



P. O. Box 1569
Keller, TX 76244-1569
Office: 817.419.6106
Fax: 817.419.7051

RECEIVED

SEP 15 2010

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

September 15, 2010

James J. McNulty, Secretary
Keystone Building
2nd Floor Room N201
Harrisburg, PA 17120

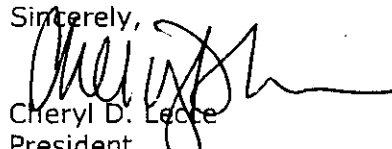
RE: Pennsylvania Public Utility Commission Broker/Aggregator Application,
including all attachments

Mr. McNulty,

Enclosed is a notarized original, three copies and a disc containing both Word and PDF files
of the above mentioned application along with a check for the filing fee of \$350.00.

Please advise if there is anything else needed in order to process this application.

Sincerely,


Cheryl D. Leete
President
ADL High Voltage, Inc.

enclosures

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity 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:

adl High Voltage, Inc.
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

RECEIVED

SEP 15 2010

PA PUBLIC UTILITY COMMISSION
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:

Andrew D. Lecce
Director, Business Development
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

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:

Cheryl Lecce
President
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

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

Gary W. Boyle
15 Spirit Court
Santa Fe, New Mexico 87506

Phone and Fax (505) 989-5057

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:

Cheryl Lecce
337 Pearl Street, Suite 1
Pittsburgh, PA 15224

Phone (412) 682-2515
Fax (412) 682-2516

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

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 foreign corporation (15 Pa. C.S. §4124)

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

A true and correct copy of Applicant's Application for Certificate of Authority filed with the Pennsylvania Department of State, Corporation Bureau on May 23, 2006, is attached as Exhibit 1.

Additionally, provide a copy of the Applicant's Articles of Incorporation.

A true and correct copy of Applicant's Articles of Incorporation dated July 7, 2003, is attached as Exhibit 2.

Give name and address of officers.

Cheryl Lecce
President, Secretary, and Treasurer
629 Deerwood Lane
Keller, TX 76248

The Applicant is incorporated in the state of Texas.

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

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 not presently doing business in Pennsylvania.

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

Broker/Marketer engaged in the business of supplying electricity, and
Aggregator engaged in the business of supplying electricity.

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

Applicant proposes to offer to manage the purchasing options for electricity for commercial customers with demand greater than 25 kW and industrial customers.

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

Applicant proposes to offer services statewide in areas where customer choice is available.

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

Commercial Customers - (Over 25 kW)
Industrial Customers

12. FERC FILING:

Not applicable

13. START DATE: The Applicant proposes to begin delivering services on September 15, 2010 (approximate date).

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

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

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

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

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

Any of the following Electric Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

Gary A. Jack, Assistant General Counsel
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

John P. Litz, Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P.O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200
(Metropolitan Edison Company or Pennsylvania Electric Company)

Blaine W. Uplinger, Jr., Director of Governmental and
Regulatory Affairs
FirstEnergy
100 APC Building
800 North third Street
Harrisburg, PA 17102-2025

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

Carol C. Reilly, Manager, Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4512
carol.reilly@peco-energy.com

Stephen L. Feld, Attorney
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

John L. Munsch, Attorney
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

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

Applicant's Proof of Service is attached as Exhibit 3.

15. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

Applicant's completed TAX CERTIFICATION STATEMENT is attached as Exhibit 4.

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.

Applicant, its affiliates, and predecessors and the persons named in this Application have not been convicted of a crime involving fraud or similar activity.

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

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

Andrew D. Lecce
Director, Business Development
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

Alternate:
Cheryl Lecce
President
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

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

Applicant does not propose to offer service to residential customers.

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

Applicant does not propose to offer service to Residential or Small Commercial (under 25 kW) customers.

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

Filing for a modification to the \$250,000 bonding requirement and furnishing a copy of an initial bond, letter of credit or proof of bonding to the Commission for the amount of \$10,000 which is attached as Exhibit 5.

Applicant is required to provide information supporting an amount less than \$250,000.

The Commission should grant the Applicant leave to provide a bond in the amount of \$10,000 because (a) Applicant will never take title to power, (b) Applicant will not offer for sale generated electricity

consumed in Pennsylvania, (c) Applicant will not collect receivables for power from any end-users, and (d) Applicant will not offer services to Residential or Small Commercial (under 25 kW) customers.

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.
- Published parent company financial and credit information.
- 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.
- 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.
- 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.
- Audited financial statements
- Such other information that demonstrates Applicant's financial fitness.

Applicant has attached proof of financial fitness as Exhibit 6.

B. Applicant must provide the following information:

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

Cheryl Lecce
President
629 Deerwood Lane
Keller, TX 76248

Resume attached as Exhibit 7.

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

Andrew D. Lecce
Director, Business Development
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

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

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

Cheryl Lecce
President
Andrew D. Lecce
Director, Business Development
629 Deerwood Lane
Keller, TX 76248

Office (817) 419-6106
Fax (817) 419-7051

Resumes attached as Exhibit 7.

Proposed staffing and employee training commitments

Staffing:

Applicant may from time to time hire key employees to assist with sales, marketing and/or operation efforts in the Pennsylvania market. Hiring will be contingent based on growth and the need for key employees in our business. Applicant will also utilize contract sales as a part of our initial growth strategy.

Training:

Applicant will conduct an informative two-day classroom training in all areas of energy deregulation. Key employees and contract sales force will be trained in the history of energy deregulation, customer choice and how it affects the customer, and other information that will enable Applicant to deliver a high level of excellence to its customers. Applicant's sales representatives and contract sales representatives are required to spend a minimum of one day training in the field with an experienced member of our team and are evaluated on a weekly basis to adhere to the expected standards of quality.

These issues are also referenced in Applicant's Business Plan which is attached as Exhibit 8.

Business plans

Applicant's business plan is attached as Exhibit 8.

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.

Not applicable to the scope of Applicant's proposed services.

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.

Applicant does not propose to provide retail sales of power. Applicant's Affidavit is attached as Exhibit 9.

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: adl High Voltage, Inc.

By: 

Title: President

AFFIDAVIT

State of Texas :
 : ss.
County of Tarrant :

Cheryl Lecce, Affiant, being duly sworn according to law, deposes and says that:

She is the President of adl High Voltage, Inc.;

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

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

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

That adl High Voltage, Inc., 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 adl High Voltage, Inc., 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 to the best of her knowledge, information, and belief.

Cherry Decece
Signature of Affiant

Sworn and subscribed before me this 13th day of September, ~~19~~ 2010.
Shirley J. Welch
Signature of official administering oath

My commission expires 5/8/2013.



AFFIDAVIT

State of Texas :
: ss.
County of Tarrant :

Cheryl Lecce, Affiant, being duly sworn according to law, deposes and says that:

She is the President of adl High Voltage, Inc.;

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

That the Applicant herein adl High Voltage, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a Broker/Marketer engaged in the business of supplying electricity, and an Aggregator engaged in the business of supplying electricity.

That the Applicant herein adl High Voltage, Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

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

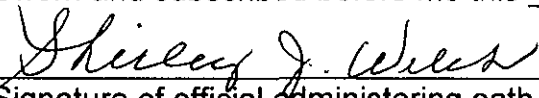
That the Applicant herein adl High Voltage, Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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



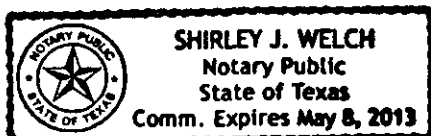
Signature of Affiant

Sworn and subscribed before me this 13th day of September, 19 2010



Signature of official administering oath

My commission expires 5/8/2013



Index of Exhibits

- Exhibit 1 Applicant's Application for Certificate of Authority filed with the Pennsylvania Department of State, Corporation Bureau on May 23, 2006
- Exhibit 2 Articles of Incorporation dated July 7, 2003
- Exhibit 3 Proof of Service
- Exhibit 4 TAX CERTIFICATION STATEMENT
- Exhibit 5 Copy of Initial Bond
- Exhibit 6 Proof of Financial Fitness
- Exhibit 7 Resumes of Cheryl Lecce and Andrew D. Lecce
- Exhibit 8 Applicant's Business Plan
- Exhibit 9 Affidavit Regarding Operational Requirements

Exhibit 1

Applicant's Application for Certificate of Authority filed with the Pennsylvania Department of State,
Corporation Bureau on May 23, 2006

Attached to Page 2 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Name adl High Voltage, Inc.			
Address P. O. Box 180666			
City Arlington, Texas	State Texas	Zip Code 76096	

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

←

Fee: \$250

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

1. The name of the corporation is:
adl High Voltage, Inc.

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

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

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

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: **State of Texas**

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

4706 Abbott Avenue, Arlington, Texas 76018

Number and street

City

State

Zip

E0698629681US

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o:

7. Check one of the following:

☒ **Business Corporation:** The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ **Nonprofit Corporation:** The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this

23rd day of May,

2006.

adl High Voltage, Inc.

Name of Corporation



Signature

President

Title

Docketing Statement DSCB:15-134A (Rev 2001)
Departments of State and Revenue

One (1) copy required

BUREAU USE ONLY:

Dept. of State Entity # _____

Dept. of Rev. Box # _____

Filing Period _____ Date 3 4 5 _____

SIC/NAICS _____ Report Code _____

Check proper box:

Pennsylvania Entities

- ☐ business stock
- ☐ business non-stock
- ☐ professional
- ☐ nonprofit stock
- ☐ nonprofit non-stock
- ☐ statutory close
- ☐ management
- ☐ cooperative
- ☐ insurance
- ☐ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

Foreign Entities

State/Country Texas Date 5/23/06

- ☒ business
- ☐ nonprofit
- ☐ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

Other

- ☐ domestication
- ☐ division
- ☐ consolidation

1. Entity Name:

adl High Voltage, Inc.

2. Individual name and mailing address responsible for initial tax reports:

<u>Cheryl D. Lecce</u>	<u>4706 Abbott Avenue, Arlington, Texas</u>	<u>76018</u>
Name	Number and street	City State Zip

3. Description of business activity:

Energy Consulting

4. Specified effective date, if any:

May 15, 2006
month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

51-0471787

6. Fiscal Year End:

December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):



**Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057**

Web site: www.dos.state.pa.us/corps

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$250 made payable to the Department of State.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
 - (1) One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation or Use of Similar Name). If Letter of Consent cannot be obtained, the applicant may file in the Department a resolution of its board of directors adopting a fictitious name for use in transacting business in the Commonwealth of Pennsylvania which fictitious name is distinguishable upon the record to the name of any conflicting profit or nonprofit corporation or other association and that is otherwise available for use by a domestic business or nonprofit corporation. See 15 Pa.C.S. §§ 4123(b)(1)(i) and 6123(b)(1)(i). An additional filing fee of \$70 shall accompany form DSCB:54-311 (Application for Registration of Fictitious Name).
 - (3) Any necessary governmental approvals. If required governmental approvals for the use of the name cannot be obtained, the applicant may file in the Department a resolution of its board of directors adopting a fictitious name that is otherwise available for use by a domestic business or nonprofit corporation. See 15 Pa.C.S. §§ 4123(b)(2) and 6123(b)(2).
- D. Where the name of the corporation does not comply with 19 Pa. Code § 23.3 (relating to business corporation names) or with 19 Pa. Code § 41.3 (relating to nonprofit corporation names) the corporation must adopt a corporate designator (corporation, incorporated, limited, etc. or abbreviation) for use in Pennsylvania and set forth the resulting name in Paragraph 2. Otherwise Paragraph 2 should remain blank. See also 19 Pa. Code § 17.41 (relating to foreign association names).
- E. The corporation is required by 15 Pa.C.S. § 4124(b) or by 15 Pa.C.S. § 6124(b) (relating to advertisement) to advertise its intention to apply or its application for a Certificate of Authority. Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.
- F. This form and all accompanying documents shall be mailed to the address stated above.
Under 15 Pa.C.S. § 4125 or under 15 Pa.C.S. § 6125 upon the filing of this form the applicant corporation shall be deemed to hold a Certificate of Authority, and no actual certificate will be issued to the applicant by the Department.

Exhibit 2

Articles of Incorporation dated July 7, 2003

Attached to Page 2 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply Electricity or electric generations services as a Broker/Marketer and as a Aggregator engages in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

adl High Voltage, Inc.
Filing Number: 800215618

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/18/2003

Effective: 06/18/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUN 18 2003

Articles of Incorporation
of
adl High Voltage, Inc.

Corporations Section

ARTICLE ONE

The name of the Corporation is adl High Voltage, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000). The shares shall have a par value of One Dollar (\$1.00).

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Lawyer's Aid Service, Inc.
408 West 17th Street, Suite 101
Austin, Texas 78701

ARTICLE SEVEN

The number of initial Directors is one. The name and address of the initial director is:

Andrew D. Lecce
4706 Abbott Avenue
Arlington, Texas 76018

ARTICLE EIGHT

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 18th day of June, 2003.

Marilyn S. Hershman

Marilyn S. Hershman, Incorporator

Exhibit 3

Proof of Service

Attached to Page 4 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

PROOF OF SERVICE

State of Texas :
: ss.
County of Tarrant :

Cheryl Lecce, Affiant, being duly sworn according to law, deposes and says that:

She is the President of adl High Voltage, Inc.;

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

That, on the 14th day of September, 2010, she caused to be mailed a true, correct, and complete copy of this Application including all attachments to the following parties by depositing copies of the with the United States Postal Service, first-class mail, postage prepaid, addressed to the following parties:

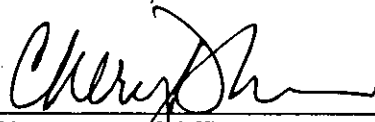
Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

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

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

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

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



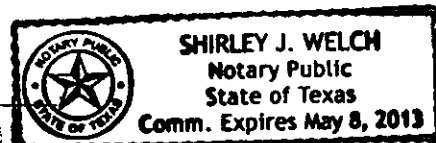
Signature of Affiant

Sworn and subscribed before me this 14th day of September, 2010.



Signature of official administering oath

My commission expires 5/8/2013



PROOF OF SERVICE

State of Texas :
: ss.
County of Tarrant :

Cheryl Lecce, Affiant, being duly sworn according to law, deposes and says that:

She is the President of adl High Voltage, Inc.;

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

That, on the 14th day of September, 2010, she caused to be mailed a true, correct, and complete copy of this Application including all attachments to the following parties by depositing copies of the with the United States Postal Service, first-class mail, postage prepaid, addressed to the following parties:

Frank M. Nadoiny, General
Manager of Regulatory Affairs Unit
Duquesne Light Company
411 Seventh Street
P. O. Box 1930
Pittsburgh, PA 15230-1930

Blaine W. Uplinger, Jr., Director of Governmental and Regulatory Affairs
FirstEnergy
100 APC Building
800 North Third Street
Harrisburg, PA 17102-2025

Carlo L. Ciabattoni, Manage Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699


John P. Litz, Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P. O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200

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

Stephen L. Field, Attorney
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

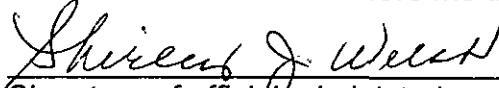
John L. Munsch, Attorney
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

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



Signature of Affiant

Sworn and subscribed before me this 14th day of September, 2010.



Signature of official administering oath

My commission expires 5/8/2013.

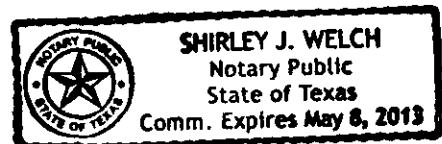


Exhibit 4

TAX CERTIFICATION STATEMENT

Attached to Page 4 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

APPENDIX B

COMMONWEALTH OF PENNSYLVANIA PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

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
ADL High Voltage, Inc.

2. BUSINESS PHONE NO. (817) 419.6106
CONTACT PERSON(S) FOR TAX ACCOUNTS:
Cheryl Lecce (817) 419.6106 or Eileen Soliz (817) 473.2476

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE) (ZIP)

629 Deerwood Lane, Keller, TX 76248

5. TYPE OF ENTITY ☐ SOLE PROPRIETOR ☐ PARTNERSHIP ☒ CORPORATION

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

NAME (PRINT)
Cheryl D Lecce
President

SOCIAL SECURITY NUMBER (OPTIONAL)

____ - ____ - ____

NAME (PRINT)

SOCIAL SECURITY NUMBER (OPTIONAL)

____ - ____ - ____

NAME (PRINT)

SOCIAL SECURITY NUMBER (OPTIONAL)

____ - ____ - ____

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 ☐ N/A ☒

____ - ____ - ____

B. EMPLOYER ID (EIN) (9 DIGITS)

APPLICATION
PENDING ☐ N/A ☐

5 1 - 0 4 7 1 7 8 7

C. CORPORATE BOX NUMBER (7 DIGITS)

APPLICATION
PENDING ☐ N/A ☒

____ - ____ - ____

10. Do you have PA employees 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
Eileen Soliz

EMPLOYER TAXES
Cheryl D Lecce

CORPORATE TAXES
Eileen Soliz

PHONE (817) 473.2475

PHONE (817) 419.6106

PHONE (817) 473.2475

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)

Exhibit 5

Copy of Initial Bond

Attached to Page 5 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

Direct Inquiries/Claims to:

THE HARTFORD

BOND, T-4

P.O. BOX 2103, 690 ASYLUM AVENUE
HARTFORD, CONNECTICUT 06115

call: 888-266-3488 or fax: 860-757-5835

Agency Code: 46 460401

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- ☒ Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- ☐ Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED**

J. BRIAN MCCALL, SUZANNE E. VAN METER, BETSY DONNELLY, LESA FERNANDEZ OF PLANO, TEXAS

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004, the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Scott Sadowsky

Scott Sadowsky, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Assistant Vice President

STATE OF CONNECTICUT

COUNTY OF HARTFORD

ss. Hartford

On this 3rd day of March, 2008, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



Scott E. Paseka

Scott E. Paseka
Notary Public

My Commission Expires October 31, 2012

CERTIFICATE

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of September 9, 2010

Signed and sealed at the City of Hartford.



Gary W. Stumper

Gary W. Stumper, Assistant Vice President

Exhibit 6

Proof of Financial Fitness

Attached to Page 6 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

Insurer: HARTFORD LLOYDS INSURANCE COMPANY
785 GREENS PARKWAY, SUITE 200, HOUSTON, TX 77067



This Declarations Page, with Umbrella Liability Provisions and Endorsements, if any, issued to form a part thereof, shall together constitute this Umbrella Liability Supplemental Contract, which in turn forms a part of Policy Number shown below.

None of the provisions of the policy to which this Supplemental Contract is attached applies to the Umbrella Liability Insurance provided hereunder.

Wherever the word "policy" appears in this form or in endorsements attached to or made a part of this Supplemental Contract, it means "Supplemental Contract".

POLICY NUMBER: 46 SBA BG8104

DECLARATIONS

Named Insured and Mailing Address: ADL HIGH VOLTAGE INC.

PO BOX 180666
ARLINGTON TX 76096

Policy Period From: 10/05/09 To: 10/05/10
12:01 A.M., Standard time at the address of the named insured as stated herein.

Premium \$ INCLUDED ADVANCE PREMIUM

Self Insured Retention \$10,000 each occurrence

The Limits of Insurance subject to all the terms of this policy that apply are:

Each Occurrence \$ 1,000,000 Products-Completed Operations Aggregate Limit \$ 1,000,000

General Aggregate Limit (Other than Products - Completed Operations, Bodily Injury By Disease and Automobile) \$ 1,000,000 Bodily Injury By Disease Aggregate Limit \$ 1,000,000

Schedule of Underlying Insurance Policies

See Attached "Extension Schedule of Underlying Insurance Policies"

Form Numbers of Forms and Endorsements that apply.

SX80020405	SX80041008	SX01141008	SX21040697
SX21050697	SX21610697	SX21671008	SX21710300
SX21771206	SX21821008	SX24010401	

Countersigned by

Frutino R. Lopez

Authorized Representative

07/23/09
Date

EXTENSION SCHEDULE OF UNDERLYING INSURANCE POLICIES



This extension schedule forms a part of the policy designated in the Declarations.

Carrier, Policy Number and Policy Period:

A. HARTFORD LLOYDS INSURANCE COMPANY

46 SBA BG8104

10/05/09 TO 10/05/10

Type of Coverage

(X) Business Liability - including:

Employees as Additional Insureds
Contractual Liability
Limited Non-Owned Watercraft
Additional Insureds
Damages To Premises Rented To You

(X) Personal and Advertising Injury
(X) Products/Completed Operations

(X) Hired Auto and Non-Owned Auto

B.

() Comprehensive Automobile Liability -
Owned Automobiles

() Non-Owned Automobiles

() Hired Automobiles

() Uninsured Motorist

C.

() Employer's Liability

D.

() Liquor Liability

Applicable Limits

Bodily Injury and Property Damage
Liability Combined

\$1,000,000 each occurrence

\$2,000,000 general aggregate

Property Damage Liability

\$ 300,000 each occurrence

\$1,000,000

\$2,000,000 Prod./Comp. Ops.
aggregate

\$1,000,000 Limit of Liability

Bodily Injury Liability

each person

each accident

Property Damage Liability

each accident

Bodily Injury and Property Damage
Liability Combined
each accident
each occurrence

each accident*

each employee by
disease*

total policy by disease*

An "X" marked in the box indicates the coverage is provided in the Underlying Policies.

(Note Maintenance of Underlying Insurance Condition SX 80 02 or SX 80 03)

*Except that in any jurisdiction where the amount of Employers Liability Coverage afforded by the underlying insurer is by law unlimited, the limit stated does not apply and the policy of which this extension schedule forms a part shall afford no insurance with respect to Employers Liability in such jurisdiction.

02787

*3100246BG81040110

**EXTENSION SCHEDULE OF UNDERLYING
INSURANCE POLICIES (Continued)**

POLICY NUMBER: 46 SBA BG8104

**Carrier, Policy Number and Policy Period:
E.**

Type of Coverage	Applicable Limits
<input type="checkbox"/> Foreign Commercial General Liability- including: Personal and Advertising Injury Products/Completed Operations	each occurrence Personal and Advertising Injury aggregate Products/Completed Operations aggregate
<input type="checkbox"/> Foreign Contingent Auto Liability	each accident
<input type="checkbox"/> Foreign Employer's Liability	each accident * each employee by disease* total policy by disease*

An "X" marked in the box indicates the coverage is provided in the Underlying Policies.

(Note Maintenance of Underlying Insurance Condition SX 80 02 or SX 80 03)

*Except that in any jurisdiction where the amount of Employers Liability Coverage afforded by the underlying insurer is by law unlimited, the limit stated does not apply and the policy of which this extension schedule forms a part shall afford no insurance with respect to Employers Liability in such jurisdiction.



Named Insured: ADL HIGH VOLTAGE INC.

Policy Number: 46 SBA BG8104

Effective Date: 10/05/10

Expiration Date: 10/05/11

Company Name: GUARANTY INSURANCE SVCS INC/PHS

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

TRADE OR ECONOMIC SANCTIONS ENDORSEMENT

This insurance does not apply to the extent that trade or economic sanctions or other laws or regulations prohibit us from providing insurance, including, but not limited to, the payment of claims.

All other terms and conditions remain unchanged.

01807

*3100246BG81040111



Insurer: HARTFORD LLOYDS INSURANCE COMPANY
785 GREENS PARKWAY, SUITE 200, HOUSTON, TX 77067



This Declarations Page, with Umbrella Liability Provisions and Endorsements, if any, issued to form a part thereof, shall together constitute this Umbrella Liability Supplemental Contract, which in turn forms a part of Policy Number shown below.

None of the provisions of the policy to which this Supplemental Contract is attached applies to the Umbrella Liability Insurance provided hereunder.

Wherever the word "policy" appears in this form or in endorsements attached to or made a part of this Supplemental Contract, it means "Supplemental Contract".

POLICY NUMBER: 46 SBA BG8104

DECLARATIONS

Named Insured and Mailing Address: ADL HIGH VOLTAGE INC.

PO BOX 1569
KELLER TX 76244

Policy Period From: 10/05/10 To: 10/05/11
12:01 A.M., Standard time at the address of the named insured as stated herein.

Premium \$ INCLUDED ADVANCE PREMIUM

Self Insured Retention \$10,000 each occurrence

The Limits of Insurance subject to all the terms of this policy that apply are:

Each Occurrence	\$ 1,000,000	Products-Completed Operations Aggregate Limit	\$ 1,000,000
General Aggregate Limit (Other than Products - Completed Operations, Bodily Injury By Disease and Automobile)	\$ 1,000,000	Bodily Injury By Disease Aggregate Limit	\$ 1,000,000

Schedule of Underlying Insurance Policies

See Attached "Extension Schedule of Underlying Insurance Policies"

Form Numbers of Forms and Endorsements that apply.

G-30610197	SX80041008	SX80020405	SX01141008
SX21040697	SX21050697	SX21610697	SX21671008
SX21710300	SX21771206	SX21821008	SX24010401

Countersigned by

Kristine R. Gas

Authorized Representative

07/23/10
Date

01808

*3100246BG81040111

EXTENSION SCHEDULE OF UNDERLYING INSURANCE POLICIES



This extension schedule forms a part of the policy designated in the Declarations.

Carrier, Policy Number and Policy Period:

A. HARTFORD LLOYDS INSURANCE COMPANY

46 SBA BG8104 10/05/10 TO 10/05/11

Type of Coverage

(X) Business Liability - including:

Employees as Additional Insureds
Contractual Liability
Limited Non-Owned Watercraft
Additional Insureds
Damages To Premises Rented To You

(X) Personal and Advertising Injury
(X) Products/Completed Operations

(X) Hired Auto and Non-Owned Auto

B.

() Comprehensive Automobile Liability -
Owned Automobiles

() Non-Owned Automobiles

() Hired Automobiles

() Uninsured Motorist

C.

() Employer's Liability

D.

() Liquor Liability

Applicable Limits

Bodily Injury and Property Damage
Liability Combined
\$1,000,000 each occurrence
\$2,000,000 general aggregate

Property Damage Liability
\$ 300,000 each occurrence

\$1,000,000
\$2,000,000 Prod./Comp. Ops.
aggregate
Limit of Liability

Bodily Injury Liability
each person
each accident

Property Damage Liability
each accident

Bodily Injury and Property Damage
Liability Combined
each accident
each occurrence

each accident*
each employee by
disease*
total policy by disease*

An "X" marked in the box indicates the coverage is provided in the Underlying Policies.

(Note Maintenance of Underlying Insurance Condition SX 80 02 or SX 80 03)

*Except that in any jurisdiction where the amount of Employers Liability Coverage afforded by the underlying insurer is by law unlimited, the limit stated does not apply and the policy of which this extension schedule forms a part shall afford no insurance with respect to Employers Liability in such jurisdiction.

01809

*3100246BG81040111



SPECTRUM POLICY DECLARATIONS (Continued)

POLICY NUMBER: 46 SBA BG8104

BUSINESS LIABILITY **LIMITS OF INSURANCE**

LIABILITY AND MEDICAL EXPENSES \$1,000,000

MEDICAL EXPENSES - ANY ONE PERSON \$ 10,000

PERSONAL AND ADVERTISING INJURY \$1,000,000

DAMAGES TO PREMISES RENTED TO YOU \$ 300,000
ANY ONE PREMISESAGGREGATE LIMITS
PRODUCTS-COMPLETED OPERATIONS \$2,000,000FORM SS 05 09
GENERAL AGGREGATE \$2,000,000EMPLOYMENT PRACTICES LIABILITY
COVERAGE: FORM SS 09 01

EACH CLAIM LIMIT \$ 5,000

DEDUCTIBLE - EACH CLAIM LIMIT
NOT APPLICABLE

AGGREGATE LIMIT \$ 5,000

RETROACTIVE DATE: 10052004

This **Employment Practices Liability Coverage** contains claims made coverage. Except as may be otherwise provided herein, specified coverages of this insurance are limited generally to liability for injuries for which claims are first made against the insured while the insurance is in force. Please read and review the insurance carefully and discuss the coverage with your Hartford Agent or Broker.

The Limits of Insurance stated in this Declarations will be reduced, and may be completely exhausted, by the payment of "defense expense" and, in such event, The Company will not be obligated to pay any further "defense expense" or sums which the insured is or may become legally obligated to pay as "damages".

**BUSINESS LIABILITY OPTIONAL
COVERAGES**HIRED/NON-OWNED AUTO LIABILITY \$1,000,000
FORM: SS 06 66UMBRELLA LIABILITY - SEE
SCHEDULE ATTACHED

01796

*3100246BG81040111

**CONFIDENTIAL/PROPRIETARY
MATERIAL FOLLOWS:**

NO SCANNED IMAGE AVAILABLE

**ACTUAL DOCUMENT IN
CONFIDENTIAL FILE FOLDER**



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for adl High Voltage, Inc. (file number 800215618), a Domestic For-Profit Corporation, was filed in this office on June 18, 2003.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 12, 2010.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

**TEXAS COMPTROLLER OF PUBLIC ACCOUNTS**

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

September 12, 2010

CERTIFICATE OF ACCOUNT STATUSTHE STATE OF TEXAS
COUNTY OF TRAVISI, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office**ADL HIGH VOLTAGE, INC.**is, as of this date, in good standing with this office having no franchise
tax reports or payments due at this time. This certificate is valid through
the date that the next franchise tax report will be due May 16, 2011.This certificate does not make a representation as to the status of the
entity's registration, if any, with the Texas Secretary of State.This certificate is valid for the purpose of conversion when the converted
entity is subject to franchise tax as required by law. This certificate is
not valid for any other filing with the Texas Secretary of State.GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 12th day of
September 2010 A.D.

A handwritten signature in cursive script that reads "Susan Combs".

Susan Combs
Texas ComptrollerTaxpayer number: 15104717879
File number: 0800215618

Form 05-304 (Rev. 12-07/17)

**CONFIDENTIAL/PROPRIETARY
MATERIAL FOLLOWS:**

NO SCANNED IMAGE AVAILABLE

**ACTUAL DOCUMENT IN
CONFIDENTIAL FILE FOLDER**

Exhibit 7

Resumes of Cheryl Lecce and Andrew D. Lecce

Attached to Page 6 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

Cheryl D. Lecce

629 Deerwood Lane

Keller, TX 76248

817-419-6106

ADL High Voltage Incorporated

August, 2003 to Present

President

- Responsible for the development of consulting/broker model to assist commercial and industrial customers with energy procurement in deregulated energy markets throughout the United States.
- Developed expansion platform to deliver energy efficiency services to customers to increase the peak proficiency of their operations resulting in reduction in carbon footprint.
- Negotiated terms and conditions with retail energy providers to offer a variety of choices for customers in all geographic regions if the country where customer choice is available.
- Successfully manage more than \$400 million in energy contracts for large C&I customers on a national level.

JRB Oil and Gas

March, 1990 to Present

Manager - Accounting

- Responsible for the management and distribution of oil and gas revenue royalty payments for 600 wells in Eastland, Jack and Comanche counties.
- Royalty owner customer relations with key clients and joint interest ownership partners with an emphasis on raising capital for enhanced oil recovery and drilling.
- Maintain royalty ownership records and filings with the Texas Railroad commission on both existing and shut in assets.
- Responsible for natural gas severance filings on new and existing production which directly contributed to the increase of our company's revenue by an average of 46% for six consecutive years between 1995 and 2001.

Andrew D. Lecce
629 Deerwood Lane
Keller, Texas 76248
214-460-2506

Employment Experience:

ADL High Voltage Inc

8/2003 to Present

Director – Business Development

- Responsible for the formation of a sales acquisition channel to represent large commercial and industrial customers with the procurement of natural gas and electricity throughout various regions of the country.
- Managed and coordinated large group of independent contractors marketing customer choice programs to small commercial businesses in ERCOT region.
- Managed and negotiated electricity contracts for large commercial and industrial clients including several fortune 500 companies located in Texas.
- Developed sales training programs to assist contract sales representatives in gaining extensive knowledge of deregulation and customer satisfaction.

TXU Energy Services

9/98- 7/2003

Regional Sales and Area Coordinator

- Top sales performer in 2001 and 2002 and a repeat member of TXU's President Club while securing in excess of \$5 million in sales revenue as a large commercial and industrial account manager.
- Implemented regional sales strategies in accordance with TXUES national strategies for large commercial and Industrial markets and positioned TXUES to be successful in these markets as they continued to open up for deregulation.
- Positioned TXUES for marketing electricity and communications to these markets.
- Managed commercial sales team in maintaining high service levels and quality standards to meet or exceed customer's expectations.

PG&E Energy Services

8/97-8/98

- Responsible for the sale of Natural Gas to commercial and industrial accounts in Northeast Region of the United States.
- Successfully managed portfolio with a gross margin value of \$1.2 million.
- Earned top sales honors in Mid-Atlantic region and placed second in the company receiving national sales recognition award.

Enron Capital & Trade Resources

12/95 -7/97

- Responsible for the sale of Natural Gas to commercial and industrial accounts in Pennsylvania.
- Scheduled and managed monthly gas nominations for clients on multiple LDC's throughout Western Pennsylvania.
- Number one sales representative in Pittsburgh and number two in Region, averaging 15 new accounts a month while achieving a year end quota at 223% of my annual goal.

Roadway Express

3/93 – 11/95

- Negotiated freight delivery programs with commercial and industrial manufacturers for long haul transportation routes across United States.
- Responsible for total sales in excess of 7.5 million dollars.
- Achieved year end quota of 102 %, an increase of 6% from 1993.

7 up/Canada Dry Bottling

1/89 -2/93

- Responsible for total sales and operation with sales in excess of 5 million dollars.
- Increased division sales by 10% compared to prior year by executing programs through the trade and sales force.
- Developed excellent business relationships with major key accounts in Pittsburgh area resulting in increased market share of inventory and feature ad activity for corporate brands.

Education: Indiana University of Pa. - Bachelor of Science 1988

Exhibit 8

Applicant's Business Plan

Attached to Page 7 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

A vertical spiral binding graphic on the left side of the page, consisting of a series of small circles connected by a line.

ADL High Voltage Incorporated

Business Plan

June, 2003

This document is "confidential" and is the sole property of ADL High Voltage Incorporated

A decorative graphic on the left side of the slide, resembling a spiral binding of a notebook, with a series of loops and a vertical line.

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- Overview
- Attractive Energy Market
- Deregulation of Electricity Market
- Management Team
- Business Model Strategy
- Sales and Marketing Strategy
- Staffing and Training
- Strategic Alliance
- 90 Day Start-up Plan

Overview

- ADL High Voltage Incorporated Company (HVUM) was established in June, 2003. HVUM headquarters will be Arlington, Texas.
- HVUM's primary business is to sell electricity and natural gas to end-use commercial and industrial customers in Texas, then expand into other viable markets throughout the US.
- Texas deregulated its electricity market on January 1, 2002. HVUM is seeking certification as a Retail Electric Provider (REP) in Texas.
- Texas law only allows companies with an REP certificate to buy electricity from the wholesale market and resell it to end-use customers.
- In addition to selling electricity, HVUM will begin natural gas sales to retail customers in the third quarter of 2004.
- HVUM expects to be serving 150 customers by 2005 with revenues in excess of \$1 million (.00005% of the total market).

Attractive Energy Market

- Emerging retail energy markets have very attractive long-term business characteristics.
 - Built-in demand - Electricity and natural gas are essential services that every business needs to operate.
 - Built-in annual growth for energy consumption.
 - Annuity-based income business model (the majority of the customers would continue to purchase from HVUM on an annual basis) offers consistent year over year earning potential.
 - Stable customer base and growing annuity revenue stream will produce a large market valuation for HVUM estimated year five market value between \$800,000 to \$1.2 million.

Deregulation of the Electricity Market

- In June 1999, the Texas Legislature passed Senate Bill 7, which allows electric choice for more than 6.2 million Texas consumers, which began in 2002. In 1996 Pennsylvania enacted its own legislation.

- The Texas Electric Competition Act:

- Requires investor-owned utility companies to break into several new companies
- Allows the retail sale of electricity to become deregulated
- Allows new retail/service companies to sell electricity, provide customer service and handle billing

- The old utilities still exist as the entities that maintain and manage the delivery of electricity (the electric wires that come to your home / business). This function remains regulated.

- Several other states have enacted electricity legislation including Pennsylvania with full competition expected by December, 2010 and Ohio, Massachusetts, Maryland, New York and New Jersey and California.

- Competition has created many good paying jobs and has lowered cost while providing customer flexibility to manage budget.

Deregulation of the Electricity Market

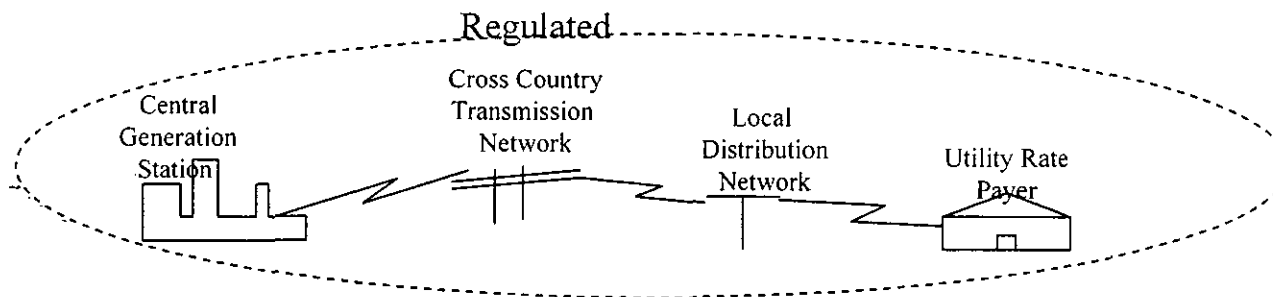
What remains the same?

- Traditionally, a local electric utility generates, or purchases from another generator, electricity and delivers it to homes and businesses. The transmission and distribution, or actual delivery of energy, have not changed. The local electric “wires” company, an affiliate of the current electric utility, still provides energy over the same poles and wires used today, and will continue to be regulated by the Public Utility Commission.

Deregulation of the Electricity Market

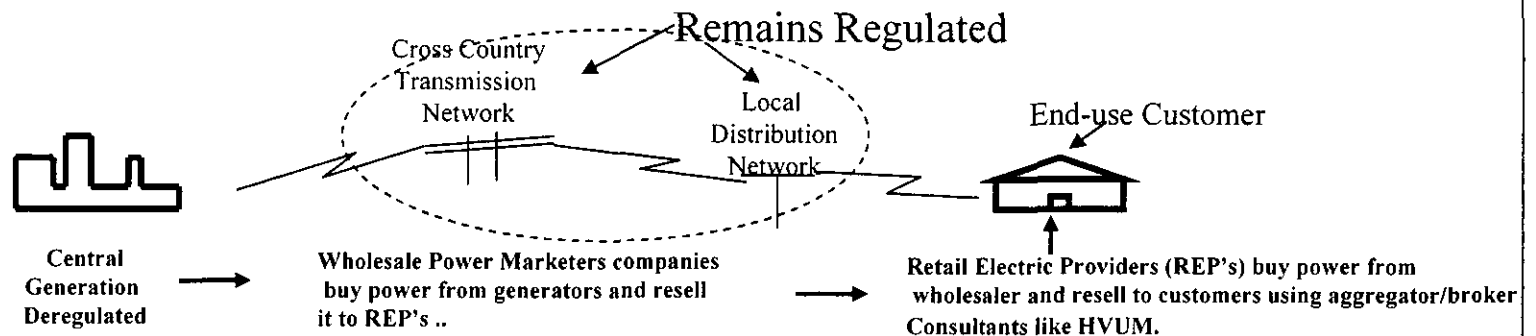
Current Regulated Model

Utilities own all assets (generation / transmission & distribution) rate payers have no choice.



New Deregulated Model

Utilities must separate into regulated (transmission & distribution) and non-regulated (generation and retail) business units. Rate payers become customers and can choose their electric provider.



A non-profit organization, PJM, acts as the Independent System Operator (ISO) to ensure that all customer transactions are registered and settled fairly. It is also responsible for making sure that all the electricity goes where it's supposed to go.

Management Team

Cheryl Lecce - President and Co-Founder

Ms. Lecce is the founder and Senior Vice President of High Voltage Utility Cost Management – a National Energy Brokerage Platform arranging energy transactions between buyers and sellers in the commercial and Industrial Markets. Founded in 2003, High Voltage has acted as agent on behalf of Fortune 500 energy companies facilitating both sales and management in the Texas market.

Ms. Lecce has been in the energy business since 1990 working for oil and gas producers bringing a vast amount of experience in transaction management.

Cheryl Lecce brings direct “energy management” marketing experience, a national network of contacts and tireless work ethic to HVUM, which has provided a basis for business development since it’s inception.

HVUM has identified and plans to fill three positions in Sept 2003. The new hires included will consist of Senior Sales & Marketing Executives and Sales support. The positions will be employee and contractor positions: All of these individuals are currently in senior positions and have extensive knowledge of the Texas energy market, customers and PUC/ERCOT regulatory protocols.

Business Model Strategy

- HVUM plans to represent the energy interests of end use customers as a broker, consultant or aggregator focusing on commercial and industrial customers.
- HVUM will acquire such customers through various marketing activities including advertising, telesales, radio and one on one relationship building sales.
- HVUM's role will be to focus on customer acquisition and customer care activities.
- HVUM believes that securing multiple retail electric supplier contracts will be very important to the success of HVUM. HVUM will offer clients a wide range of choices from national energy providers to local one state niche electrical providers.
- HVUM's plan is to acquire a retail customer base that will consume 100,000 MWH (.004% of the market) of power by 2005. That equates to approximately \$800,000 in revenue.
- HVUM anticipates exit opportunity in five to seven years as the first wave of retail consolidation begins. If HVUM does not utilize outside capital this could extend any exit strategy plans for an undetermined time frame.

Sales and Marketing Strategy

- **Sales Plan (cost leader / integrated supply & demand strategy)**
 - **2003 Sales Strategy One – Direct sales to commercial customers**
 - This strategy involves utilization of telemarketing, direct mail and a field sales force (full-time and contract) to win business.
 - HVUM will deploy a low cost model which will allow us to reach commercial customers more cost effectively than our competition.
 - **2004 Sales Strategy Two – “Middle Man” sales channel**
 - The key to this strategy is to take advantage of the state law that allows only state certified REPs to purchase electricity from the wholesale market and resell it to end-users. HVUM will represent the client and manage the purchase of electricity for our clients.
 - HVUM sees them as a very low cost customer acquisition channel that will provide a unique transaction to several niche customer segments. Buy out opportunities exist today that will increase HVUM’s customer base and revenues.

Sales and Marketing Strategy

Marketing

– Customer segments

- **Small to Medium Commercial** – Good margins. Customers in this market will be expensive for most REPs to reach through direct sales channels.
 - HVUM believes that this segment will have a high propensity to band together and buy their energy as a group as a way to lower their cost. Some segments in this class have desirable load factors of 45 to 60 %.
- **Large Commercial** – Lower profit margins, large energy spender, unsophisticated energy buyer.
 - HVUM's offer is targeted at the bargain shopper who is looking for a "wholesale" transaction. Load factors 45 to 80%.
- **Industrial** – Highly competitive. HVUM's efforts in this segment will be secondary to the commercial segments.
 - The strategy is to capture a dozen or so customers utilizing experience and implementing a consultative approach.
 - HVUM will deploy a low cost, direct marketing tactic to attract value shoppers to HVUM.
 - HVUM will also recruit and/or sponsor customer aggregation companies who will consolidate into large groups.

Staffing and Training

- **Staffing/Simplified business relationship**

- HVUM will provide a “low cost” customer relationship, appealing to customers who want a low cost, hassle-free electricity or natural gas transaction.
- HVUM will staff using recruiters, various advertising mediums and referrals through various networking organizations.
- HVUM will hire a few key employees and use a contract sales force with incentives to achieve growth at the lowest cost price point we can deliver in the energy market place without lowering the quality of our product offer.
- Each key employee will be qualified in the energy industry with a minimum of five years of deregulated sales and/or management experience.
- All Contract sales and customer service applicants should have a minimum of three years sales or service experience in a service based industry or a minimum of five years in a professional work place environment in one or more positions.
- HVUM will accommodate any and all applicants with the hope of providing someone a good opportunity.
- HVUM will perform periodic reviews on it’s hiring standards and work place requirements for excellence.

Staffing and Training

- Training for HVUM staff and contractors
 - HVUM offers each contractor 3 days of training that covers all facets of the job description.
 - Key employees and contract sales force sit in on two days of classroom activities that cover the history of energy deregulation, customer choice and how it affects the customer and other informational topics that enable us to deliver a high level of excellence to our customers.
following information
 - Contract sales representatives spend a minimum of 1 day in the field trained by a senior member making sales calls in the public.
 - HVUM management reviews field training and will spend additional time in field with contractor as needed.

Strategic Alliance Options

- **- Energy Efficiency Companies**

- **Registered Engineering Companies.**

- HVUM has strategic alliances with various engineering companies to assist end use customers needing technical assistance.
 - HVUM provides the customer with the expertise to review and evaluate various retrofit projects that would reduce the customers carbon footprint.
 - Types of offers include
 - Lighting
 - Air conditioning/Chiller retrofits
 - Power factor correction and predominant use studies
 - Energy Audits
 - These value added services enable us to assist the client in reducing cost and consumption which is a win/win for the customer and the environment.

90 Day Start-up Plan

- Fund the company through personal savings. Proceeds will go to toward the following activities:
 - Complete management team
 - Start and complete state certification
 - Begin design and implementation of business processes and technology infrastructure.
 - Finalize strategic alliance with Independent Engineer Associations.
 - Design and implement Sales & Marketing plans
 - Complete first round staff needs
- Complete final business plan and launch business in August 2003.
- In addition, we would want a specified amount in reserve credit for M&A and future growth opportunities throughout Texas & beyond

Exhibit 9

Affidavit Regarding Operational Requirements

Attached to Page 7 of Application of adl High Voltage, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer and as an Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

AFFIDAVIT

State of Texas :
County of Tarrant : ss.

Cheryl Lecce, Affiant, being duly sworn according to law, deposes and says that:

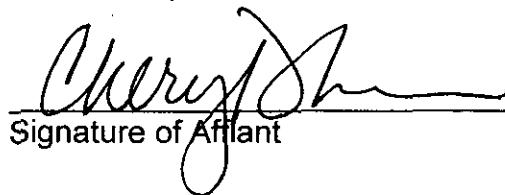
She is the President of adl High Voltage, Inc.;

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

That Applicant adl High Voltage, Inc. will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission.

That Applicant adl High Voltage, Inc. agrees to comply with the operational requirements of the control area(s) within which Applicant provides retail service. Applicant does not intend to provide retail service and does not seek licensure to provide retail service.

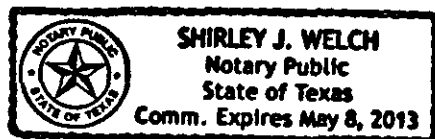
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief.


Signature of Affiant

Sworn and subscribed before me this 13th day of September, ~~10~~ 2010


Signature of official administering oath

My commission expires 5/8/2013



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Date Accepted 9/15/10	Scheduled Date of Delivery 9/16/10	Return Receipt Fee \$	
Mo. Day Year Mo. Day Year	Scheduled Time of Delivery <input type="checkbox"/> Noon <input type="checkbox"/> 3 PM <input type="checkbox"/> PM	COD Fee \$	Insurance Fee \$
Time Accepted 1:08	Military <input type="checkbox"/> 2nd Day <input type="checkbox"/> 3rd Day	Total Postage & Fees \$ 36.75	
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