

**BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

To the Pennsylvania Public Utility Commission:

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

Resource Energy Systems, LLC  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (201) 937-4210 Fax 203-325-0425

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:

Richard Plutzer, Chief Financial Officer Tel. 201-937-4210  
Resource Energy Systems, LLC Fax 203-325-0425  
1177 High Ridge Road, Stamford, CT 06905

- 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:

Richard Plutzer, Chief Financial Officer Tel. 201-937-4210  
Resource Energy Systems, LLC Fax 203-325-0425  
1177 High Ridge Road, Stamford, CT 06905

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

Not applicable.

**RECEIVED**

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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:

Blumberg Excelsior  
800 North Second Street, Suite 100  
Harrisburg PA 17102

4. FICTITIOUS NAME: (select and complete appropriate statement) *NONE*

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

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

OR

The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

OR

The Applicant is a:

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

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

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

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

or

The Applicant is a :

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

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

Give name and address of officers.

Steve Sulistell, President - 1177 High Ridge Rd, Stamford CT 06905  
Richard Plutar, CFO - 1177 High Ridge Rd, Stamford CT 06905  
Scott Reinteh, COO - 6222 Topanga Canyon Blvd,  
Woodland Hills, CA 91367

The Applicant is incorporated in the state of Delaware.

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

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

*None*

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

\* As an LLC, there are no articles of incorporation.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESOURCE ENERGY SYSTEMS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RESOURCE ENERGY SYSTEMS, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

4307415 8300

080589347



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6609750

DATE: 05-22-08

Commonwealth of Pennsylvania  
DEPARTMENT OF REVENUE



REV-1789 CT AFF (07-04)

BUREAU OF CORPORATION TAXES  
PO BOX 280705  
HARRISBURG PA 17128-0705

JUN 14 2010

RESOURCE ENERGY SYSTEMS  
LLC  
1177 HIGH RIDGE RD  
STAMFORD CT 06905

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Corporate Account No.	2873-271
Fiscal Year End	DEC
Federal EIN #	
Incorporation- Authority Date	05-13-2010
NAICS	7389
Taxes Subject	EF

FOREIGN FRANCHISE  
LOANS  
CORPORATE NET INCOME

Dear Taxpayer:

Welcome to Pennsylvania's business community. The Department of Revenue has been advised that you are authorized to conduct business within the Commonwealth of Pennsylvania.

A Corporate Account Number (file number) has been assigned for tax reporting purposes and is listed above. Please reference this number on all correspondence. The types of taxes that you are subject to report annually are also listed. Carefully review this information and make sure that your name, address and other tax information is complete and accurate. If no Federal Employer Identification Number (EIN) is indicated above, please provide this number as soon as it is available to you from the Federal Government. You should write the Federal EIN in the top right hand corner in the blank space and return this letter to us. If there are changes or additions, make the appropriate adjustments on a copy of this letter and return it promptly to:

PA Department of Revenue  
Processing Division-Registry Unit  
PO BOX 280705  
Harrisburg PA 17128-0705

PLEASE NOTE: Section 601 of the Tax Reform Code of 1971 includes Limited Liability Companies and Business Trusts in the definition of a "corporation" for Capital Stock/Foreign Franchise Tax purposes, regardless of how the entity files with the IRS. Under Section 401, any entity that elects to file as a corporation with the IRS is subject to Corporate Net Income Tax. In the case of Limited Liability Companies and Business Trusts, this determination will be made at the settlement of the PA Corporation Tax Report.

Pay particular attention to the month your business or fiscal year ends for the following reasons:

- \* For most taxes, the annual report must be filed within 105 days after the close of your tax year.
- \* For Capital Stock, Foreign Franchise, Corporate Net Income, and Mutual Thrift Taxes, your first quarterly estimated payments are due within 75 days following the incorporation/authority date.
- \* A Federal Sub-Chapter S Corporation desiring not to be taxed as a PA S Corporation is required to file form REV-976. REV-976 must be filed on or before the due date or extended due date of the first tax period for which it is to be in effect. REV-976 is available at [www.revenue.pa.us](http://www.revenue.pa.us).

Over ...

Payments of \$20,000 or more must be remitted electronically. Taxpayers must register with the Department prior to making payments. Register online through the Department's e-Services Center at [www.revenue.state.pa.us](http://www.revenue.state.pa.us). You can send your tax payments to the Department over the Internet using e-TIDES (Electronic Tax Information and Data Exchange System). e-TIDES is an Internet business tax filing system available free of charge.

Tax reports must be timely filed annually even if your first year is less than 12 months long, and regardless of the extent of business activity. You are legally obligated to pay timely and file all appropriate tax returns until you formally dissolve your corporate charter, file an out of existence affidavit or cancel a (PUC) license or authorization. Failure to maintain a current filing status can result in penalties and liens.

The Department of Revenue appreciates your cooperation and wishes your business much success in Pennsylvania. If you have any questions, please call the Taxpayer Service & Information Center at (717) 787-1064, or visit our Online Customer Service Center at [www.revenue.state.pa.us](http://www.revenue.state.pa.us).

Sincerely,

Bureau of Corporation Taxes  
PA Department of Revenue

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
401 NORTH STREET, ROOM 206  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.CORPORATIONS.STATE.PA.US/CORP

RESOURCE ENERGY SYSTEMS, LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3957018

Blumberg Excelsior  
62 White Street  
New York, NY 10013

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAUApplication 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

Annie De Las Nucses c/o BlumbergExelsior Corp.Svcs.

Address

62 White Street

City

State

Zip Code

New York, NY 10013

Commonwealth of Pennsylvania  
APPLICATION FOR REGISTRATION 4 Page(s)

T1014411041

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:

RESOURCE ENERGY SYSTEMS, LLC

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:

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Delaware Date of Formation: 02/26/07

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:

(a) Number and street	City	State	Zip	County
800 NORTH SECOND STREET, SUITE 100	HARRISBURG, PA	17102	Dauphin	County

(b) Name of Commercial Registered Office Provider

County

2010 MAY 24 AM 10:21

RECEIVED TIME MAY. 24. 10:08AM PA. DEPT. OF STATE

DSCB:15-8981/8211/8582-2

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:

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:

6222 Topanga Canyon Boulevard, Woodland Hills, CA 91367  
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):~~

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

10 day of May 2010

RESOURCE ENERGY SYSTEMS, LLC

Name of Partnership/Company

*Richard Plutzer*  
Signature

Richard Plutzer, Managing Member

Title

- 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.

*None*

**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.

The Applicant proposes to offer consulting and brokerage services to commercial and industrial customers which are significant consumers of electricity for their respective operations.

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

The Applicant proposes to offer its services initially in eastern Pennsylvania; however, it anticipates in time offering its services throughout the state of Pennsylvania.

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

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

Applicant will be providing services to commercial and industrial customers, each of which will have energy usage significantly in excess of 25kW per year.

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 delivering services on ~~\_\_\_\_\_~~ or around 4/1/11. (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

Carlo L. Ciabattoni, Manage Energy Acquisition  
**PECO Energy Company**  
2301 Market Street  
Philadelphia, PA 19101-8699  
215.841.4210  
[carlo.ciabattoni@exeloncorp.com](mailto: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.

**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 <i>Resource Energy Systems, LLC</i>	2. BUSINESS PHONE NO. <i>(201) 937-4210</i> CONTACT PERSON(S) FOR TAX ACCOUNTS: <i>RICHARD PLUTZER</i>
3. TRADE/FICTITIOUS NAME (IF ANY) <i>Not Applicable</i>	
4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP) <i>1177 High Ridge Road Stamford CT 06905</i>	
5. TYPE OF ENTITY <input type="checkbox"/> SOLE PROPRIETOR <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> CORPORATION <i>LIMITED LIABILITY COMPANY</i>	

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)	
NAME (PRINT) <i>Steven Schluskel, President</i>	SOCIAL SECURITY NUMBER (OPTIONAL) _____ - _____ - _____
NAME (PRINT) <i>Richard Plutzer, Chief Financial Officer</i>	SOCIAL SECURITY NUMBER (OPTIONAL) _____ - _____ - _____
NAME (PRINT) <i>Scott Reisteh, Chief Operating Officer</i>	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 type="checkbox"/> <i>2873 271</i>
B. EMPLOYER ID (EIN) (9 DIGITS): APPLICATION PENDING <input type="checkbox"/> N/A <input checked="" type="checkbox"/> _____ - _____ - _____	

10. Do you have PA employes either resident or non-resident?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
11. Do you own any assets or have an office in PA?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

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

PA SALES AND USE TAX <i>Richard Plutzer</i>	EMPLOYER TAXES <i>Richard Plutzer</i>	CORPORATE TAXES <i>Richard Plutzer</i>
PHONE <i>201-937-4210</i>	PHONE <i>201-937-4210</i>	PHONE <i>201-937-4210</i>

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)

**RECEIVED**  
JAN 28 2011

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

RESOURCE ENERGY SYSTEMS, LLC

ATTACHMENT TO PAGE <sup>9</sup>12, ITEM <sup>8</sup>24

Statement of Technical and Managerial Competency:

Steven Schlussel, President

As President of Resource Energy Systems, Steven is responsible for establishing the Company's long-term objectives and strategic plan. Steven also heads the Company's sales and marketing program and leads the Company's efforts to articulate the many tangible and intangible benefits of solar energy, advanced energy procurement practices, customized demand response program solutions and other energy cost containment strategies to commercial real estate owners. In addition, Steven uses his decades of experience in the real estate industry to create proprietary solar energy and energy management solutions for various types of commercial properties.

Steven brings over twenty years of experience working with leading commercial real estate companies. He is the Founder and former President of International Environmental Management, Inc. (IEM), which provides waste and recycling management services across the nation to over five hundred regional shopping centers and their more than 45,000 tenants. Steven founded IEM in 1992 and guided IEM through the sale of the company in 2006 to Oakleaf Global Holdings, Inc. (OGHI), a portfolio company of the Charterhouse Group, a private equity firm. He served on the Board of Directors of OGHI during a period of rapid growth for OGHI in its sales and profitability, as well as a period during which OGHI introduced new services and products for the waste management industry.

Steven continued to serve on the Board of OGHI until its sale in 2007 to an affiliate of New Mountain Capital for \$655,000,000. At the time of the sale, OGHI had consolidated revenues of approximately \$600,000,000 per year. IEM's operating results comprised a substantial portion of OGHI's overall earnings.

Prior to starting IEM, Steven was a commercial real estate broker with Edward S. Gordon Co. Steven has an undergraduate degree in Management and an MBA in Finance, both from New York University.

Richard Plutzer, Chief Financial Officer

Richard handles all legal, financial and tax aspects of operations of the Company. He also interacts with state and local governmental agencies on regulatory matters impacting the Company's development activities.

He served as founder and Chairman of the Energy Committee for the Environmental Business Council of the Commerce And Industry Association of New Jersey (CIANJ), a leading trade

organization in New Jersey. He has lectured numerous times on solar energy and energy procurement issues, including the impact of the Energy Master Plan (EMP) proposed by then Governor Corzine on renewable energy and the cost of electricity in that state. Richard has authored articles for Commerce Magazine (the publication of CIANJ) and GlobeSt.com on the use of solar energy at commercial real estate and on the subject of demand response.

He served as a speaker at periodic roundtable discussions conducted by the Environmental Business Council of CIANJ on energy related subjects, including topics related to the EMP and its impact on energy in New Jersey. Richard served as moderator of a panel discussion on the EMP and its implications for energy in the state of New Jersey, which panel included some of the leading authorities on energy policy in New Jersey.

Richard previously served as Chief Financial Officer and General Counsel for IEM. One of the former shareholders of IEM, he teamed with Steven Schlusel in the negotiations for the sale of IEM in 2006 and was responsible for all aspects of the tax, legal and financial due diligence process leading up to the sale. As Chief Financial Officer, Richard reorganized and leveraged the resources of the Finance Department to significantly increase the profitability and value of the company. He was also responsible for all aspects of financial and tax reporting for the company, including such reporting and tax compliance as required for the forty-five states in which IEM conducts its operations. As General Counsel, he was responsible for virtually all contracts to which IEM was a party and was involved in extensive contract negotiations and corporate governance matters.

Richard has over the years advised other start up and middle market companies on legal, financial and tax matters. He has lectured at many conferences and published articles more than a dozen times on financial and tax issues related to real estate. His background includes roles serving as an Attorney and Certified Public Accountant at Ernst & Young and other leading firms.

Richard graduated from Washington University in St. Louis and Boston College Law School.

#### Scott Reinstein, Chief Operating Officer

As Chief Operating Officer, Scott is involved in the detailed structuring of highly customized and proprietary solar energy, energy procurement and demand response solutions offered to customers of the Company. He is also responsible for all aspects of development, design, installation and operation of solar energy systems. Scott utilizes the broad relationship and knowledge base he has assembled during his many years in the real estate industry to manage the development process in an industry leading cost effective and efficient manner. In the course of doing so, he is continually evaluating new technologies impacting the solar energy industry for application at commercial properties.

Scott has pioneered energy procurement and demand response programs and practices that have produced profoundly significant improved results over offerings of other energy management businesses. He is currently engaged by national and regional real estate companies to thoroughly evaluate their energy procurement and demand response practices and procedures. In the course of doing so, Scott has identified numerous opportunities to materially reduce energy costs and, similarly, materially increase revenue streams from enhanced participation in demand response programs. Indeed, Scott has successfully leveraged his many years of real estate and energy experience to assemble a package of analytical solutions that are second to none in the energy management industry. No other individual in the energy management sector has the depth of real estate operations and development experience as Scott, and with that highly specialized background he is uniquely positioned to design and implement comprehensive plans which serve the needs of the increasingly complex commercial real estate industry and the national retail chains.

Prior to joining Resource Energy Systems, Scott served in various executive capacities for The Westfield Group, one of the largest shopping center owners in the world. In Development, Scott directed all components of shopping center expansion projects most notably a \$500,000,000 expansion in Los Angeles which was completed under budget and ahead of schedule. His responsibilities included entitlement, planning, budgeting, and full oversight of project management, construction, leasing, design and marketing.

Scott held various other positions at The Westfield Group, including Vice President National Operations, over the nearly two decades he worked at The Westfield Group and a predecessor company. In his role as Vice President National Operations, Scott was responsible for every area of operations covering more than 40,000,000 square feet of gross leasable retail space. He pioneered industry leading energy procurement and energy cost containment programs and in the process saved millions of dollars in yearly energy expenses.

Scott is a U.S. Navy veteran who served nearly four years with the armed services.

#### Other Data

Resource Energy Systems, LLC intends to utilize its management team's decades of experience in commercial real estate to provide state of the art strategic advice with regard to energy management services. With its unique depth of experience and expertise in commercial real estate, the company is very well positioned to offer the kind of creative, yet practical, advice that major real owners seek with regard to their energy costs and programs to reduce energy usage. No other company in the energy management services area has the many years of experience in working with literally dozens of owners of national real estate portfolios. As a result, the company has been and continues to be capable of offering highly cost effective energy consulting services.

9. DISCLOSURE STATEMENT: N/A

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

- 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.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

*(Select only one of the following)*

- AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- AGREED - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

b. **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. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43.

- AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- 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.
- 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.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- 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.

AGREED

d. **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.

AGREED

e. **ASSESSMENT:** The Commission does not presently assess Electric Generation Suppliers for the purposes of recovery of regulatory expenses; see *PPL Energyplus, LLC v. Commonwealth*, 800 A.2d 360 (Pa. Cmwlth. 2002).

ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

AGREED

- g. **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.

AGREED

- h. **NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

- i. **CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

- j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at appendix J.

AGREED

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

PAYMENT ENCLOSED

## 11. AFFIDAVITS

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized 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. An example copy of this Affidavit can be found at Appendix B.

## 12. NEWSPAPER PUBLICATIONS

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

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

Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	<u>Duquesne</u>	<u>Met Ed</u>	<u>PECO</u>	<u>Penelec</u>	<u>Penn Power</u>	<u>PPL</u>	<u>UGI</u>	<u>West Penn</u>	<u>Entire Commonwealth</u>
Philadelphia Daily News 215 254-5450		X	X			X			X
Harrisburg Patriot-News 717 255-8100		X		X		X		X	X
Scranton Times Tribune		X		X		X	X		X
Williamsport Sun Gazette				X		X		X	X
Johnstown Tribune Democrat				X				X	X
Erie Times-News				X	X				X
Pittsburgh Post-Gazette	X				X			X	X

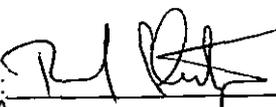
*(Example Publication is provided at Appendix H)*

# RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## 13. SIGNATURE

Applicant:   
 By: Rick Plutzer  
 Title: CFO

## 7. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

- Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *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.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must 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 Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- 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, evidence of Moody's, S&P, or Fitch ratings, and/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 exhibiting accounts over a minimum two year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

c. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

Richard Plutzer, CFO  
1177 High Ridge Rd  
Stamford, CT 06905  
(203) 937-4210

RESOURCE ENERGY SYSTEMS, LLC  
 BALANCE SHEET AS OF SEPTEMBER 30, 2010

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
 SECRETARY'S BUREAU

ASSETS

Current Assets

Checking/Savings And Subscriptions Receivable

Cash	29,803.00
Subscriptions Receivable From Members	1,500,000.00
Total	<u>1,529,803.00</u>

Total	1,529,803.00
-------	--------------

Accounts Receivable	37,555.00
---------------------	-----------

Other Current Assets

Loan Receivable	<u>1,400.00</u>
-----------------	-----------------

Total Other Current Assets	<u>1,400.00</u>
----------------------------	-----------------

Total Current Assets	1,568,758.00
----------------------	--------------

Fixed Assets

Office Equipment	2,504.40
------------------	----------

Office Equipment - A/D	<u>-375.66</u>
------------------------	----------------

Total Fixed Assets	2,128.74
--------------------	----------

Other Assets

Organization Costs	1,233.48
--------------------	----------

Organization Costs - A/A	-123.35
--------------------------	---------

Security Deposit - CT	845.00
-----------------------	--------

Security Deposit - Westfield	<u>100.00</u>
------------------------------	---------------

Total Other Assets	<u>2,055.13</u>
--------------------	-----------------

TOTAL ASSETS	<u><u>1,572,941.87</u></u>
--------------	----------------------------

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable	<u>6,685.64</u>
------------------	-----------------

Total Accounts Payable	6,685.64
------------------------	----------

Other Current Liabilities

Loan Payable	<u>2,500.00</u>
--------------	-----------------

Total Other Current Liabilities	<u>2,500.00</u>
---------------------------------	-----------------

Total Current Liabilities	<u>9,185.64</u>
---------------------------	-----------------

Total Liabilities	9,185.64
-------------------	----------

Equity

Members Equity	<u>1,563,756.23</u>
----------------	---------------------

Total Equity	<u>1,563,756.23</u>
--------------	---------------------

TOTAL LIABILITIES & EQUITY	<u><u>1,572,941.87</u></u>
----------------------------	----------------------------

RESOURCE ENERGY SYSTEMS, LLC  
**Profit & Loss**  
January through September 2010

Ordinary Income/Expense

Income

Demand Response	71,139.60	
Energy Procurement	56,189.00	
Master Metering Services	16,516.00	
Consulting	<u>97,000.00</u>	
Total Income		240,844.60

Expense

Automobile Expense

Auto Rental	3,132.03	
Gas	3,396.30	
Parking	475.53	
Tolls	<u>650.00</u>	
Total Automobile Expense		7,653.86

Bank Service Charges 221.00

Conferences

ICSC	1,100.00	
NAIOP	<u>40.00</u>	
Total Conferences		1,140.00

Consulting - Computer 332.90

Consulting - Michael Walsh 2,000.00

Consulting - Pontius, Cheryl 3,232.00

Contributions 1,200.00

Courier 35.85

Filing Fees 2,839.00

Gifts 955.98

Insurance

Disability	4,071.36	
General Liability	18,341.50	
Medical	<u>22,940.60</u>	
Total Insurance		45,353.46

Internet Access 298.35

Metering Access Fees 5,000.00

Meals and Entertainment 20,071.64

Membership

CIANJ	514.00	
ICSC	800.00	
NAIOP	<u>770.00</u>	
Total Membership		2,084.00

RESOURCE ENERGY SYSTEMS, LLC

Profit & Loss

January through September 2010

Miscellaneous		3,449.03
Office Supplies		4,924.50
Online Services		613.33
Payroll Expenses		176,537.28
Payroll Processing Fees		1,570.74
Postage and Delivery		512.43
Printing and Reproduction		4,591.27
Professional Fees		10,317.00
Publications		43.35
Rent		
Office - CA	10,800.00	
Office - CT	7,685.72	
Total Rent		18,485.72
Software		210.50
Taxes		
FUTA	9.22	
Income Tax - State - CA	940.00	
Medicare Tax - Employer	2,998.32	
SS Tax - Employer	5,682.31	
Total Taxes		9,629.85
Telephone		8,315.50
Travel		
Airfare	23,680.67	
Auto - Gas	490.22	
Hotel	12,431.55	
Parking	89.89	
Taxi	274.41	
Transportation	1,654.90	
Total Travel		38,621.64
Utilities		
Gas and Electric	631.58	
Total Utilities		631.58
Web Site Development		85.00
Total Expense		<u>370,956.76</u>
Net Ordinary Income		<u><u>-130,112.16</u></u>

1:56 PM

08/27/10

Accrual Basis

**RESOURCE ENERGY SYSTEMS, LLC**  
**Profit & Loss**  
**January through December 2009**

	Jan - Dec 09
Ordinary Income/Expense	
Income	
Demand Response	
DR - Macerich	
PGE (M)	2,890.00
PJM (M)	5,098.14
SoCalEdison (M)	2,352.70
Total DR - Macerich	10,340.84
DR - Westfield	
ISO - NE (W)	0.00
ISO - NY (W)	0.00
PGE (W)	3,737.00
PJM (W)	28,870.66
SoCalEdison (W)	1,452.69
Total DR - Westfield	34,060.35
Total Demand Response	44,401.19
Total Income	44,401.19
Expense	
Automobile Expense	
Auto Rental	6,858.25
Gas	1,874.63
Parking	964.25
Tolls	551.10
Automobile Expense - Other	52.43
Total Automobile Expense	10,300.66
Bank Service Charges	100.00
Conferences	
Business Council - Sust. Energy	7,500.00
ICSC	2,108.21
Total Conferences	9,608.21
Consulting - Engineering	
Blue Oak	1,000.00
Total Consulting - Engineering	1,000.00
Consulting - Susan Haynes	1,180.00
Contributions	1,285.72
Courier	314.04
Data Link	62.74
Dues and Subscriptions	2,109.50
Filing Fees	1,022.00
Gifts	372.65
Hosting	117.70
Insurance	
Disability- Reinsten	3,562.44
General Liability	12,951.50
Medical - Plutzer	16,428.00
Medical - Reinsten	15,115.92
Total Insurance	48,057.86
Meals and Entertainment	16,233.99
Membership	
Bethel Woods Center For The Art	0.00
SEIA	500.00
Total Membership	500.00
Miscellaneous	2,240.81
Office Supplies	6,044.61
Online Services	943.40

4:56 PM  
08/27/10  
Accrual Basis

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of December 31, 2009

Total Fixed Assets	2,128.74
Other Assets	
Organization Costs	1,233.48
Organization Costs - A/A	-123.35
Prepaid Expense - Riker Retaine	5,000.00
Security Deposit - CT	845.00
Security Deposit - Westfield	100.00
Total Other Assets	<u>7,055.13</u>
<b>TOTAL ASSETS</b>	<b><u><u>1,088,764.54</u></u></b>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	6,685.64
Total Accounts Payable	<u>6,685.64</u>
Other Current Liabilities	
Loan Payable - RESEDC	137,500.00
Total Other Current Liabilities	<u>137,500.00</u>
Total Current Liabilities	<u>144,185.64</u>
Total Liabilities	144,185.64
Equity	
Members Equity	944,578.90
Total Equity	<u>944,578.90</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u><u>1,088,764.54</u></u></b>

RESOURCE ENERGY SYSTEMS, LLC

Balance Sheet

As of December 31, 2009

ASSETS

Current Assets

Checking/Savings And Subscriptions Receivable

Cash	6,805.39
Subscriptions Receivable From Members	<u>1,050,000.00</u>
Total	<u>1,056,805.39</u>

Total 1,056,805.39

Accounts Receivable

DR Fees Receivable - Comverge

DR - Macerich	
PG&E	2,890.00
PJM	<u>1,699.38</u>
Total DR - Macerich	<u>4,589.38</u>

DR - Westfield	
PG&E	3,737.00
PJM	<u>12,373.14</u>
Total DR - Westfield	<u>16,110.14</u>

Total DR Fees Receivable - Comverge 20,699.52

DR Fees Receivable - Energy Con

DR- Macerich	
SCE	<u>508.76</u>
Total DR- Macerich	<u>508.76</u>

DR - Westfield	
SCE	<u>167.00</u>
Total DR - Westfield	<u>167.00</u>

Total DR Fees Receivable - Energy Con 675.76

Total Accounts Receivable 21,375.28

Other Current Assets

Loans Receivable	<u>1,400.00</u>
Total Other Current Assets	<u>1,400.00</u>

Total Current Assets 1,079,580.67

Fixed Assets

Office Equipment	2,504.40
Office Equipment - A/D	<u>-375.66</u>

1:56 PM

08/27/10

Accrual Basis

# RESOURCE ENERGY SYSTEMS, LLC

## Profit & Loss

January through December 2009

	Jan - Dec 09
<b>Payroll Expenses</b>	
Salary - Reinstein	240,000.02
Salary - Weiner	85,865.37
<b>Total Payroll Expenses</b>	<b>325,865.39</b>
<b>Payroll Processing Fees</b>	<b>1,808.09</b>
<b>Postage and Delivery</b>	<b>183.91</b>
<b>Printing and Reproduction</b>	<b>2,582.30</b>
<b>Professional Fees</b>	
<b>Legal Fees</b>	
Genova Burns	26,000.00
Riker Danzig	5,660.50
<b>Total Legal Fees</b>	<b>31,660.50</b>
<b>Tax</b>	<b>7,038.00</b>
<b>Total Professional Fees</b>	<b>38,698.50</b>
<b>Public Relations</b>	<b>3,200.00</b>
<b>Publications</b>	<b>45.60</b>
<b>Rent</b>	
Office - CA	16,607.24
Office - CT	845.00
Office - NJ	22,475.50
<b>Total Rent</b>	<b>39,927.74</b>
<b>Software</b>	<b>137.59</b>
<b>Taxes</b>	
CA Emp Train	7.00
CA SUI	238.00
FUTA	56.00
Income Tax - State - CA	2,236.34
Income Tax - State - NJ	375.00
Medicare Tax - Employer	4,725.17
NJ DBL	122.64
NJ SUI	532.79
SS Tax - Employer	11,945.23
<b>Total Taxes</b>	<b>20,238.17</b>
<b>Telephone</b>	<b>17,046.65</b>
<b>Temporary Distribution</b>	<b>0.00</b>
<b>Travel</b>	
Airfare	29,052.45
Auto - Gas	49.90
Car Rental	1,338.35
Hotel	9,782.61
Meals And Entertainment	99.53
Parking	855.98
Taxi	686.86
Transportation	6,079.65
<b>Total Travel</b>	<b>47,945.33</b>
<b>Utilities</b>	<b>71.34</b>
<b>Voice Mail System</b>	<b>149.85</b>
<b>Web Site Development</b>	<b>3,055.00</b>
<b>Total Expense</b>	<b>602,449.35</b>
<b>Net Ordinary Income</b>	<b>-558,048.16</b>
<b>Net Income</b>	<b>-558,048.16</b>

d. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

*All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.*

*Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.*

## 8. 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.

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

b.) **OFFICERS:** Identify Applicant's chief officers including names and their professional resumes.

c.) **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

**14. CHECKLIST**

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

Applicant: Resource Energy System LLC

Applicant's Use	Signature	<input checked="" type="checkbox"/>
	Filing Fee	<input checked="" type="checkbox"/>
	Application Affidavit	<input checked="" type="checkbox"/>
	Operations Affidavit	<input checked="" type="checkbox"/>
	Proof of Publication	<input checked="" type="checkbox"/>
	Bond or Letter of Credit	<input checked="" type="checkbox"/>
	Tax Certification Statement	<input checked="" type="checkbox"/>
	Commonwealth Department of State Verification	<input checked="" type="checkbox"/>
	Certificate of Service	<input checked="" type="checkbox"/>

PUC Secretary's Bureau Use

**RECEIVED**

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Connecticut :

ss.

County of Fairfield :

Richard Plotzes, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the CFO (Office of Affiant) of Resource Energy Systems LLC (Name of Applicant);]

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

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

That the Applicant herein Resource Energy Systems LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

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

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

[Signature]

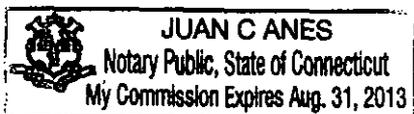
Signature of Affiant

Sworn and subscribed before me this 22 day of Nov., 20 10

[Signature]

Signature of official administering oath

My commission expires 8/31/2013



Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Connecticut :

ss.

County of Fairfield :

Richard Plotzer, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the CFO (Office of Affiant) of Resource Energy Systems, LLC (Name of Applicant);]

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

That Resource Energy Systems LLC, 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 Resource Energy Systems LLC, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Resource Energy Systems, LLC, 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).

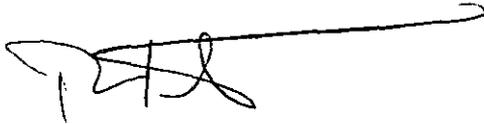
As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing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

Appendix B (Continued)

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

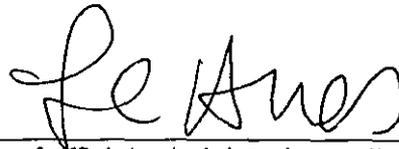
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



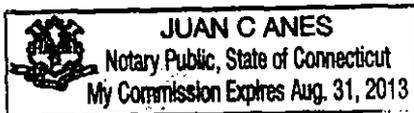
Signature of Affiant

Sworn and subscribed before me this 22 day of Nov, 20 10



Signature of official administering oath

My commission expires 8/31/2013



**CERTIFICATE OF SERVICE**

On this the 28<sup>th</sup> day of January 2011, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

Small Business Advocate  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

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

Legal Department  
West Penn Power d/b/a Allegheny Power  
800 Cabin Hill Drive  
Greensburg, PA 15601-1689

Manager Energy Acquisition  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

Regulatory Affairs  
Duquesne Light Company  
411 Seventh Street, MD 16-4  
Pittsburgh, PA 15219

Legal Department  
Attn: Paul Russell  
PPL  
Two North Ninth Street  
Allentown, PA 18108-1179

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

UGI Utilities, Inc.  
Attn: Rates Dept. — Choice Coordinator  
2525 N. 12th Street, Suite 360  
Post Office Box 12677  
Reading, Pa 19612-2677

Citizens' Electric Company  
Attn: EGS Coordination  
1775 Industrial Boulevard  
Lewisburg, PA 17837

Director of Customer Energy Services  
Orange and Rockland Company  
390 West Route 59  
Spring Valley, NY 10977-5300

Wellsboro Electric Company  
Attn: EGS Coordination  
33 Austin Street  
P. O. Box 138  
Wellsboro, PA 16901

**RECEIVED**

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU



**Richard Plutzer, CFO, Resource Energy Systems, LLC**

OATH of PUBLICATION  
In  
THE ERIE TIMES-NEWS

COMBINATION EDITION

PHILIP BAUMGARTEN ATTY AT LAW  
2005 PALMER AVE # 191  
LARCHMONT NY 10538

REFERENCE: L0004915  
1954897 PUC NOTICE

STATE OF PENNSYLVANIA)  
COUNTY OF ERIE ) SS:

Rosanne Cheeseman being duly sworn, deposes and says that she is the Publisher of the Times Publishing Company, which publishes: the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, successor, by consolidation, of the Morning News, established January 1957, and the Erie Daily Times, established April 1888, daily newspapers of general circulation and published at Erie, Erie County, Pennsylvania, and that the notice of which the attached is a copy published, in the regular editions of said newspaper of the dates referred to below. Affiant further deposes that she is duly authorized by the TIMES PUBLISHING COMPANY, publisher of The Erie Times-News to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 11/26

TOTAL COST: 253.00 AD SPACE: 6.000 INCH  
FILED ON: 11/26/10

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/ marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

Resource Energy Systems, LLC

1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

1954897

Sworn to and subscribed before me this  
26th day of November, 2010 Affiant

NOTARY:

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal  
Laurene A. Daugherty, Notary Public  
City of Erie, Erie County  
My Commission Expires Nov. 5, 2013

Member, Pennsylvania Association of Notaries

Proof of Publication in The Philadelphia Daily News  
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

Anna Dickerson being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

December 2, 2010

Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

*Anna Dickerson*

Sworn to and subscribed before me this 2<sup>nd</sup> day of December, 2010.

*Mary Anne Logan*  
Notary Public

My Commission Expires:

NOTARIAL SEAL  
Mary Anne Logan, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires March 30, 2013

Copy of Notice of Publication

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE  
Application of Resource Energy Systems, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker, Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.  
Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Resource Energy Systems, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Resource Energy Systems, LLC at the address listed below.  
Resource Energy Systems, LLC  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

RECEIVED  
JAN 28 2011  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PROOF OF PUBLICATION OF NOTICE IN THE WILLIAMSPORT SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA  
COUNTY OF LYCOMING

SS:

Bernard A. Oravec Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport Sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

November 26, 2010

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 29<sup>th</sup> day of November 2010

Cathy A. Billey

Notary Public

NOTARIAL SEAL  
CATHY A. BILLEY, Notary Public  
City of Williamsport, Lycoming County  
My Commission Expires May 15, 2011

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ 243.68

Probated same.....\$

Total.....\$ 243.68

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/ marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

Resource Energy Systems, LLC  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

The Patriot-News Co.  
2020 Technology Pkwy  
Suite 300  
Mechanicsburg, PA 17050  
Inquiries - 717-255-8213

The Patriot-News  
Now you know

PHILLIP A. BAUMGARTEN, ATTORNEY AT LAW  
2005 PALMER AVE. #191

LARCHMONT NY 10538

# INVOICE

ALL CHARGES ARE NET

<u>ACCT #</u>	<u>NAME</u>	<u>AD ORDER #</u>	<u>DATE</u>	<u>EDITION</u>	<u>ADDTL. INFO.</u>	<u>TYPE OF CHARGE</u>	<u>AMOUNT</u>
221736	PHILLIP A. BAUMGARTEN, ATTORNI	0002111035	12/01/10	REGULAR		BOLD TEXT CHARGE	\$4.00
221736	PHILLIP A. BAUMGARTEN, ATTORNI	0002111035	12/01/10	REGULAR		BASIC AD CHARGE	\$180.73
						AFFIDAVIT CHARGE	\$5.00
<b>TOTAL:</b>							<b>\$189.73</b>

**RECEIVED**  
JAN 28 2011  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**REMITTANCE ADDRESS**

The Patriot-News Co.  
23794 Network PL  
Chicago, IL 60673-1237

**Please include the Account # or Ad Order # (above) with your remittance--Thank You**

NOTE: This Invoice replaces the Order Confirmation which we previously sent with Proofs of Publication

The Patriot-News Co.  
2020 Technology Pkwy  
Suite 300  
Mechanicsburg, PA 17050  
Inquiries - 717-255-8213

The Patriot-News  
Now you know

PHILLIP A. BAUMGARTEN, ATTORNEY AT LAW  
2005 PALMER AVE. #191

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

LARCHMONT

NY 10538

THE PATRIOT NEWS  
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929  
Commonwealth of Pennsylvania, County of Dauphin} ss

Holly Blain, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 812 to 818 Market Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 812 to 818 Market Street, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Metro editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

PUBLICATION COPY

This ad # 0002111035 ran on the dates shown below:

December 01, 2010

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

Resource Energy Systems, LLC  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

*Holly Blain*

Sworn to and subscribed before me this 02 day of December, 2010 A.D.

*Sherrie L. Kisner*  
Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal  
Sherrie L. Kisner, Notary Public  
Lower Paxton Twp., Dauphin County  
My Commission Expires Nov. 26, 2011  
Member, Pennsylvania Association of Notaries

### Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss C. Mohamed, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the \_\_\_\_\_ regular \_\_\_\_\_ editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

**02 of December, 2010**

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

#### COPY OF NOTICE OR PUBLICATION

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**

Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity, Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

Resource Energy Systems, LLC  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

C. Mohamed  
PG Publishing Company  
Sworn to and subscribed before me this day of:  
December 02, 2010

**RECEIVED**

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Linda M. Gaertner  
COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Linda M. Gaertner, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires Jan. 31, 2011  
Member, Pennsylvania Association of Notaries

**STATEMENT OF ADVERTISING COSTS**  
PHILIP A. BAUMGARTEN  
2005 PALMER AVE STE 191  
LARCHMONT NY 10538-2421

To PG Publishing Company

Total ----- \$435.00

#### Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, NY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office.  
34 Boulevard of the Allies  
PITTSBURGH, PA 15222  
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of  
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By Marina Luce

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

**COMMONWEALTH OF PENNSYLVANIA** }  
*County of Cambria* } SS.

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

*Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

**Resource Energy Systems, LLC**  
1177 High Ridge Road  
Stamford, CT 06905  
Tel. (888) 507-9996  
Fax. 203-325-0425

published  
that the w  
of The Jo  
interested-in-the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

*On this 2nd day of December A.D. 2010, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,*

*of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on December 2nd, 2010; and that the Affiant is not*

*Christine Marhefka*

**STATEMENT OF ADVERTISING COSTS**

Sworn and Subscribed before me this  
2nd day of December, 2010.

*[Signature]*

0.00 Lines @	\$2.50 per line	0.00
6 Inches @	\$25.00 per inch	150.00
Notary Fee		5.00
Clerical Fee		2.50
<b>Total Cost</b>		<b>157.50</b>

**COMMONWEALTH OF PENNSYLVANIA**

Notarial Seal  
Vivian Ohs, Notary Public  
City of Johnstown, Cambria County  
My Commission Expires Dec. 6, 2012  
Member, Pennsylvania Association of Notaries

To The Tribune-Democrat, Johnstown, PA  
For publishing the notice or publication  
attached hereto on the above stated dates.

**PUBLISHER'S RECEIPT FOR ADVERTISING COSTS**

\_\_\_\_\_ for publisher of \_\_\_\_\_  
a newspaper of general circulation, hereby acknowledges receipt of the aforesaid  
and publication costs and certifies that the same has been duly paid.

**RECEIVED**

\_\_\_\_\_  
(Name of Newspaper)

JAN 28 2011

By \_\_\_\_\_

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)  
Commonwealth of Pennsylvania, County of Lackawanna

ATTY PHILIP A BAUMGARTEN  
2005 PALMER AVENUE #191  
LARCHMONT NY 10538

RECEIVED

JAN 28 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Account # 531397  
Order # 80444031  
Ad Price: 196.10

Gina Krushinski  
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

12/01/2010

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me  
this 2nd day of December A.D., 2010

Sharon Venturi

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Sharon Venturi, Notary Public  
City of Scranton, Lackawanna County  
My Commission Expires Feb. 12, 2014  
Member, Pennsylvania Association of Notaries

LEGAL NOTICE  
PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
Application of Resource Energy Systems, LLC, For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/ Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.  
Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice Act. The undersigned are the members of the Pennsylvania Public Utility Commission.  
Timothy L. Rugg  
Roni M. Christy  
Robert N. Green  
Robert Zachary Rigg  
Warren J. Alexander  
S. E. Gees  
Rakay  
Gallagher, Casey  
Angella Pinche  
Fruehan, Brandt  
Amanda L. Pate  
Mathew L. Payne

# WILLIAMSPORT SUN-GAZETTE



252 West Fourth Street  
 Williamsport, PA 17703-0728  
 1-800-339-0289 or 570-326-1551  
 www.sun-gazette.com

STATEMENT NUMBER	BILLING DATE
237097	11/30/10
ACCOUNT NUMBER	BILLING PERIOD
LB0032	NOVEMBER 2010
TOTAL AMOUNT DUE	
243.68	

WRITE AMOUNT ENCLOSED

## ADVERTISING INVOICE/STATEMENT

BILL ACCOUNT NAME AND ADDRESS	REMITTANCE ADDRESS
PHILIP A BAUMGARTEN 2005 PALMER AVE #191 LARCHMONT, NY 10538	SUN-GAZETTE 252 W FOURTH ST P O BOX 728 WILLIAMSPORT PA 17703

PLEASE DETACH THIS UPPER PORTION AND RETURN IT WITH YOUR PAYMENT

DAY	REFERENCE	DESCRIPTION	SAU DIMENSIONS	BILL UNITS	RATE	AMOUNT
26	000216518	PREVIOUS BALANCE PENNSYLVANIA PUBLIC		62	3.93	243.68
						0.00

**RECEIVED**  
 JAN 28 2011  
 PA PUBLIC UTILITY COMMISSION  
 SECRETARY'S BUREAU

### MESSAGE

TOTALS			AGEING			TOTAL	
DISPLAY	OTHER CHARGES	CREDITS	CURRENT	30 DAYS	60 DAYS	90 DAYS	AMOUNT DUE
243.68	.00	.00	243.68	.00	.00	.00	243.68

STATEMENT NUMBER	BILLING DATE	TERMS
237097	11/30/10	BALANCE DUE UPON RECEIPT OF THIS INVOICE/STATEMENT

### ADVERTISING INVOICE/STATEMENT

**WILLIAMSPORT SUN-GAZETTE**  
 252 West Fourth Street  
 Williamsport, PA 17703-0728  
 1-800-339-0289 or 570-326-1551



www.sun-gazette.com

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
 Application of Resource Energy Systems, LLC For Approval To Offer Retail Furnish Only Electric Generation Services As A Marketer/Broker/Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania  
 Resource Energy Systems, LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as a broker/marketer/engaged in the business of supplying electricity. Resource Energy Systems, LLC proposes to sell electricity

NAME OF ADVERTISER

PHILIP A BAUMGARTEN

SALESPERSON

CLASSIFIED

## Appendix D

Page 1 of 2

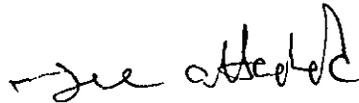
### Electric Generation Supplier License Bonds

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

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

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

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



**RECEIVED**  
JAN 28 2011  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

NOT APPLICABLE

**Appendix E**  
Example Letter of Credit

<b>ISSUING BANK:</b> XYZ Bank address	<b>IRREVOCABLE STANDBY LETTER OF CREDIT</b>	<b>NUMBER</b>
<b>PLACE AND DATE OF ISSUE:</b> Location Date	<b>PLACE AND DATE OF EXPIRY:</b> Expiration Date AT OUR COUNTERS	
<b>APPLICANT:</b>	<b>BENEFICIARY:</b> PENNSYLVANIA PUBLIC UTILITY COMMISSION P.O. BOX 3265. HARRISBURG, PA 17105-3265	
	<b>AMOUNT: USD \$</b> _____ UP TO AN AGGREGATE THEREOF	
<b>PARTIAL DRAWINGS PERMITTED</b>  <div style="text-align: center; font-size: 2em; font-weight: bold;">RECEIVED</div> <p style="text-align: center;">JAN 28 2011</p> PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU	<b>CREDIT AVAILABLE WITH:</b> XYZ Bank Division Address  <b>BY: PAYMENT</b> AGAINST PRESENTATION OF DOCUMENTS DETAILED HEREIN AND DRAFTS AT SIGHT  <b>DRAWN ON:</b> XYZ Bank Location	

LADIES/GENTLEMEN,

WE HEREBY ISSUE OUR IRREVOCABLE LETTER OF CREDIT NO. \_\_\_\_\_ IN YOUR FAVOR FOR THE ACCOUNT \_\_\_\_\_ FOR AN AGGREGATE AMOUNT UP TO USD \_\_\_\_\_ (\_\_\_\_\_ US DOLLARS). THIS LETTER OF CREDIT WILL EXPIRE ON \_\_\_\_\_.

THIS LETTER OF CREDIT IS WRITTEN IN ACCORDANCE WITH SECTION 2809 (C)(1)(I) OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 2809 (C)(1)(I), AND WE ARE ADVISED THAT IT WILL ASSURE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 101, ET SEQ, AND THE RULES AND REGULATIONS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION BY \_\_\_\_\_ AS A LICENSED ELECTRIC GENERATION SUPPLIER; TO ENSURE THE PAYMENT OF GROSS RECEIPTS TAX AS REQUIRED BY SECTION 2810 OF THE PUBLIC UTILITY CODE, 66 PA. C.S. SECTION 2810 AND TO ENSURE THE SUPPLY OF ELECTRICITY AT RETAIL IN ACCORDANCE WITH CONTRACTS, AGREEMENTS OR ARRANGEMENTS.

WE ARE ADVISED THAT; 1. PAYMENTS MADE PURSUANT TO THIS LETTER OF CREDIT SHALL ENSURE FIRST TO THE BENEFIT OF THE COMMONWEALTH, AND SECOND, TO ANY AND ALL RETAIL ELECTRIC GENERATION CUSTOMERS TO WHOM \_\_\_\_\_ MAY BE HELD LEGALLY LIABLE FOR FAILURE TO SUPPLY ELECTRIC GENERATION PURSUANT TO CONTRACT, AGREEMENTS OR ARRANGEMENTS. 2. ANY CLAIMS MADE BY THE COMMONWEALTH SHALL HAVE PRIORITY OVER CLAIMS MADE BY PRIVATE INDIVIDUALS. 3. PROCEEDS OF THE LETTER OF CREDIT MAY NOT BE USED TO PAY PENALTIES OR FINES LEVIED AGAINST \_\_\_\_\_ FOR VIOLATIONS OF THE LAW, OR FOR PAYMENT OF ANY OTHER OBLIGATIONS OWED TO THE COMMONWEALTH.

**Appendix E (Continued)**

THE SAID AMOUNT IS AVAILABLE BY DRAFTS ON US BY THE PENNSYLVANIA PUBLIC UTILITY COMMISSION ("PUC") AT SIGHT ACCOMPANIED BY THE PUC'S LETTER REQUESTING PAYMENT UNDER THIS CREDIT AND PURPORTEDLY SIGNED BY AN OFFICER OF THE PUC. SUCH LETTER FROM THE PUC SHALL INCLUDE A STATEMENT OF THE AMOUNT OWED THE PUC AND THAT "SUCH AMOUNT IS DUE TO THE PUC PURSUANT TO THE PUBLIC UTILITY CODE, GROSS RECEIPTS TAX OR ELECTRICITY SUPPLY OBLIGATIONS OF \_\_\_\_\_ LICENSE TO OFFER, RENDER, FURNISH OR SUPPLY ELECTRICITY OR ELECTRIC GENERATION SERVICES TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA; AND, THAT \_\_\_\_\_ FAILED TO PAY THAT AMOUNT."

PARTIAL DRAWINGS ARE PERMITTED UNDER THIS CREDIT.

THIS LETTER OF CREDIT EXPIRES AT THIS OFFICE AT OUR CLOSE OF BUSINESS ON \_\_\_\_\_.

IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT WILL BE AUTOMATICALLY EXTENDED FOR PERIODS OF ONE YEAR EACH FROM THE PRESENT OR ANY FUTURE EXPIRY DATE, UNLESS WE NOTIFY YOU IN WRITING AT LEAST 90 DAYS PRIOR TO SUCH EXPIRY DATE THAT WE ELECT NOT TO FURTHER EXTEND THIS LETTER OF CREDIT UPON RECEIPT OF SUCH NOTICE, YOU MAY DRAW ON THIS LETTER OF CREDIT, UP TO THE UNUSED BALANCE, BY PRESENTATION OF YOUR SIGHT DRAFT DRAWN ON \_\_\_\_\_ Bank, \_\_\_\_\_ Location, ON OR BEFORE THE THEN RELEVANT EXPIRY DATE.

EACH DRAFT MUST BE MARKED "DRAWN UNDER ON \_\_\_\_\_ Bank, \_\_\_\_\_ Location, LETTER OF CREDIT NUMBER \_\_\_\_\_."

EXCEPT SO FAR AS OTHERWISE EXPRESSLY STATED HEREIN, THIS LETTER OF CREDIT IS SUBJECT TO THE "UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (1993 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 500".

WE HEREBY AGREE WITH YOU THAT YOUR DRAFTS DRAWN HEREUNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT WILL BE DULY HONORED IF PRESENTED TO US AT OUR ADDRESS SHOWN ABOVE BEFORE OUR CLOSE OF BUSINESS ON THE ABOVE MENTIONED DATE.

\_\_\_\_\_  
AUTHORIZED SIGNATURE

\_\_\_\_\_  
AUTHORIZED SIGNATURE

Appendix G

NOT APPLICABLE

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

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

**Background**

- We at EGS's name are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-XXXX-XXXXXXX.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- Include one of the two following options:
  - 1) You will receive a single bill from billing agent name that will contain distribution utility name charges and EGS's name charges.
  - 2) You will receive a separate bill from EGS Name for generation charges and a separate bill from distribution utility name for its charges.
- Right of Rescission - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

**Definitions**

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

RECEIVED

JAN 28 2011

**Terms of Service**

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

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

(Note to EGS applicants: this statement should include transmission charges if applicable. Contact the electric distribution utility to determine if transmission charges are included in their price-to-compare.)

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

**2. Length of Agreement**

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

## Appendix G (Continued)

Page 2 of 3

3. **Special Terms and Conditions** - *List and explain all that apply.*
  - Sign-up bonuses
  - Add-ons
  - Limited time offers
  - Other Sales Promotions
  - Exclusions
  
4. **Special Services** - *Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.*
  
5. **Penalties, Fees and Exceptions** - *List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.*
  
6. **Cancellation Provisions** - *This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.*
  
7. **Renewal Provision/Agreement Expiration/Change in Terms**

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you two advance written notices either in our bills or in separate mailings between 45 and 90 days before either the expiration date or the effective date of the changes. We will explain your options in these two advance notices.

### 8. Dispute Procedures

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

### 9. Contact Information

Generation Supplier Name:

---

Address:

---

---

---

Phone Number:

---

Internet Address:

---

Electric Distribution Company Name:

---

Appendix G (Continued)

Provider of Last Resort Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

Public Utility Commission (PUC)

Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Choice Hotline Number: 1-800-692-7380

Universal Service Program Name: \_\_\_\_\_

Phone Number: \_\_\_\_\_