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September 30, 2010

(VIA HAND DELIVERY)

Secretary Rosemary Chiavetta
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Application of Power Brokers, LLC d/b/a PB2 Texas, LLC for Approval to Offer,
Render, Furnish or Supply Electric Generation Services as a Broker/Marketer
Docket No. A- _____

Dear Secretary Chiavetta:

Enclosed for filing please find an original plus three (3) copies of the Application of Power Brokers, LLC d/b/a PB2 Texas for Approval to Offer, Render, Furnish or Supply Electric Generation Services as a Broker/Marketer, along with all required affidavits and attachments. **Please note that Attachment 3 to this filing contains Highly Confidential and Proprietary Information. Therefore, the Applicant requests that Attachment 3 to the Application be filed under Seal.**

A check in the amount of \$350.00 is enclosed for payment of the filing fee. Copies of the Application have been served in accordance with the attached Certificate of Service. If you have questions, please do not hesitate to contact me.

Very truly yours,

STEVENS & LEE


Michael A. Gruin

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SECRETARY'S BUREAU

Encl.
cc: Certificate of Service

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton
Williamsport • Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

A PROFESSIONAL CORPORATION

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Power Brokers LLC, d/b/a PB2 Texas, LLC, a Texas limited liability company, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Broker/Marketer 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:

Power Brokers, LLC d/b/a PB2 Texas, LLC
5440 Harvest Hill Road, Suite 260
Dallas, TX 75230
Phone: 469-916-1317
Fax: 469-916-1314

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.

N/A

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:

Timothy Richmond
Pricing Analyst
5440 Harvest Hill Rd.
STE 260
Dallas, TX 75230
(p) 469-533-7617
(f) 469-916-1314

- 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 Booty
5440 Harvest Hill Rd.
STE 260
Dallas, TX 75230
(p) 469-533-6185
(f) 469-916-1314

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

Scott Norman
5430 LBJ Freeway, STE 800
Dallas, TX 75240
(p) 972-201-2836
(f) 972-201-2889

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- 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:

C T Corporation System
116 Pine Street, Suite 320
Harrisburg, Pennsylvania 17101
Phone: 717-234-6004

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

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

PB2 Texas, LLC – See attached PA Foreign LLC Registration confirming use of Fictitious Name (no form PA-953 is filed when Foreign LLC Registration indicates use of Fictitious Name) – Attachment 1 hereto

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

or

The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

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

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

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

OR

X 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.

**See Registration of Foreign LLC filed with PA Department of State, Attachment 1 hereto
See Texas Secretary of State Certificate of Filing and LLC Certificate of Formation, Attachment 2 hereto**

Give name and address of officers.

Robert T. Vicente, Executive Vice President
Thomas M. Mason, Executive Vice President
5430 LBJ Freeway, Suite 800
Dallas, Texas 75240

David Booty, President
5440 Harvest Hill Road, Suite 100
Dallas, Texas 75230

The Applicant is incorporated in the state of Texas.

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

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

Applicant's sister company, PB1 Texas, LP (f/k/a Power Brokers, LP) filed an Application for EGS license on February 1, 2010. The application was docketed as A-2010-2158384. That Application has not been acted upon by the Commission, and will likely be withdrawn in the near future.

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

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

OR

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

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

- The Applicant is presently doing business in Pennsylvania as a
 - vertically-integrated provider of generation, transmission, and distribution services.
 - municipal electric corporation providing service outside its municipal limits.
 - electric cooperative
 - local gas distribution company
 - nonintegrated provider of electric generation, transmission or distribution services.
 - Other. (Identify the nature of service being rendered.)

or

- The Applicant is not presently doing business in Pennsylvania.

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

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

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

Applicant will offer Electricity procurement consulting and broker services to Commercial and Industrial consumers with locations operating in the state of Pennsylvania. At no time will Applicant take title to electricity or receive payments from end user customers for electricity.

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

Applicant will offer broker/consulting services for Commercial and Industrial consumers with operations located within any de-regulated areas in Pennsylvania.

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

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

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

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

13. **START DATE:** The Applicant proposes to begin service immediately upon approval by the Commission

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

Carlo L. Ciabattoni, Manage Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4210
carlo.ciabattoni@exeloncorp.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.

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

See Attached

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.

N/A – No Person identified in this application or affiliated with Applicant has been convicted of any crime involving fraud (or similar activity(s)) within the last 5 years.

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.

Bryan Beeson
Customer Care Manager
5440 Harvest Hill Rd.
STE 260
Dallas, TX 75230
(p) 469-533-7648 or...
(p) 800-747-7314 (Toll Free)
(f) 469-916-1314

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

N/A – Applicant will only work with Commercial and Industrial consumers.

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.

N/A – Applicant will not be a supplier, only a Consultant/Broker with initial plans to only serve non-residential customers with loads >25kW.

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.

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 \$ 10,000. Applicant is required to provide information supporting an amount less than \$250,000.

See attached bond and Petition requesting waiver of \$250,000 bond requirement (Attachment 7 hereto)

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. See Schedule 19A Attached
- 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.

SEE ATTACHED CONFIDENTIAL BALANCE SHEET and INCOME STATEMENT FOR POWER BROKERS, LLC – Attachment 3 hereto (FILED UNDER SEAL), and Organizational Structure for Power Brokers LLC- Attachment 4 hereto

B. Applicant must provide the following information:

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

See Resumes of David Booty, Jr., President, Garret Kent, Energy Consultant, and Tim Richmond, Senior Market Analyst, Attachment 5 hereto

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

Kim Kucera
Accounting Manager
5440 Harvest Hill Rd.
STE 260
Dallas, TX 75230
(p) 469-533-7609
(f) 469-533-7652

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:

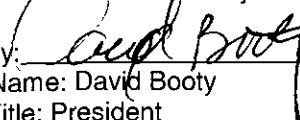
See Attachment 6 hereto for a description of Technical Fitness, and Professional Resumes (Attachment 5)

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- Proposed staffing and employee training commitments
- Business plans
- 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.
- 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:

POWER BROKERS, LLC, d/b/a PB2 Texas, LLC
a Texas limited liability company

By: 
Name: David Booty
Title: President

AFFIDAVIT

State of Texas:

County of Dallas:

David Booty, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Power Brokers, LLC d/b/a PB2 Texas, LLC;

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

The Applicant herein, acknowledges that it 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.

The Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render services as a Broker/Marketer engaged in the business of supplying electricity 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.

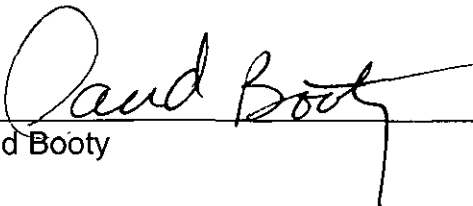
The Applicant herein, certifies to the Commission that it is subject to and will pay in subsequent years and has paid the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. 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 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.

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 knowledge, information, and belief.



David Booty

Sworn and subscribed before me this 20th day of September, 2010.





Signature of official administering oath

My commission expires 12/31/13

AFFIDAVIT

State of Texas:

County of Dallas:

David Booty, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Power Brokers, LLC d/b/a PB2 Texas, LLC;

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

The Applicant herein certifies that it will cause the notice of the filing of its license application for a Marketer/Broker engaged in the business of supplying electricity to be published in the following newspapers once the Docket Number is received from the Commission:

Scranton Times, The Erie Times-News, Williamsport Sun-Gazette,
The Philadelphia Daily News, The Patriot News and Pittsburg Post-Gazette.

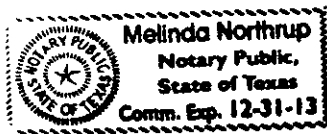
The Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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



David Booty

Sworn and subscribed before me this 20th day of September, 2010.





Signature of official administering oath

My commission expires 12/31/13

AFFIDAVIT

State of Texas:

County of Dallas :

David Booty, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Power Brokers, LLC d/b/a PB2 Texas, LLC;

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

The Applicant has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed to provide electric generation services pursuant to 66 Pa. C.S. § 2809 (B).

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

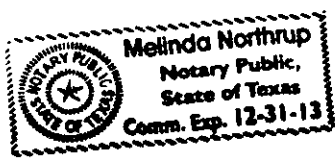
That the Applicant acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein 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 knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

David Booty
David Booty

Sworn and subscribed before me this 20th day of September, 2010.



Melinda Northrup
Signature of official administering oath

My commission expires 12/31/13.

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 Power Brokers LLC d/b/a PB2 Texas, LLC | 2. BUSINESS PHONE NO. (469) 916-1313 CONTACT PERSON(S) FOR TAX ACCOUNTS: Kim Kucera |
|--|--|

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)
 5440 Harvest Hill Road, Suite 100 Dallas, Texas 75230

5. TYPE OF ENTITY SOLE PROPRIETOR Limited Liability Company CORPORATION

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

| | |
|---|---|
| NAME (PRINT) HW Shapp LP, LLC, a Texas limited liability company | 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 <input type="checkbox"/> N/A <input checked="" type="checkbox"/> _ _ - _ _ _ _ _ - _ _ | C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING <input type="checkbox"/> N/A <input checked="" type="checkbox"/> _ _ _ _ _ _ _ _ |
| B. EMPLOYER ID (EIN) (9 DIGITS) APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/> 2 7 - 2 8 3 9 4 8 4 | |

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 N/A | EMPLOYER TAXES Randy Crawford | CORPORATE TAXES Randy Crawford |
| PHONE | PHONE 469-533-6079 | PHONE 469-533-6079 |

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)

ATTACHMENT 1

PA Foreign LLC Registration, including confirmation of use of Fictitious Name

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SECRETARY'S BUREAU

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Application for Registration - Foreign

(15 Pa.C.S.)

- Registered Limited Liability General Partnership (§ 8211)
 Registered Limited Liability Limited Partnership (§ 8211)
 Limited Partnership (§ 8582)
 Limited Liability Company (§ 8981)

| | | | |
|-----------------------------------|-----------------------|----------|--|
| Name <u>CT CORP COUNTER</u> | | | |
| Address <u>CT CORP COUNTER</u> | | | |
| City <u>70230813</u> | State <u>WO PA</u> | Zip Code | |

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

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

| | | | | | | | | | | |
|---|-----------------------|-------|-------|--------------------------|--------|--|--|--|--|--------------------------|
| 1. The name to be registered is: <u>Power Brokers, LLC</u> | | | | | | | | | | |
| 2. (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following): The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is: <u>PB2 Texas, LLC</u> | | | | | | | | | | |
| 3. The name of the jurisdiction under the laws of which it was organized and the date of its formation: Jurisdiction: <u>Texas</u> Date of Formation: <u>06/10/2010</u> | | | | | | | | | | |
| 4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <table border="1"><tr><td>(a) Number and street</td><td>City</td><td>State</td><td>Zip</td><td>County</td></tr><tr><td colspan="4">(b) Name of Commercial Registered Office Provider <u>C T Corporation System</u></td><td>County <u>Dauphin</u></td></tr></table> | (a) Number and street | City | State | Zip | County | (b) Name of Commercial Registered Office Provider <u>C T Corporation System</u> | | | | County <u>Dauphin</u> |
| (a) Number and street | City | State | Zip | County | | | | | | |
| (b) Name of Commercial Registered Office Provider <u>C T Corporation System</u> | | | | County <u>Dauphin</u> | | | | | | |

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

5430 LBJ Freeway, Suite 800, Dallas, TX 75240

| Number and street | City | State | Zip |
|-------------------|------|-------|-----|
| | | | |

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

| Number and street | City | State | Zip |
|-------------------|------|-------|-----|
| | | | |

6. For Restricted Professional Limited Liability Company Only. Strike out if inapplicable: The company is a restricted professional company organized to render the following professional service(s):

N/A

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

| Name | Business Address |
|------|------------------|
| | |
| | |

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

| Number and street | City | State | Zip | County |
|-------------------|------|-------|-----|--------|
| | | | | |

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

16th day of August 2010

Power Brokers, LLC
Name of Partnership/Company

Peta Townsend
Signature

Authorized Representative
Title

ATTACHMENT 2

Texas Secretary of State Certificate of Filing and LLC Certificate of Formation



Office of the Secretary of State

CERTIFICATE OF FILING OF

Power Brokers, LLC
801280442

[formerly: CEPB, LLC]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/07/2010

Effective: 07/07/2010



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

Hope Andrade
Secretary of State

Form 424

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate
of Amendment**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801280442 07/07/2010
Document #: 314626020007
Image Generated Electronically
for Web Filing

Filing Fee: See instructions

Entity Information

The filing entity is a: **Domestic Limited Liability Company (LLC)**

The name of the filing entity is: **CEPB, LLC**

The file number issued to the filing entity by the secretary of state is: **801280442**

Amendment to Name

The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows:

The name of the filing entity is:

Power Brokers, LLC

A letter of consent, if applicable, is attached. **Consent to Use name..pdf**

Statement of Approval

The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument.

Date: **July 7, 2010**

Stephen D. Parker, Asst. Secretary

Signature of authorized person

FILING OFFICE COPY

POWER BROKERS GP, LLC
5430 LBJ FREEWAY
SUITE 800
DALLAS, TEXAS 75240

July 7, 2010

Office of the Secretary of State of Texas

Sir or Madam:

Power Brokers GP, LLC, a Texas limited liability company, hereby consents to the use of the name Power Brokers, LLC by CFPB, LLC, a Texas limited liability company, and affiliate of Power Brokers GP, LLC.

IN WITNESS WHEREOF, this consent is executed by the undersigned officer as of July 7, 2010.

POWER BROKERS GP, LLC
a Texas limited liability company

By: Stephen D. Parker
Stephen D. Parker,
Assistant Secretary



Office of the Secretary of State

CERTIFICATE OF FILING OF

CEPB, LLC
File Number: 801280442

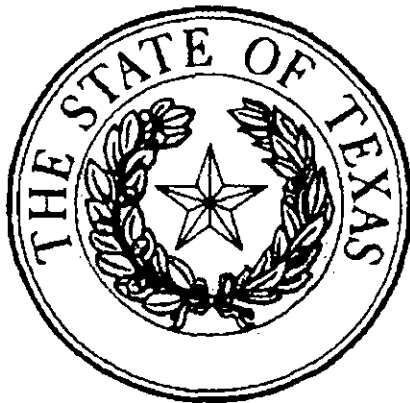
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate 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: 06/10/2010

Effective: 06/10/2010



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

Hope Andrade
Secretary of State

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate of Formation
Limited Liability Company**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801280442 06/10/2010
Document #: 311415450002
Image Generated Electronically
for Web Filing

Filing Fee: \$300

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

CEPB, LLC

Article 2 - Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

David Newsom

C. The business address of the registered agent and the registered office address is:

Street Address:

**5430 LBJ Freeway
Suite 800 Dallas TX 75240**

Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: (Business Name) **HW Shapp LP, LLC**

Address: **5430 LBJ Freeway Suite 800 Dallas TX, USA 75240**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

Rita Aybar Townsend 5430 LBJ Freeway, Suite 800, Dallas, TX 75240

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Rita Aybar Townsend

Signature of Organizer

FILING OFFICE COPY

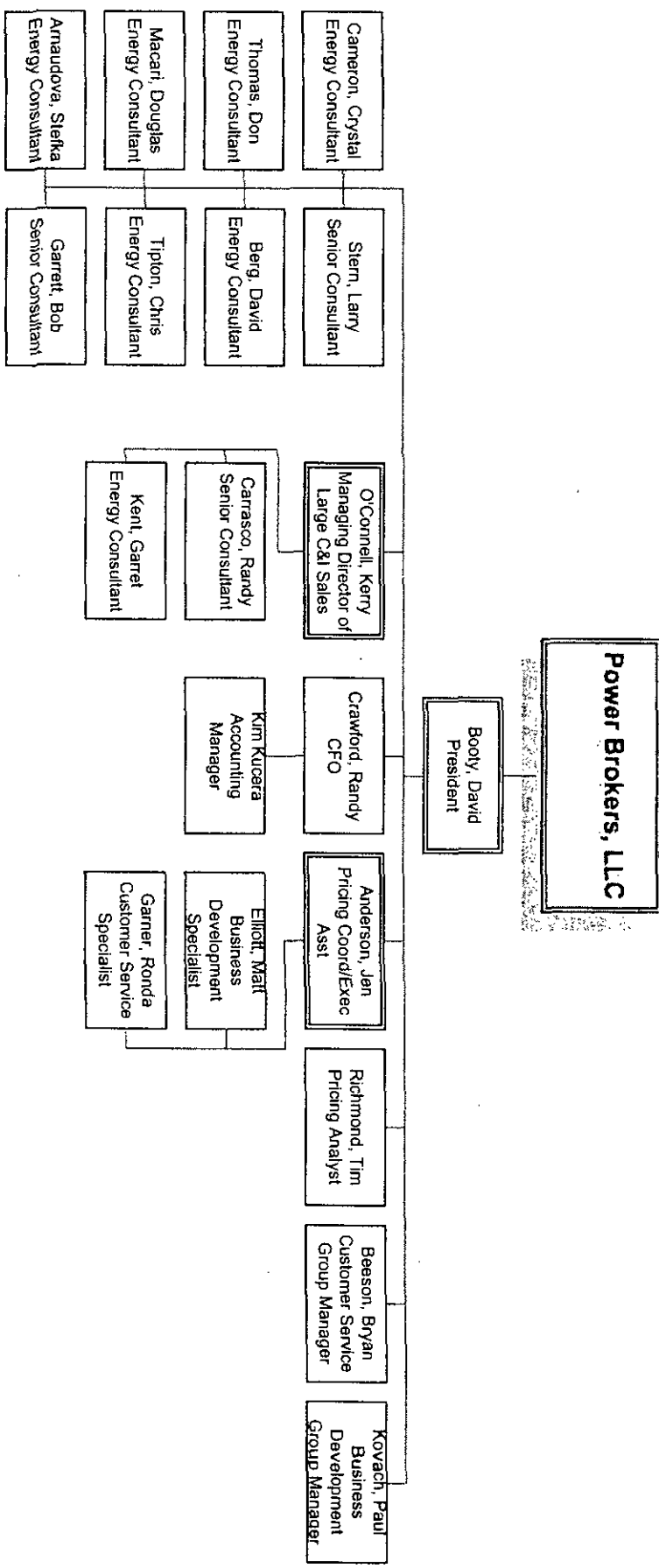
CONFIDENTIAL ATTACHMENT 3

FILED UNDER SEAL

**CONFIDENTIAL BALANCE SHEET and INCOME STATEMENT FOR POWER
BROKERS, LLC**

ATTACHMENT 4

Organizational Structure for Power Brokers LLC



ATTACHMENT 5

Executive Resumes

David Booty, Jr. – President

- 2005-2009 – Vice President – Texas Retail Operations – Direct Energy
 - Mr. Booty oversaw \$60M in outsourcing contracts for services, including customer care, enrolling, billing, remittance, collections, transaction management, change management, and other outsourced business processes.
 - Directed a team of 70 people in Retail operations, including vendor management, customer care, enrollment, billing, collections, customer experience, and change management process specialists supporting over 1 million customers.
- 2003-2005 – Director – Operations and Systems – Direct Energy Business Services
 - Established and directed the operational business processes to support rapid growth of the commercial energy business from 0 to over 5000 customers and revenue of \$200M in 2.5 years while maintaining a very low operations cost structure.
 - Built and directed a team of 10 people in Retail operations to support over 5000 customers providing services including customer care, enrollment, billing, remittance, collections, and transaction management.
 - Implemented and managed the operations business processes, including customer care, enrollment, billing, remittance, collections, and transaction management necessary to support a \$200M+ business.
 - Directed the development and deployment of the Customer Management, Billing and Transaction Management systems which provided seamless integration of the customer enrollment and renewal processes with billing and customer care.
- 2001-2003 – Texas Commercial Energy, LLC – Founder/Chief Operating Officer
 - Facilitated revenue growth from \$0 to \$70M in the first year, doubling the original business plan while recognizing a \$6M net profit.
 - Directed over 30 people in Retail operations, including customer care, enrollment, billing, remittance, collections, human resources, facilities, information technology, and accounting.
 - Developed and implemented initial business processes for customer care, enrollment, billing, remittance, collections, transaction management, and accounting.
 - Established and implemented initial technology direction for the organization.

Garret Kent

- Started working in energy in 2003
- Has worked on both Supplier and Broker side of the business

2009-Present – Energy Consultant, Power Brokers, LLC

- Delivered energy management solutions to major national clients producing savings in excess of 20%
- Created data management system that educates customers on their national portfolio, which provides transparency on their E&G expenditures
- Experience modeling tariffs for both regulated and deregulated states
- Managed credit and contract negotiations with suppliers and Fortune 500 companies

2007- 2009 M.B.A. - Neeley School of Business, Texas Christian University

2008 - Encore Acquisition Company

- Constructed 2009 rig budget
- Analyzed all oil and gas agreements to ensure accuracy of contractual arrangements with actual business results

2007 - Goldman Sachs Commercial Mortgage Capital

- Developed asset summaries for pool of 96 commercial mortgage loans for asset restructuring. Overall pool value was \$7.6 billion through partnering with Greenwich Capital.
- Collaborated on team to reengineer document flow process by being Goldman's link between investors and rating agencies

2005-2006 - Suez Energy Resources NA, Inc

- Increased sales in North Texas 40%
- Developed comprehensive sales training program which improved initial productivity of sales representatives by 15% and increased revenue approximately 10%

2003-2005 - Reliant Energy

- Provided key leadership to Reliant's Mid Commercial & Industrial group and increased sales 100% over prior quarter's results through selected targeting of new sales prospects
- Increased sales over 250% in Texas Valley Region when selected as initial representative to establish and expand new sales market for Reliant Energy.

Tim Richmond

2006-Present – Senior Market Analyst, Power Brokers, LLC

- Oversees market analysis and hedging strategies for index customer portfolio (Electricity and Natural Gas).
- Designs customer savings models and presentations.
- Researches tariffs and regulatory updates across the nation.
- Coordinates pricing proposals between Retail Electric Providers.
- Works with customers on contract review and negotiation.

ATTACHMENT 6

Description of Technical Fitness

Who we are

- A leader in professional energy procurement and management services established in 2001
- Deep competitive knowledge base in risk management, energy procurement, and utility consulting

What we provide

- Independent, impartial strategies that deliver measurable savings for both regulated and deregulated markets
- Strategic, Analysis-based recommendations to help Clients benefit from changing market conditions
- Assistance with Strategic Sourcing Options to select providers that deliver the best price and favorable contract terms

Where we assist our Clients in becoming better consumers of electricity

- Align Client's corporate risk tolerance with the appropriate energy products
- Discover savings through rate analysis and optimization to ensure the correct tariffs and being applied in regulated areas as well as confirming Clients are being correctly billed the proper contract rates in deregulated markets

How we facilitate the strategic alignment of multiple entities

- Leverage the larger total load to significantly impact product, price, and terms, achieving the best energy savings attainable
- Lower client margin requirements because our overall transaction volumes encourage providers to complete more aggressively
- Provide more dynamic product options resulting in significant cost and risk advantages, including reduced shaping, credit and insurance premiums

ATTACHMENT 7

Bond (\$10,000) and Petition requesting waiver of \$250,000 bond requirement

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

PETITION REQUESTING A WAIVER OF THE \$250,000.00 BOND REQUIREMENT AND A \$10,000 BOND IN LIEU THEREOF

NOW COMES the Petitioner/ Applicant, Power Brokers LLC d/b/a PB2 Texas, LLC, and hereby represents as follows in support of its Petition:

1. Power Brokers LLC d/b/a PB2 Texas, LLC is applying for a license as an electricity broker.
2. Power Brokers LLC d/b/a PB2 Texas, LLC will not take title to electricity.
3. Power Brokers LLC d/b/a PB2 Texas, LLC intends to negotiate the purchase of electricity on behalf of customers .
4. Power Brokers LLC d/b/a PB2 Texas, LLC will market products of suppliers approved by the Pennsylvania Public Utility Commission.
5. Power Brokers LLC d/b/a PB2 Texas, LLC will not bill utility customers directly and will not collect any money from customers.
6. Power Brokers LLC d/b/a PB2 Texas, LLC has obtained a bond in the amount of \$10,000.00 from _____ . The bond is for a period of 1 years and is effective August 20, 2010 until August 20, 2011 with the right to renew.
7. Due to the nature of Power Brokers LLC d/b/a PB2 Texas, LLC's business as a broker, the risk associated to the customers by granting a license to Power Brokers LLC d/b/a PB2 Texas, LLC is minimal, if any, and can be adequately covered by the reduced bond of \$10,000.00 (ten thousand dollars).
11. Power Brokers LLC d/b/a PB2 Texas, LLC is a reliable, credit worthy, financially and ethically sound company.
12. Power Brokers LLC d/b/a PB2 Texas, LLC will comply with all laws, regulations, decisions and administrative requirements of the Commonwealth of Pennsylvania, the Public utility Commission and federal and local governments, including but not limited to all taxing requirements.
13. Granting a license to Power Brokers LLC d/b/a PB2 Texas, LLC will promote competition and choice in the electricity market.
14. A bond in the amount of \$10,000.00 (ten thousand dollars) is sufficient collateral to protect the interests of applicable customer and ensure the licensee's financial responsibilities under Section 2208 (c)(1)(i) of the Act. This reduced amount is commensurate with the scope of the services being rendered as a broker.
15. The undersigned swears under penalty of perjury that the facts contained in this Request for Waiver are true and correct to the best of her knowledge, information and belief.

WHEREFORE, based upon the foregoing, Power Brokers LLC d/b/a PB2 Texas, LLC, respectfully requests the Public Utility Commission to accept its bond of \$10,000.00 in lieu of the \$250,000.00 (two hundred and fifty thousand dollar) bond generally required.

Power Brokers LLC d/b/a PB2 Texas, LLC

Applicant

By: _____

Signature

David Booty, President

Printed Name / Title

Date

9/20/10

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Power Brokers, LLC d/b/a :
PB2 Texas, LLC for Approval to Offer, :
Render, Furnish or Supply Electric : Docket No. A-
Generation Services as a Broker/Marketer :
:

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of September, 2010, copies of the foregoing Application have been served upon the persons listed below via First Class U.S. Mail in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55.

Irwin A. Popowsky
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1921

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

Office of Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120
Gary A. Jack, Assistant General Counsel
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946
Paul E. Russell,
Associate General Counsel
PPL
Two North Ninth Street
Allentown, PA 18108-1179

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

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

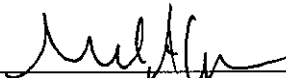
Carol C. Reilly, Manager, Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4512

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

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SECRETARY'S BUREAU

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

DATE: September 30, 2010


Michael A. Gruin, Esq.