FedEx 2Day Freight Second business day. ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Third

5 Packaging * Declared value limit \$500

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sundry Pak. FedEx

6 Special Handling and Delivery Signature Option

SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express S

No Signature Required Package may be left without obtaining a signature for delivery. Direct Signature Someone at recipient's address may sign for delivery. Fee applies.

Does this shipment contain dangerous goods?
One box must be checked.

No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required. Other

Dangerous goods (including dry-ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

Sender Acct No. in Section 1 will be billed. Recipient Third Party Enter FedEx Acct. No. or Credit Card No.

FedEx Acct. No. Credit Card No.

Total Packages Total Weight Total Declared Value†

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

JUL 14 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

191
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FedEx US Airbill
Express

FedEx
Tracking
Number

8715 4140 2491



fedex.com 1.800.GoFedEx 1.800.463.3333

1 From Please print and press hard
Date 7/8/10 Sender's FedEx Account Number 2455-7353-7
Sender's Name LINDA JABLONSKI Phone (610) 372-8500
Company AMERICAN POWER NET
Address 45 COMMERCE DR Dept./Floor/Suite/Room
City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference
First 24 characters will appear on invoice
PA

3 To
Recipient's Name GARY A. JACK Phone ()
Company DOUGUESME LIGHT HOLD Weekday HOLD Saturday
Address 411 SEVENTH ST MD-16-4 Dept./Floor/Suite/Room
City PITTSBURGH State PA ZIP 15219



4a Express Package Service * To most locations. Packages up to 150 lbs.
 FedEx Priority Overnight Next business morning ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
 FedEx Standard Overnight Next business afternoon* Saturday Delivery NOT available.
 FedEx First Overnight Earliest next business morning delivery to select locations.* Saturday Delivery NOT available.
 FedEx 2Day Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
 FedEx Express Saver Third business day* Saturday Delivery NOT available.

4b Express Freight Service ** To most locations. Packages over 150 lbs.
 FedEx 1Day Freight Next business day ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 1Day Freight Booking No.
 FedEx 2Day Freight Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
 FedEx 3Day Freight Third business day ** Saturday Delivery NOT available.

5 Packaging * Declared value limit \$500.
 FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak.
 FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options
 SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx 3Day Freight.
 No Signature Required Package may be left without obtaining a signature for delivery.
 Direct Signature Someone at recipient's address may sign for delivery. Fee applies.
 Indirect Signature If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.
Does this shipment contain dangerous goods?
 No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required. Dry Ice Dry Ice, 9 UN 1845 _____ kg
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box. Cargo Aircraft Only

7 Payment Bill to:
 Sender Acct. No. in Section 1 will be billed. Enter FedEx Acct. No. or Credit Card No. below.
 Recipient Third Party Credit Card Cash/Check
FedEx Acct. No. _____ Exp. Date _____
Credit Card No. _____

Total Packages 1 Total Weight 1 lbs. 0 Total Declared Value* 0

*Our liability is limited to \$100 unless you declare a higher value. See back for details. By using this Airbill you agree to the service conditions on the back of this Airbill and in the current FedEx Service Guide, including terms that limit our liability.

553

PULL AND RETAIN THIS COPY BEFORE AFFIXING TO THE PACKAGE. NO POUCH NEEDED.

fedex.com 1.800.GoFedEx 1.800.463.3339

FedEx US Airbill
Express

FedEx Tracking Number **8715 4140 2517**

Form 1016 **0215** Sender's Copy

1 From Please print and press hard.

Date 7/13/10 Sender's FedEx Account Number 2455-7353-7

Sender's Name LINDA TABLONSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR Dept./Floor/Suite/Room

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference OPTIONAL

First 24 characters will appear on invoice

3 To

Recipient's Name BLAINE UPLINGER JR Phone ()

Company FIRST ENERGY HOLD Weekday Print FedEx location address below NOT available for FedEx First Overnight. HOLD Saturday Print FedEx location address below Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

Address 100 APC BUILDING Dept./Floor/Suite/Room

Address 800 North Third ST.

City HARRISBURG State PA ZIP 17102-2025

 **Schedule a pickup at fedex.com**
Simplify your shipping. Manage your account. Access all the tools you need.

4a Express Package Service * To most locations.

FedEx Priority Overnight Next business morning ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight Next business afternoon * Saturday Delivery NOT available.

FedEx 2Day Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Express Saver Third business day * Saturday Delivery NOT available.

Packages up to 150 lbs.

4b Express Freight Service ** To most locations. Packages over 150 lbs.

FedEx 1Day Freight Next business day ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 2Day Freight Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 3Day Freight Third business day ** Saturday Delivery NOT available.

5 Packaging * Declared value limit \$500

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak.

FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx 3Day Freight.

No Signature Required Package may be left without obtaining a signature for delivery.

Direct Signature Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?
One box must be checked.

No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required.

Dry Ice Dry ice, 3 UN 1845 _____ x _____ kg

Cargo Aircraft Only

Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

Sender Acct. No. in Section I will be billed. Recipient Third Party Credit Card Cash/Check

FedEx Acct. No. Credit Card No. Exp. Date

Total Packages 1 Total Weight PA lbs. Total Declared Value! 0

Our liability is limited to \$100 unless you declare a higher value. See back of this Airbill and in the current FedEx Service Guide, including terms that limit our liability.

Rev. Date 2/08-Part #158275-0100 7/08 © 2010 FEDEX • PRINTED IN U.S.A.

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UTILITY COMMISSION

553

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24
00

FedEx US Airbill
Express

FedEx
Tracking
Number

8715 4140 2540



fedex.com 1.800.GoFedEx 1.800.463.3339

1 From Please print and press hard

Date 7/13/10 Sender's FedEx Account Number 2455-7353-7 SENDER'S FEDEx ACCOUNT NUMBER ONLY

Sender's Name LINDA JABLONSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR Dept./Floor/Suite/Room _____

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference First 24 characters will appear on invoice INTERNAL

3 To

Recipient's Name JOHN MUNSCH Phone () _____

Company Allegheny Power HOLD Weekday Print FedEx location address below NOT available for FedEx First Overnight HOLD Saturday Print FedEx location address below Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

Address 800 CABIN Hill DR Dept./Floor/Suite/Room _____

Address _____ Print FedEx location address here if HOLD option is selected

City GREENSBURG State PA ZIP 15601-1689

0417491149



4a Express Package Service * To most locations.

FedEx Priority Overnight Next business morning ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected

FedEx Standard Overnight Next business afternoon * Saturday Delivery NOT available

FedEx 2Day Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected

FedEx Express Saver Third business day * Saturday Delivery NOT available.

4b Express Freight Service ** To most locations.

FedEx 1Day Freight Next business day ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 1Day Freight Booking No. _____

FedEx 2Day Freight Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 3Day Third Business Third business day.

5 Packaging * Declared value limit \$500.

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Surety Pak. FedEx Box

6 Special Handling and Delivery Signature Options

SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or

No Signature Required Package may be left without obtaining a signature for delivery Direct Signature Someone at recipient's address may sign for delivery. Fee applies. Signature Required

Does this shipment contain dangerous goods? One box must be checked.

No Yes As per attached Shipper's Declaration Yes Shipper's Declaration not required Dry Ice Dry ice 3.

Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to: Enter FedEx Acct. No. or Credit Card No. below

Sender Acct. No. in Section 1 will be billed Recipient Third Party Other

FedEx Acct. No. _____ Credit Card No. _____

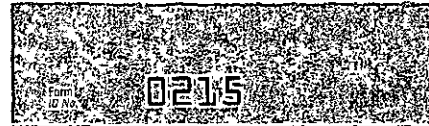
Total Packages	Total Weight	Total Declared Value†
<u>1</u>	<u>1</u> lbs	<u>0</u> \$

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

FedEx US Airbill
Express

FedEx
Tracking
Number

8715 4140 2447



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1 From Please print and press hard
Date 7/13/10 Sender's FedEx Account Number 2455-7353-7
SENDER'S FEDEx ACCOUNT NUMBER ONLY

Sender's Name LINDA JABLONSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR Dept./Floor/Suite/Room

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference First 24 characters will appear on invoice
OPTIONAL

3 To
Recipient Name WILLIAM R LLOYD JR Phone ()

Company COMMERCE BLDG HOLD Weekday Print FedEx location address below NOT available for FedEx First Overnight. HOLD Saturday Print FedEx location address below Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

Address SMALL BUSINESS ADVOCATE STE 1102 Dept./Floor/Suite/Room
We cannot deliver to P.O. boxes or P.O. ZIP codes.

Address 300 NORTH SECOND ST.
Print FedEx location address here if HOLD option is selected

City HARRISBURG State PA ZIP 17101

0417491149

4a Express Package Service * To most locations.

FedEx Priority Overnight Next business morning ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Standard Overnight Next business afternoon * Saturday Delivery NOT available.
 FedEx 2Day Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Express Saver Third business day * Saturday Delivery NOT available.

4b Express Freight Service ** To most locations.

FedEx 1Day Freight Next business day ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 1Day Freight Booking No.
 FedEx 2Day Freight Second business day ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Third business day

5 Packaging * Declared value limit \$500.

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak. FedEx

6 Special Handling and Delivery Signature Option:

SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Sav

No Signature Required Package may be left without obtaining a signature for delivery. Direct Signature Someone at recipient's address may sign for delivery. Fee applies.

Does this shipment contain dangerous goods?
One box must be checked.
 NO YES As per attached Shipper's Declaration. YES Shipper's Declaration not required. Dn Dry
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

Sender Print No. in Section 1 will be billed. Recipient Third Party Enter FedEx Acct. No. or Credit Card No. 1

Total Packages 1 Total Weight 1 lbs Total Declared Value† 0 the \$

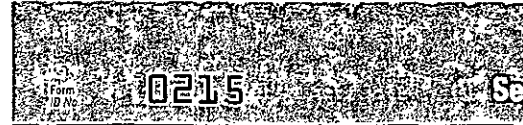
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SECRETARY'S BUREAU

12
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FedEx US Airbill
Express

FedEx
Tracking
Number

8715 4140 2425



fedex.com 1.800.GoFedEx 1.800.463.3339

1 From Origin and press only
Date 7/13/10 Sender's FedEx Account Number 2455-7353-7
SENDER'S FEDEX ACCOUNT NUMBER ONLY

Sender's Name LINDA JABLONSKI Phone (610) 372-8500

Company AMERICAN POWER NET

Address 45 COMMERCE DR
Dept./Floor/Suite/Room

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference Optional
First 24 characters will appear on invoice

3 To
Recipient's Name DEPT OF REVENUE Phone ()

Company COMMONWEALTH OF PA
HOLD Weekday Print FedEx location address below NOT available for FedEx First Overnight. HOLD Saturday Print FedEx location address below Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

Address BUREAU OF COMPLIANCE
We cannot deliver to P.O. boxes or P.O. ZIP codes. Dept./Floor/Suite/Room

Address
Print FedEx location address here if HOLD option is selected

City HARRISBURG State PA ZIP 17128-0946

0417491149



4a Express Package Service * To most locations. Pac
 FedEx Priority Overnight Next business morning. * Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Standard Overnight Next business afternoon. Saturday Delivery NOT available. FedEx 2Day Second business day. * Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Express Saver Third business day. * Saturday Delivery NOT available.

4b Express Freight Service ** To most locations. Pac
 FedEx 1Day Freight Next business day. ** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 2Day Freight Second business day. ** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 3Day Freight Third business day. ** Saturday

5 Packaging * Declared value limit \$500.
 FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak. FedEx Box FedEx

6 Special Handling and Delivery Signature Options
 SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx 3Day frt.

No Signature Required Package may be left without obtaining a signature for delivery. Direct Signature Someone at recipient's address may sign for delivery, fee applies. Indirect Sign. If no one is available, someone at address may sign residential delivery.

Does this shipment contain dangerous goods?
One box must be checked.
 No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required. Dry Ice Dry Ice, 3 UN 1845 Cargo Air

7 Payment Bill to:
 Sender Acct. No. in Section 7 will be billed. Recipient Third Party Credit Card Enter FedEx Acct. No. or Credit Card No. below.

Total Packages 1 Total Weight 1 lbs Total Declared Value† 0 \$

† To be declared to the carrier if the value exceeds \$500. See back for details. Return this Airbill to:

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SECRETARY'S BUREAU

AFFIDAVIT

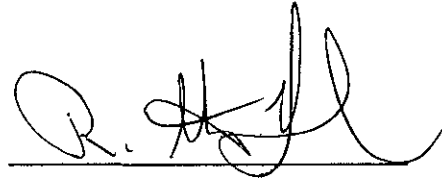
July 13, 2010

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SECRETARY'S BUREAU

APN Starfirst, LP will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that agree to comply with the operational requirements of the control area within the retail service area.

A handwritten signature in black ink, appearing to read "R. Scott Helm", written over a horizontal line.

R. Scott Helm, President

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ATTACHMENT "A"

Proof of Compliance With Appropriate Department of State

[JOHN DICKINSON PLANTATION | PHOTO |](#)

Department of State: Division of Corporations

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- [Secretary's Letter](#)
- [Newsroom](#)
- [Frequent Questions](#)
- [Related Links](#)
- [Contact Us](#)
- [Office Location](#)

[Frequently Asked Questions](#) [View Search Results](#) [Summary of Charges](#)

Entity Details

File Number: **3721687** Incorporation Date / Formation Date: **10/30/2003**
(mm/dd/yyyy)

SERVICES

- [Pay Taxes](#)
- [File UCC's](#)
- [Delaware Laws Online](#)
- [Name Reservation](#)
- [Entity Search](#)
- [Status Validate](#)
- [Certificate](#)
- [Customer Service Survey](#)

Entity Name: **APN STARFIRST, L.P.**

Entity Kind: **LIMITED PARTNERSHIP (LP)** Entity Type: **GENERAL**

Residency: **DOMESTIC** State: **DE**

Status: **GOOD STANDING** Status Date: **06/15/2010**

INFORMATION

- [Corporate Forms](#)
- [Corporate Fees](#)
- [UCC Forms and Fees](#)
- [Taxes](#)
- [Expedited Services](#)
- [Service of Process](#)
- [Registered Agents](#)
- [Get Corporate Status](#)
- [Submitting a Request How to Form a New Business Entity](#)
- [Certifications, Apostilles &](#)

REGISTERED AGENT INFORMATION

Name: **CORPORATION SERVICE COMPANY**

Address: **2711 CENTERVILLE ROAD SUITE 400**

City: **WILMINGTON** County: **NEW CASTL**

State: **DE** Postal Code: **19808**

Phone: **(302)636-5401**

Additional Information is available for a fee of \$20.00. This information will include franchise tax assessment, current filing history and more..

Would you like Tax & History Information

[Back to Entity Search](#)

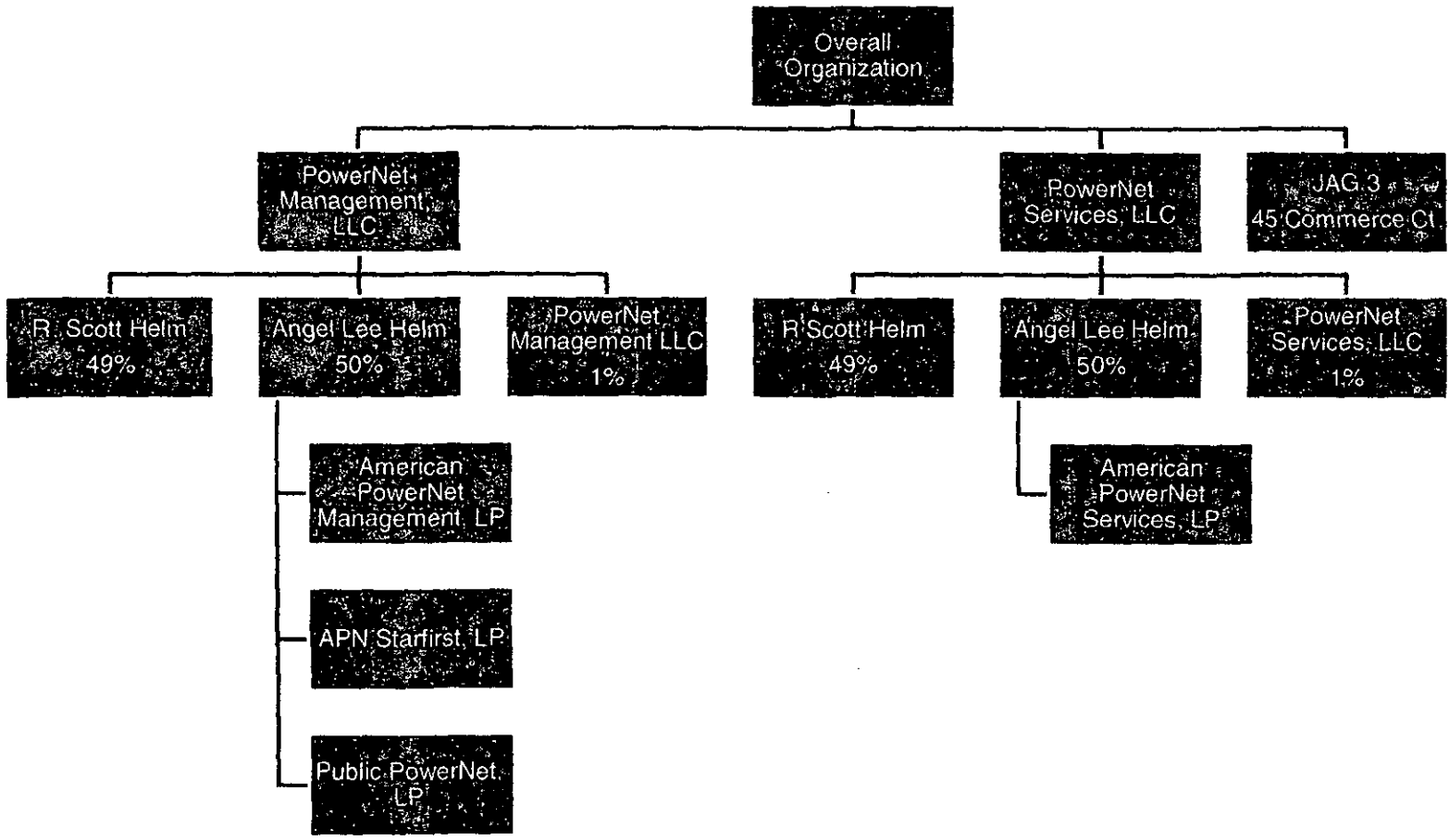
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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT "C"

ORGANIZATIONAL CHART



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APPENDIX D – UNDER SEPARATE COVER

AUDITED FINANCIALS

**THE ANSWER REQUIRES US TO DISCLOSE CONFIDENTIAL
INFORMATION**

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ATTACHMENT "E"

GENERAL LIABILITY INSURANCE



One Tower Square, Hartford, Connecticut 06183

BUSINESSOWNERS COVERAGE PART DECLARATIONS

OFFICE PAC

POLICY NO.: I-680-5841L359-ACJ-09

ISSUE DATE: 07-02-09

INSURING COMPANY:

TRAVELERS CASUALTY INSURANCE COMPANY OF AMERICA

POLICY PERIOD:

From 08-10-09 to 08-10-10 12:01 A.M. Standard Time at your mailing address.

FORM OF BUSINESS: LTD PARTNERSHIP

COVERAGES AND LIMITS OF INSURANCE: Insurance applies only to an item for which a "limit" or the word "included" is shown.

COMMERCIAL GENERAL LIABILITY COVERAGE

OCCURRENCE FORM	LIMITS OF INSURANCE	
General Aggregate (except Products-Completed Operations Limit)	\$	4,000,000
Products-Completed Operations Aggregate Limit	\$	4,000,000
Personal and Advertising Injury Limit	\$	2,000,000
Each Occurrence Limit	\$	2,000,000
Damage to Premises Rented to You	\$	300,000
Medical Payments Limit (any one person)	\$	5,000

BUSINESSOWNERS PROPERTY COVERAGE

DEDUCTIBLE AMOUNT: Businessowners Property Coverage: \$ 500 per occurrence.
 Building Glass: \$ 500 per occurrence.

BUSINESS INCOME/EXTRA EXPENSE LIMIT: Actual loss for 12 consecutive months

Period of Restoration-Time Period: Immediately

ADDITIONAL COVERAGE:

Fine Arts: \$ 25,000

Other additional coverages apply and may be changed by an endorsement. Please read the policy.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SPECIAL PROVISIONS:

**COMMERCIAL GENERAL LIABILITY COVERAGE
IS SUBJECT TO A GENERAL AGGREGATE LIMIT**

MP T0 01 02 05 (Page 1 of 02)



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SECRETARY'S BUREAU

ATTACHMENT "F"

KEY PERSONNEL

Key Team Members

R. SCOTT HELM, President

Scott's energy expertise is built on over sixteen years experience in the energy industry, including eight years operating the successful energy auditing firm, Expense Audit & Consulting Co. (EA&C), which he founded. He merged EA&C with American Energy in anticipation of electricity deregulation and to offer his existing client base more energy-related services such as electric and natural gas procurement (supply-side) and energy efficiency projects (demand-side). On behalf of American Energy, he conceived and developed American Energy's largest project to date, a propane-to-natural gas conversion project at East Penn Manufacturing in Pennsylvania. Scott was also responsible for developing the company's Electric Aggregation Business. Scott has since purchased American Energy's assets forming his new company, American PowerNet. He was instrumental in guiding American PowerNet to the forefront of electric procurement in the U.S. American PowerNet enjoys a leading position in the retail electric aggregation business and is the first independent company in the country to develop and provide wholesale electric procurement services to large retail clients. Scott has presented numerous workshops on electric deregulation throughout the U.S. and in Singapore. He has written articles for trade publications and presented oral and written comments to several state Public Utility Commissions (PUC) and the Federal Energy Regulatory Commission (FERC). He earned a B.F.A. from the Rochester Institute of Technology, and is a member of the Association of Energy Engineers.

DAVID R. BUTSACK, Vice President, Logistics & Analysis

David's proficiencies in the energy management field are widely diverse. He is responsible for overseeing utility bill analysis including cost analysis, tariff compliance, error correction, utility contract negotiations and savings analysis. In this capacity he has been responsible for the development of numerous internal and external data management and analysis functions, and the development of innovative charting products. Utilizing his nationwide energy procurement experience David has been instrumental in grasping the many intricacies of wholesale procurement and packaging them into the first service offering of its kind in the U.S. Prior to American PowerNet, David was Vice President of EA&C. He served on the Advanced Metering Working Group of the Pennsylvania PUC, as well as the Pennsylvania Jersey Maryland Interconnection (PJM) Planning and Engineering Committee, Tariff Advisory and Operating Committee. David earned a B.S. in Finance from Millersville University.

BRIAN M. VAYDA, Vice President, Market Strategies

With over twelve years experience in the energy industry, Brian has an extensive background in regulatory matters, securities consulting and financial reporting. His prior experience includes most recently, Manager, Regulatory Affairs for Strategic Energy and Senior Analyst, Market Settlements for PJM. In his former position, Brian was responsible for monitoring and influencing events and legislation within the energy industry at FERC, and in Pennsylvania and New Jersey, developing market rules, assisting in competitive pricing analysis for entrance into new competitive energy markets and assessing the potential impact of alternative wholesale procurement methods on sales, profit, risk and competitive position. At PJM, he provided support in the design, development, implementation and testing of new energy settlement systems, provided market settlement expertise to internal and external customers, conducted studies in the support of the development of new systems requiring a broad knowledge of the concept and practice of PJM markets and assisted the legal department in FERC filings. Brian was also responsible for monitoring bulk power system flows for reliability in the eastern interconnected region and maintaining adherence to PJM tariff rules for virtual market bids/offers and FTR positions. Brian's education includes an M.B.A. in Finance from Temple University and a B.S. in Accounting from King's College.

EUGENE F. CARTER, JR., Controller

Gene has more than twenty five years of relevant experience in various industries in for-profit and not-for-profit organizations as well as business assurance experience in public accounting. His experience, proficiency, expertise and leadership in accounting, finance and analysis is applied to the general management, compliance and reporting functions. Gene earned a B.S degree in Accounting from Bloomsburg University.

Stephen J. Giblin, Director, Energy Markets

Stephen has over 8 years of constructing and of leveraging sophisticated models for energy pricing and nodal congestion in the short term markets of PJM and New England. He has done this in both utility and hedge fund settings. The models and processes developed have served both generation bidding, load serving optimization, and have spearheaded entire energy desk strategy facilitations. Additional experience in the energy markets involve participation in annual ARR, annual FTR, and monthly FTR markets. Efficiencies obtained by his structured approach to the markets have consistently averaged over several million dollars annually since 2002. He has additionally served as a Senior Risk Analyst and has constructed generation valuations of various natural gas turbines, wind turbines, and hydro pumped storage facilities for corporate planning and due diligence. He is able to perform this wide array of modeling and analysis with a proficiency in SAS programming and statistical modeling of over 18 years. Other areas of experience include database construction, analysis, and modeling for residential utility customers and the banking sector. He also has several years experience in forecasting and legislative proposal analysis for state government in the areas of economics and public safety. Stephen is a graduate of the State University of New York (Geneseo) with a B.A. in Mathematics

BEVERLY A. TUNMER, Energy Analyst

Beverly has over twelve years experience as a management consultant providing various consulting services for utility and energy-related clients throughout the U.S. and abroad. She is responsible for obtaining and analyzing electricity usage information for existing and potential clients, providing market pricing options and comparisons, analyzing current EDC tariffs, reconciling energy supply invoices, preparing client billing on a weekly and monthly basis, providing customer support in various markets including PJM and ISO-NE, generating customer savings analysis and preparing regular American PowerNet newsletters. Beverly was instrumental in developing a Locational Marginal Pricing (LMP) computer model to facilitate the marketing and implementation of American PowerNet's business model. Prior to joining American PowerNet, Beverly worked for Management Resources International as a management consultant to utility companies including electric, gas, steam and water. Her responsibilities included cost allocation, revenue requirements analysis, rate studies, market analysis, budgeting and forecasting, preparation of engineer's reports, software training and computer model development. Ms. Tunmer earned an M.B.A. in Financial Management from St. Joseph's University and a B.S. in Operations Management from the Pennsylvania State University.

JASON R. FLETCHER, Vice President, Forecasting & Analysis

Jason is responsible for the development and operation of our energy price forecasting models. He also heads our consulting efforts and develops custom software solutions for all parts of the company. Jason has nine year of experience in energy analysis, software modeling, and energy price forecasting. His prior experience includes most recently Manager of Customer Support for EPIS, Inc., developers of the AURORAxmp® forecasting model. In this role he was responsible for customer retention and resolution of all customer issues. He also completed numerous consulting projects and developed custom applications for the entire customer base. Previous to joining EPIS, Jason was with Avista Corporation, a large electricity and natural gas utility in the Pacific Northwest. During his time with Avista, Jason worked on a large range of projects. He developed conservation programs, provided analysis and testimony for regulatory filings, and completed numerous resource analyses and electric market studies. Jason holds a Bachelor of Science in Environmental Studies from Sonoma State University in Northern California.

DARRELL JENKINS, Engineering Project Management

Darrell has provided construction management, direct supervision, and consulting services for several different sectors of end users in the construction market. Darrell spent the first ten years of his career in construction of wastewater treatment plants. Typical clients included the Pure Waters Division of the State of New York, and the Departments of Environmental Services of New Hampshire, Maine, and South Carolina. Over the last twenty years of his career, he has provided construction services to industrial and power generation customers including several major utilities such as Public Service Electric & Gas of New Jersey, Brooklyn Union Gas, Central Maine Power, and Public Service of New Hampshire. Darrell has managed the construction of more than ten power generation facilities with diverse fuel supplies including biomass, natural gas, heavy and light oils, and hydro as well as the construction of several complex processing facilities for Fortune 500 companies like WR Grace, International Paper, Lockheed Martin, and Georgia Pacific.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT "G"

MEMBERSHIPS

FEDERAL ENERGY REGULATORY COMMISSION
Washington, D.C. 20426

In Reply Refer To:
APN Starfirst, LP
Docket Nos. ER04-226-000 and
ER04-226-001
January 7, 2004

Robert A. Weishaar, Jr.
McNees Wallace & Nurick LLC
777 North Capitol Street, NE
Suite 401
Washington, DC 20002

Reference: Market-Based Rate Authorization

Ladies and Gentlemen:

Pursuant to the authority delegated to the Director, Division of Tariffs and Market Development - South, under 18 C.F.R. § 375.307, the market-based rate application filed in the referenced docket, along with the proposed designation, is accepted for filing subject to the compliance filing discussed below, effective the date of this order.¹

On November 25, 2003, as amended December 5, 2003, you filed on behalf of APN Starfirst, LP (Starfirst), an application for market-based rate authority, with an accompanying tariff. The proposed market-based rate tariff provides for the sale of capacity and energy at market-based rates.

Starfirst is a limited partnership located in Pennsylvania, whose primary business will be the marketing of electricity to wholesale customers as a power marketer.

Your market-based rate tariff complies with the Commission's requirements for market-based rate authority. Applicant is granted those waivers and authorizations typically granted to other sellers of power at market-based rates, to the extent specified in Appendix A. In addition, Applicant must comply with the reporting requirements specified in Appendix A.

¹ Rate Schedule FERC No. 1, Original Sheet No. 1.

Docket Nos. ER04-226-000 and
ER04-226-001

-2-

On November 17, 2003, in Docket No. EL01-118-000, et al., the Commission issued a final order which establishes market behavior rules to govern market-based rate sellers conduct in the wholesale market.² You are required to make a compliance filing to amend your tariff to include the market behavior rules set forth in Appendix A to the November 17 Order, within 30 days from the date of this order.³

Your filing in Docket No. ER04-226-000 was noticed on December 2, 2003, with comments, protests or interventions due on or before December 16, 2003. No protests or adverse comments were filed. Your filing in Docket No. ER04-226-001 was noticed on December 9, 2003, with comments, protests or interventions due on or before December 26, 2003. No protests or adverse comments were filed. Notices of intervention and unopposed timely filed motions to intervene are granted pursuant to the operation of Rule 214 of the Commission's Rules of Practice and Procedure (18 CFR § 385.214). Any opposed or untimely filed motion to intervene is governed by the provisions of Rule 214.

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, contract, or practice affecting such rate or service provided for in the filed documents; nor shall such action be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such action is without prejudice to any findings or orders which have been or may hereafter be made by the Commission in any proceeding now pending or hereafter instituted by or against Applicant.

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 CFR § 385.713.

Sincerely,

Michelle S. Baumby
Steve P. Rodgers, Director
Division of Tariffs and Market
Development - South

² Investigation of Terms and Conditions of Public Utility Market-Based Rate Authorizations, 105 FERC ¶ 61,218 (2003) (November 17 Order).

³ Order Clarifying Prior Notice, 105 FERC ¶ 61,277 (2003).

Market Participant Agreement

For

APN Starfirst, LP

Under The

Midwest Independent Transmission System Operator, Inc.,
FERC Electric Tariff, Open Access Transmission and Energy Markets Tariff
Third Revised Volume No. 1

MISO MPA Designation No.: MPA.AMER

ATTACHMENT W

FORM OF MARKET PARTICIPANT AGREEMENT

- 1.0 This Market Participant Agreement ("MP Agreement"), dated as of June 14, 2006, is entered into, by and between the Midwest Independent Transmission System Operator, Inc., ("Transmission Provider") and APN Starfirst, LP ("Market Participant").
- 2.0 The Market Participant has been determined by the Transmission Provider to be a Market Participant as defined in the Tariff.
- 3.0 The Market Participant agrees to supply the Transmission Provider with any and all information the Transmission Provider deems reasonably necessary in accordance with Good Utility Practice.
- 4.0 The Transmission Provider agrees to provide services to the Market Participant upon a request by an authorized representative of the Market Participant. The Market Participant agrees to take and pay for the requested services in accordance with the provisions of the Tariff and this MP Agreement.

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JUL 14 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Issued by: Ronald R. McNamara, Issuing Officer
Issued on: January 7, 2005

Effective: March 1, 2005

Filed to comply with the November 8, 2004 Order of the FERC in Docket Nos. ER04-691-000 and EL04-104-000
(Midwest Independent Transmission System Operator, Inc., 109 FERC ¶ 61,157 (2004)).

- 5.0 Market Participant status under the Tariff shall commence upon execution of this MP Agreement by the Transmission Provider. Service(s) under the Tariff shall commence at the time of the requested service(s) commencement date.
- 6.0 This MP Agreement shall terminate on such date as mutually agreed upon by the Parties.
- 7.0 The Market Participant shall provide written notification of any unexpected material adverse changes in circumstances that may affect the Market Participant's status as a Market Participant, within twenty-four (24) hours of having learned of the change.

Issued by: Ronald R. McNamara, Issuing Officer
Issued on: January 7, 2005

Effective: March 1, 2005

Filed to comply with the November 8, 2004 Order of the FERC in Docket Nos. ER04-691-000 and EL04-104-000
(Midwest Independent Transmission System Operator, Inc., 109 FERC ¶ 61,157 (2004)).

- 8.0 The Market Participant shall notify the Transmission Provider in writing of any material adverse change in circumstances that the Market Participant learns of or intends to implement and may affect its status at least seventy-two (72) hours prior to the change.
- 9.0 Any notice or request made to either of the parties to this MP Agreement shall be made to the following representatives:

	<u>Transmission Provider</u>	<u>Market Participant</u>
Title:	Contract Administrator	<u>DAVID BUTSACK</u>
Address:	701 City Center Drive Carmel, IN 46032	<u>867 BERKSHIRE BLVD</u> <u>WYOMISSING PA 19610</u>

Issued by: Ronald R. McNamara, Issuing Officer
Issued on: January 19, 2005

Effective: March 1, 2005

Filed to comply with the December 20, 2004 Order of the FERC in Docket Nos. ER04-691-000 and EL04-104-000
(Midwest Independent Transmission System Operator, Inc., 109 FERC ¶ 61,285 (2004)).

10.0 The Tariff, in its entirety, is incorporated herein and made a part hereof.

IN WITNESS WHEREOF, the parties have caused this MP Agreement to be executed by their respective authorized officials.

Transmission Provider

Market Participant

By: Michael P. Holstein

By: [Signature]

Name:

Name:

Title:

Title:

Date:

Date:

Michael P. Holstein
Vice President & Chief Financial Officer

DAVID BUTSACK

VP OF LOGISTICS & ANALYSIS

6/15/06

1-22-07

Issued by: Ronald R. McNamara, Issuing Officer
Issued on: January 7, 2005

Effective: March 1, 2005

Filed to comply with the November 8, 2004 Order of the FERC in Docket Nos. ER04-691-000 and EL04-104-000
(Midwest Independent Transmission System Operator, Inc., 109 FERC ¶ 61,157 (2004)).

Application for Special Membership
For the Emergency Load Response Program Between
PJM Interconnection, L.L.C.
and
APN Starfirst, LP
(Company's Name)

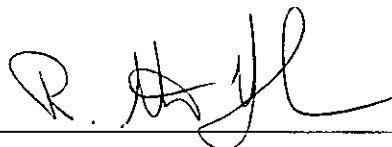
This Application for a Special Membership Agreement ("Special Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and APN Starfirst, LP ("Applicant"). The purpose of this Special Agreement is for the Applicant to apply to become a special member of PJM and to participate in the Emergency Load Response Program. The Applicant has read and understands the terms and conditions of the Special Agreement. The Applicant agrees to accept the concepts and obligations set forth in the Special Agreement.

The Applicant also commits to supply data required for operating, accounting, and agrees to pay all costs and expenses in accordance with the Emergency Load Response Program and the Amended and Restated Operating Agreement of the PJM Interconnection, L.L.C. ("PJM Agreement").

The Applicant recognizes that it shall become a special member of the PJM Agreement effective as of the date that PJM notifies the party of approval. At the end of the Emergency Load Response Program, PJM will submit all pertinent data and reports to the Federal Energy Regulatory Commission, on behalf of the party.

This Special Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM, or December 31, 2007 whichever is earlier. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

Signature: 

Printed Name: R. Scott Helm Title: President Date: March 22, 2010

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JUL 14 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PJM Interconnection, L.L.C.

Signature: 

Printed Name: Terry Boston Title: President & CEO Date: 05/13/2010

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

APN Sstarfirst, LP
(Company's Name)


This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("APN Starfirst, LP"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ("Operating Agreement"). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at: <http://www.pjm.com/documents/downloads/agreements/oa.pdf>.

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 the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ("Tariff"). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

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

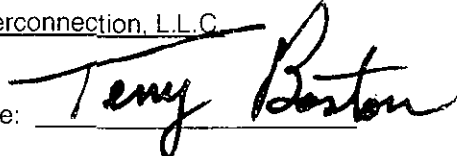
The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

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: _____

Name: R. Scott Helm Title: President

Date: Date *MARCH 22, 2010*

PJM Interconnection, L.L.C.
Signature: 

Name: Terry Boston

Title: President & CEO

Date: 05/13/2010

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 ^{May 13,} ~~March 22,~~ 2010 is entered into among APN Starfirst, LP and the President of the LLC acting on behalf of its Members.

2. APN Starfirst, LP 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 APN Starfirst, LP's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. APN Starfirst, LP agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. APN Starfirst, LP agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. APN Starfirst, LP hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

R. Scott Helm, President, 45 Commerce Drive, Wyomissing, PA 19610

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 APN Starfirst, LP as a Member of the LLC thereto, effective as of May 13, 2010, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, APN Starfirst, LP and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston
Name: Terry Boston
Title: President & CEO

By: R. Scott Helm
Name: R. Scott Helm
Title: President

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SECRETARY'S BUREAU

APPENDIX "H"

TECHNICAL FITNESS

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



PPG Industries

PPG Industries, Inc.
One PPG Place
Pittsburgh, PA 15272 USA
www.ppg.com

Contact:
K.C. McCrory
412-434-2445
kmccrory@ppg.com

News

APN Starfirst LP receives Excellent Supplier Award from PPG

PITTSBURGH, May 20, 2008 – APN Starfirst LP today received an Excellent Supplier Award from PPG Industries for superior accomplishments in 2007.

APN Starfirst LP, which is owned by the management of American PowerNet and based in Wyomissing, Pa., provides consulting, technical and administrative services relating to wholesale and retail electricity sourcing to PPG's chlor-alkali and derivatives, architectural finishes and performance glazings businesses in the United States. It is one of eight suppliers being honored by the global manufacturer of paints, coatings, chemicals, optical products, specialty materials, glass and fiber glass, which purchases almost \$7 billion in materials and services from thousands of suppliers each year.

Kathleen McGuire, PPG vice president, corporate purchasing and distribution, today presented APN Starfirst LP with the Excellent Supplier Award trophy, made of PPG glass, at a ceremony here.

"As a key supplier of energy consulting services, the performance of APN Starfirst LP in 2007 was outstanding," McGuire said. "Their quality, service, delivery, documentation and innovation have been exceptional, and they truly understand PPG's needs as a customer."

McGuire said APN Starfirst provided outstanding consulting and supplier services and support to help PPG develop a wholesale electricity sourcing approach, versus using standard retail supply methods, that enables the company to drive cost savings while implementing risk-management strategies in a volatile energy marketplace.

"We consider APN Starfirst LP a very reliable and important business partner, and we view our relationship with them as a significant competitive advantage to PPG," she said.

Recipients of PPG's supplier awards are chosen by ratings and evaluations measuring quality, delivery, documentation, innovation, responsiveness and commercial value. Participation in the \$AVE program, as well as other continuous improvements, play an increasingly important role in earning the award.

About PPG

Pittsburgh-based PPG is a global supplier of paints, coatings, chemicals, optical products, specialty materials, glass and fiber glass. The company has more than 150 manufacturing facilities and equity affiliates and operates in more than 60 countries. PPG's sales in 2007 were \$11.2 billion. SigmaKalon, a worldwide coatings producer based in Uithoorn, Netherlands, that PPG acquired Jan. 2, 2008, had 2007 sales of \$2.9 billion. PPG shares are traded on the New York Stock Exchange (symbol PPG). For more information, visit www.ppg.com.

Restructuring Today



1-800-486-8201

Tuesday, September 20 2005

Harvard learns how to buy power at wholesale

Learns to like it

Retail competition has brought countless benefits to large customers — even Harvard University — but what if you can't get a retail marketer to make an attractive offer?

Harvard energy buyer, Mary Smith, tried to buy at wholesale and got a quick education in a different way of life.

Scott Bryant, top power buyer from the paper firm Mead Westvaco, told why his firm prefers the risks and gain from buying direct from generators.

Scott Helm, president of American PowerNet, a pioneer of direct buying at wholesale, joined a Restructuring Today audio conference yesterday exploring the value and process of buying power from in the wholesale market.

Mead Westvaco just couldn't find a

retail marketer that met the firm's needs, Bryant said.

The company's unusual load profile didn't entice much savings from retailers, so Bryant explored the wholesale market, with Scott Helm's guidance.

What he found was a range of benefits, including more willing suppliers and greater flexibility and a lot more offers.

It's easier to buy at retail, Helm admitted, but the "name of the game now is flexibility."

Wholesale buying best positions customers to take advantage of all the benefits of open markets, he added.

Wholesale buying gives customers greater opportunity to take advantage of market prices, Helm noted.

The wholesale market lets customers buy in portfolios to hedge against market timing.

By splitting load on different schedules — an option not available at retail — customers have leverage in the market and spread risk among several providers.

Customers are never fully in or out of the market with portfolio buying.

Wholesale buying exposes customers to negative prices — when dispatchers scare generators off the grid by making them pay power buyers for the power they use.

Wholesale buying spreads credit risk, expands price transparency and boosts liquidity, panelists noted.

The start-up costs and process of wholesale buying were explained along with how to set up hedges.

If you're interested in hearing the full views and comments of the panelists, including questions and answers, call Theresa Varuolo at 1-800-486-8201 or email her at tvaruolo@ghinews.com.

CEC has grim outlook for state's energy

Transmission congestion and related reliability services cost California over \$1 billion last year, the California Energy Commission (CEC) found.

California, said CEC, lacks a well-integrated grid-planning and permitting process.

The process would merge G&T needs, evaluate non-wire alternatives, plan for grid corridors long before they're needed and allow access to renewable resources.

CEC wants a transfer of line-siting authority from the PUC to itself.

It listed challenges facing the state from high prices to thin reserves.

The report blames inaction on earlier unheeded CEC warnings.

CEC gave its sister agency a pat on the back for progress in setting resource adequacy for IOUs but cited the PUC's lack of authority over government generation.

Government utilities provide up to 25% of the state's power, CEC added.

The CEC urged lawmakers to

adopt resource adequacy requirements for all load-serving entities.

More than 7,000 mw of approved generation is in limbo, the CEC warned, because generators won't build without long-term power contracts.

IOUs are vulnerable to wild price spikes without long-term agreements, CEC claimed.

Short-term contracts keep IOUs reliant on aging plants that are costlier than new, more efficient plants.

Hotter summers and drier winters could doom the state to more blackouts, CEC cautioned, with boosted demand and less hydro output while retirement of aging plants could cut reserve margins.

The CEC urged more DG incentives as a solution.

Meanwhile cogenerators are struggling to find power buyers and utilities are unwilling to renew existing QF contracts, the CEC noted.

Some cogenerators, CEC added, have even scrapped their systems in favor of less efficient boilers.

Requiring utilities to buy DG power at prevailing wholesale prices could solve

the problem, the report argues.

The CEC offered rate incentives for utilities promoting cogeneration.

Demand-response programs, CEC claimed, are the most promising and cost-effective options to cut peak use.

The commission thinks California power demand will grow 1.2% to 1.6% annually. We've heard higher.

New metering technology will be the main way to implement either voluntary or mandatory demand response, the CEC forecast.

The state's process for getting green power is overly complex and is delaying the ability to meet renewable deadlines, the CEC discovered.

The report urged the PUC and CEC to simplify, streamline and expedite the Renewable Portfolio Standard (RPS) process.

The two agencies should set RPS rules to let energy service providers and community choice aggregators participate in the program.

CEC thinks rules for limited trading of renewable energy certificates should be adopted.

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Company AMERICAN POWER NET

Address 45 COMMERCE DR

City WYOMISSING State PA ZIP 19610-1280

2 Your Internal Billing Reference

3 To Recipient's Name JAMES McNULTY Phone _____

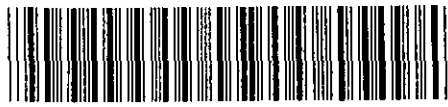
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4a Express Package Service * To most locations. Packages up to 150 lbs.
 FedEx Priority Overnight Next business morning. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Standard Overnight Next business afternoon. Saturday Delivery NOT available. FedEx First Overnight Earliest next business morning delivery to select locations. Saturday Delivery NOT available.
 FedEx 2Day Second business day. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx Express Saver Third business day. Saturday Delivery NOT available.

4b Express Freight Service ** To most locations. Packages over 150 lbs.
 FedEx 1Day Freight Next business day. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 2Day Freight Second business day. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected. FedEx 3Day Freight Third business day. Saturday Delivery NOT available.

5 Packaging * Declared value limit \$500.
 FedEx Envelope* FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak. FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options
 SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx 3Day Freight.
 No Signature Required Package may be left without obtaining a signature for delivery. Direct Signature Someone at recipient's address must sign for delivery. Fee applies. Indirect Signature If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?
One box must be checked.
 No Yes As per attached Shipper's Declaration. Yes Shipper's Declaration not required. Dry Ice Dry Ice, 9, UN 1845 _____ x _____ kg
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box. Cargo Aircraft Only

7 Payment Bill to: Enter FedEx Acct. No. or Credit Card No. below. Obtain Recip. Acct. No.
 Sender Acct. No. in Section 7 will be billed Recipient Third Party Credit Card Cash/Check

Total Packages 1 Total Weight 3 lbs. Credit Card Acct. _____

*Our liability is limited to \$100 unless you declare a higher value. See the current FedEx Service Guide for details.

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