

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Texas Retail Energy, LLC** d/b/a **Texas Retail Energy**, for approval to offer, render, furnish, or supply electricity or electric generation services as a Supplier of electricity to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

## 1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:

Texas Retail Energy, LLC  
2001 S.E. 10<sup>th</sup> Street  
Bentonville, AR 72716  
(479) 204-0845  
No web address

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

Texas Retail Energy  
c/o C T Corporation System  
1515 Market St., Suite 1210  
Philadelphia, PA 19102

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Chris Hendrix  
Director of Markets & Compliance  
Texas Retail Energy  
2001 S.E. 10<sup>th</sup> Street  
Bentonville, AR 72716  
(479) 204-0845 office  
(479) 586-9521 mobile  
(479) 204- 0936 fax  
[Chris.Hendrix@texasretailenergy.com](mailto:Chris.Hendrix@texasretailenergy.com)

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- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

Gregory K. Lawrence  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
(212) 504-6171 office  
[greg.lawrence@cwt.com](mailto:greg.lawrence@cwt.com)

or

Victoria M. Lauterbach  
Cadwalader, Wickersham & Taft LLP  
700 Sixth Street, N.W.  
Washington, DC 20001  
(202) 862-2215 office  
[tory.lauterbach@cwt.com](mailto:tory.lauterbach@cwt.com)

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, FAX number, and e-mail of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

**Main Contact**

Chris Hendrix  
Director of Markets & Compliance  
Texas Retail Energy  
2001 S.E. 10<sup>th</sup> Street  
Bentonville, AR 72716  
(479) 204-0845 office  
(479) 586-9521 mobile  
(479) 204-0936 fax  
[Chris.Hendrix@texasretailenergy.com](mailto:Chris.Hendrix@texasretailenergy.com)

**Alternate Contact**

Michele Allen  
Director of Competitive Energy Operations  
Texas Retail Energy  
2001 S.E. 10<sup>th</sup> Street  
Bentonville, AR 72716  
(479) 204-1095 office  
(479) 204- 0936 fax  
[mallen@texasretailenergy.com](mailto:mallen@texasretailenergy.com)

**2. BUSINESS ENTITY FILINGS AND REGISTRATION**

- a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

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

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

**or**

X The Applicant will not be using a fictitious name.

- b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

*(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)*

☐ 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.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- \* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

**or**

X The Applicant is a:

- ☐ domestic corporation (15 Pa. C.S. §1308)
- ☐ foreign corporation (15 Pa. C.S. §4124)
- ☐ domestic limited liability company (15 Pa. C.S. §8913)
- X foreign limited liability company (15 Pa. C.S. §8981) (See Exhibit A)
- ☐ Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
- Give name and address of officers.

Texas Retail Energy is a Delaware Limited Liability Company with a corporate address of 2001 S.E. 10<sup>th</sup> Street, Bentonville, AR 72716. The Board of Managers is listed below:

Anthony L. Fuller  
 Kim Saylor, Laster  
 J. Robert Bray  
 Steven R. Zielske  
 Rick W. Brazile  
 R. Jeffrey McAllister  
 Dwayne M. Milum  
 Michael S. Moore  
 David A. White  
 J. Jason Gramling

### 3. **AFFILIATES AND PREDECESSORS**

*(both in state and out of state)*

- a. AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

Texas Retail Energy ("TRE") is a wholly-owned subsidiary of Wal-Mart Stores, Inc, which does business in Pennsylvania, and is a part of the Wal-Mart corporate family. TRE does not have any subsidiaries. None of TRE's affiliates are jurisdictional public utilities.

- b. PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and

telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

TRE does not have any predecessors.

#### 4. OPERATIONS

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

- ☐ The Applicant is presently doing business in Pennsylvania as a
- ☐ municipal electric corporation
  - ☐ electric cooperative
  - ☐ local gas distribution company
  - ☐ provider of electric generation, transmission or distribution services
  - ☐ Other; Identify the nature of service being rendered.

or

X The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a *(may check multiple):*

- ☐ Generator of electricity
- X ☒ Supplier of electricity
- ☐ Aggregator engaged in the business of supplying electricity
- ☐ Broker/Marketer engaged in the business of supplying electricity services
- ☐ Electric Cooperative and supplier of electric power
- ☐ Other (Describe):

Definitions

- Supplier - an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

c. **PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

TRE will provide electricity to its corporate parent, Wal-Mart Stores, Inc., facilities within the Commonwealth of Pennsylvania.

d. **PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.

Allegheny Power  
PECO  
Duquesne Light  
PPL  
Met-Ed  
Penelec  
Penn Power

e. **CUSTOMERS:** Applicant proposes to provide services to:

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

f. **PROPOSED MARKETING METHOD** (check all that apply)

- ☐ Internal – Applicant will use its own internal resources/employees for marketing
- ☐ External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- ☐ Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- ☐ External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- X Other (Describe):

No marketing will be required as Texas Retail Energy will be providing electricity to only facilities within the same corporate family.

g. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- ☐ Yes
- X No

If yes, will the Applicant be using a Third Party Verification procedure?

- ☐ Yes
- ☐ No

If yes, describe the Applicant's Third Party Verification procedures.

h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.

TRE is estimating initiating electric service on or about June 1, 2011.

## 5. COMPLIANCE

a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

Neither TRE nor any person identified in the Application has been involved in any criminal or civil proceeding within the last five (5) years. TRE does not have any affiliates or predecessors.

b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

Not applicable.

c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. If the Applicant has no actions or complaints to list, explicitly state such.

TRE has not had any formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against it, an affiliate, a predecessor of either, or a person identified in this Application, within the last five (5) years.

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Not applicable.

## 6. PROOF OF SERVICE

*(Certificate of Service is attached at Appendix C)*

- a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on 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

Office of the 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

- b.) **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. 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. Contact information for each EDC is as follows.

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

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

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

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

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**Met-Ed, Penelec, and Penn Power:**

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

**Citizens' Electric Company:**

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

**Wellsboro Electric Company:**

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

**UGI:**

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

**Pike County Light & Power Company:**

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

## **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...

X     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. (See Appendix D)

☐     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 of the application form, 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.

Texas Retail Energy is a wholly owned subsidiary of Wal-Mart Stores, Inc. (WMT) and will rely upon Wal-Mart Stores, Inc.'s published financial information to demonstrate financial fitness. The SEC Form 10K for Wal-Mart Stores, Inc. can be found at <http://www.sec.gov/Archives/edgar/data/104169/000119312510071652/0001193125-10-071652-index.htm>.

- 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.

Chris Hendrix  
 Director of Markets & Compliance  
 Texas Retail Energy  
 2001 S.E. 10<sup>th</sup> Street  
 Bentonville, AR 72716  
 (479) 204-0845 office  
 (479) 586-9521 mobile  
 (479) 204- 0936 fax  
[Chris.Hendrix@texasretailenergy.com](mailto:Chris.Hendrix@texasretailenergy.com)

- 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.

TRE will provide electricity to facilities of its corporate parent, Wal-Mart Stores, Inc. in the Commonwealth of Pennsylvania. TRE has been operational in Texas (Certificate Number 10065) since 2003, the United Kingdom operating as Power4All, Ltd. (Company Number 06222064) since 2008, and New York since October 2010. PJM Membership (Org ID 19851, Short Name TXRETL) has been obtained in December 2010.

Acting as a supplier TRE provides in excess of 3.0 million MWh on an annual basis to Wal-Mart Stores, Inc. facilities in Texas, New York, and the United Kingdom.

TRE currently has an internal staff of 8 to perform a myriad of activities including: forecasting, invoicing, settlements, regulatory/legislative monitoring, and purchasing. TRE outsources the legal and system needs to various third party providers.

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

Chris Hendrix, Director of Markets & Compliance  
Bryan Lacina, Director of Energy Strategy

(Professional resumes are attached as Exhibit B.)

**c.) FERC FILING:** Applicant has:

- ☐ Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- X Received approval from FERC to be a Power Marketer at Docket or Case Number ER05-1515.
- ☐ Not applicable

## **9. DISCLOSURE STATEMENT:**

**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.

TRE will not currently serve any Residential or Small Commercial customers.

## 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)*

- ☒ X      **AGREED** - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10). (See executed PJM membership agreement, Exhibit C)
- ☐      **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.

X      **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.**

X      **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.

X        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).

X        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.

X        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.

X        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.

X        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.

X        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.

X        AGREED

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

X        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. (See Exhibit D)

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		X	X			X			X
Harrisburg Patriot-News		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)*

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13. SIGNATURE

Applicant: Texas Retail Energy, LLC

By: \_\_\_\_\_

Title: Director of Markets & Compliance

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#### 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: Texas Retail Energy**

Applicant's Use	X	Signature		PUC Secretary's Bureau Use
	X	Filing Fee		
	X	Application Affidavit		
	X	Operations Affidavit		
	X	Proof of Publication		
	X	Bond or Letter of Credit		
	X	Tax Certification Statement		
	X	Commonwealth Department of State Verification		
	X	Certificate of Service		

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Appendix A

APPLICATION AFFIDAVIT

State of Arkansas:

: ss.

County of Benton :

**Kimberly Saylor-Laster**, Affiant, being duly affirmed according to law, deposes and says that:

She is the Vice President (Office of Affiant) of Texas Retail Energy, LLC.

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


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


That the Applicant herein Texas Retail Energy, 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 Texas Retail Energy, 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.

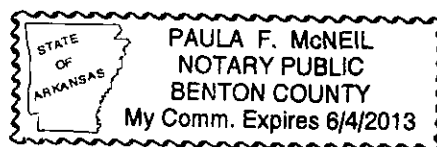
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

  
Signature of Affiant

Sworn and subscribed before me this 26<sup>th</sup> day of January, 2011.

  
Signature of official administering oath

My commission expires 6/4/13



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OPERATIONS AFFIDAVIT

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State of Arkansas:

: ss.

County of Benton:

**Kimberly Saylors-Laster**, Affiant, being duly affirmed according to law,  
deposes and says that:

She is the Vice President (Office of Affiant) of Texas Retail Energy, LLC.  
(Name of Applicant);]

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

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

That Texas Retail Energy, 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)

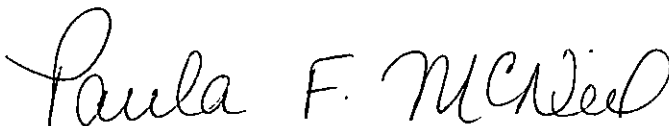
That Texas Retail Energy, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

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.

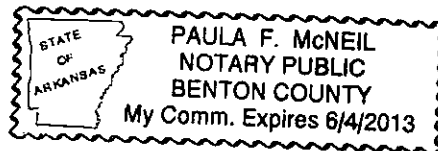
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

  
Signature of Affiant

Sworn and subscribed before me this 26<sup>th</sup> day of January, 2011.

  
Signature of official administering oath

My commission expires 6/4/13.



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## 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.

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## Appendix F

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COMMONWEALTH OF  
PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

### TAX CERTIFICATION STATEMENT

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

1. CORPORATE OR APPLICANT NAME Texas Retail Energy, LLC	2. BUSINESS PHONE NO. ( 479) 204-0833 CONTACT PERSON(S) FOR TAX ACCOUNTS: Klint Shaddox, Back Office Manager
3. TRADE/FICTITIOUS NAME (IF ANY)	
4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE) (ZIP) 2001 S.E. 10 <sup>th</sup> Street Bentonville AR 72716	
5. TYPE OF ENTITY <input type="checkbox"/> SOLE PROPRIETOR <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> CORPORATION <input checked="" type="checkbox"/> LLC <input type="checkbox"/> OTHER (Describe...)	

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

NAME (PRINT) Kim Saylor-Laster	[ ] [ ] [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
NAME (PRINT) Anthony L. Fuller	[ ] [ ] [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
NAME (PRINT) J. Robert Bray	[ ] [ ] [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
NAME (PRINT) Councill Leak	[ ] [ ] [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

#### 7. LIST THE FOLLOWING STATE & FEDERAL TAX IDENTIFICATION NUMBERS (ALL ITEMS A, B, & C MUST BE COMPLETED)

Applicant must provide explanation if submitting N/A for any items

Item A - Designated by the Pennsylvania Department of Revenue.

Item B - Designated by the Internal Revenue Service.

Item C - Designated by the Pennsylvania Department of Revenue. The Corporate Box number may also be referred to as the Corporate Account number.

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING N/A [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] <input checked="" type="checkbox"/> <input type="checkbox"/> B. EMPLOYER ID (EIN) (9 DIGITS) APPLICATION PENDING N/A [ 8 ] [ 2 ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] <input type="checkbox"/> <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING N/A [ ] [ ] [ ] [ ] [ ] [ ] [ ] <input checked="" type="checkbox"/> <input type="checkbox"/> 
---	--

8. Do you have PA employees, resident or non-resident?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
9. 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  
Klint Shaddox

PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES
( 479) 204-0833 PHONE	PHONE	PHONE

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

**Exhibit A**

**Section 8.b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS**

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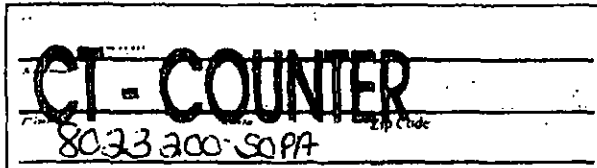
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

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



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

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SECRETARY'S BUREAU

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:

Texas Retail Energy, 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: DE Date of Formation: 11/27/2002

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

(b) Name of Commercial Registered Office Provider County  
C T Corporation System Dauphin County

Commonwealth of Pennsylvania  
APPLICATION FOR REGISTRATION 3 Page(s)

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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:

702 SW 8th Street Bentonville, AR 72716

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

13th day of Dec. 2010

Texas Retail Energy, LLC

Name of Partnership/Company

*Kim Saylor*  
Signature

Manager  
Title

**Exhibit B**

**Section 8.b. OFFICER RESUMES**

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**BRYAN D. LACINA**  
2001 S.E. 10<sup>th</sup> Street  
Bentonville, AR 72716  
(479) 204-1190  
Bryan.Lacina@texasretailenergy.com

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## **SUMMARY**

A successful and motivated professional with 19 years of experience in energy trading, risk management and operations.

## **ACCOMPLISHMENTS**

### **NON-COMMERCIAL RISK MANAGEMENT**

- Manage wholesale energy requirements for Wal-Mart's facilities in ERCOT, NY and UK through our self-supply business model.
- Develop and implement strategies to provide energy savings to our stores.
- Monitor markets, pricing and provide insight to management and team for the overall group strategy and reporting.
- Oversee negotiations of the Wholesale Energy Master Trade Agreements for the US and UK markets.
- Manage the third party supplier deregulated procurement team with an electricity and natural gas portfolio value over \$300 million dollars.

### **COMMERCIAL RISK MANAGEMENT**

- Profitably built and managed multi-million dollar Power Trading books in the PJM, Cinergy and ERCOT regions.
- Initiated and traded short-term positions based on the market analysis of daily weather forecasts, generation outages, system demand, fuel costs and price action.
- Developed and implemented long-term trading strategies utilizing technical and fundamental analysis of the forward price and fuel costs indices, seasonal weather forecasts and forecasted generation outages.
- Optimized the value of generation and transmission assets with fixed price, financial swaps, spreads, heat rate, hourly and options trading strategies.
- Experienced in hourly trading and bidding processes in the PJM, NY and ERCOT markets.
- Presented and recommended market strategies to management and trading team.
- Collaborated and shared strategies with trading team to help ensure a successful completion of performance goals.
- Worked closely with customers to help them achieve their strategic goals through transaction executions, market insight and managing real time needs.
- Provided pricing and strategic analysis for the origination and structuring desks.
- Coordinated efforts with the credit department to eliminate or minimize the exposure to the possible failure of trading counterparts.
- Created a consolidated weather forecast analysis spreadsheet for the trading desk.
- Analyzed and evaluated market design changes to identify new market opportunities.
- Developed and maintained customer relationships.

### **OPERATIONS MANAGEMENT**

- Managed the scheduling desk and real-time trading.



- Ensured the timely completion of the scheduling process and managed the operational risks associated with the trading activities.
- Contributed to the development of the power trading systems.
- Communicated with trading and accounting to ensure the deal flow processes were in place and their requirements were being successfully met.
- Evaluated employees' performance.
- Hired and trained new employees.
- Developed and coordinated employee work schedules.

#### **OPERATIONS**

- Responsible for processing trading desk activities and scheduling supplies to markets in the most reliable and cost effective means for both natural gas and power markets.
- Monitored and forecasted supply requirements for commercial and industrial clients.
- Initiated and pursued real-time trading opportunities.
- Managed and resolved real-time operational risks.
- Secured transportation capacity and negotiated rates.
- Performed economic analysis of transportation operations for the trading desk.
- Developed and maintained relationships with suppliers, transporters, counterparts and end users.

#### **GAS ACCOUNTING**

- Monitored and recorded T&E activity and imbalance reconciliations.
- Prepared revenue and expense vouchers.

#### **WORK HISTORY**

<b>WAL-MART STORES INC.,</b> Bentonville, Arkansas	
<b>Director of Energy Strategy</b>	<b>2007 – Current</b>
<b>Energy Procurement Manager</b>	<b>2004 – 2006</b>
<b>SHELL TRADING COMPANY,</b> Houston, Texas	<b>2000 – 2003</b>
<b>Senior Power Trader</b>	
<b>ENTERGY POWER MARKETING CORPORATION,</b> The Woodlands, Texas	<b>1999 – 2000</b>
<b>Power Trader</b>	
<b>SOUTHERN COMPANY ENERGY MARKETING, INC.,</b> Atlanta, Georgia	<b>1997 – 1999</b>
<b>Power Trader</b>	
<b>ENRON CORPORATION,</b> Houston, Texas	<b>1991 – 1997</b>
<b>Operations Manager</b>	<b>1996 – 1997</b>
<b>Power Scheduler</b>	<b>1995 – 1996</b>
<b>Off-system Gas Scheduler</b>	<b>1993 – 1995</b>
<b>On-System Gas Scheduler</b>	<b>1992 – 1993</b>
<b>Gas Accountant</b>	<b>1991 – 1992</b>

#### **EDUCATION**

Bachelor of Science, Accounting, May 1991  
University of Houston – Clear Lake, Houston, Texas

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**Christopher Hendrix**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

2001 S.E. 10<sup>th</sup> Street, Bentonville, AR 72716 ♦ (479) 204-0845 ♦ chris.hendrix@texasretailenergy.com

- An innovative professional with over 20 years experience in the electric and natural gas industries, including Wal-Mart, Texas Retail Energy, Tenneco Energy, Enron Energy Services, and TXU Energy. Track record of increasing sales by revolutionizing pricing and product development processes. Adept at generating creative deal structures, optimal market coverage and product campaigns by analyzing and researching regulatory rules, utility tariffs, customer classes, risk, utility size, and coverage area.
- Successful product development, structuring and deal pricing for such customers as Lucent, Owens Corning, Polaroid, Quebecor, Ocean Spray, and RichFoods. Expertise includes crafting win / win settlements in protracted negotiations.

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**Key Accomplishments**

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**Developed Self-Supply Retail Electric Provider model inside Wal-Mart.** Responsible for all aspects of Wal-Mart's wholly owned start-up of Texas Retail Energy, LLC initially in Texas (11/2004) and then in the United Kingdom (3/2008) focusing on reducing the cost of electricity and managing the energy price volatility.

**Innovative deregulated transactions for Wal-Mart.** Developed creative and innovative deregulated structures in New Jersey and California that saved the company an estimated additional \$2 million compared to traditional procurement strategies.

**Key player in achieving Enron Energy Services' first \$1 billion transaction.** Customer had requested one electric price for the next 10 years for all of their facilities (over 100) across the United States. Analyzed all of the customer data and developed a pricing model to calculate the customer and Company's revenue requirements. Structured the electric commodity to be an amount per kilowatt-hour thus ensuring the first \$1 billion transaction for Enron Energy Services.

**Increased sales 250% above target by revolutionizing pricing process.** Only 7 deals had been completed in the first half of the year due to lengthy 6 weeklong sales cycle. Developed one call sales cycle by revolutionizing the pricing process for San Diego market. Developed a standard product and designed a matrix of prices. Team closed more than 80 deals in the 3rd quarter alone. Company launched effort in every feasible market.

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**Career History**

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**Wal-Mart Stores Inc., 2003 to current**

**Director of Markets & Compliance, 2009 to present.** Supervise the preparation and submit all applicable regulatory filings and reports for energy issues. Direct and manage the company's efforts to influence the development of energy market rules and procedures and further competitive markets through state and federal regulatory and legislative activity. Represent energy interest of company before Public Utility Commissions, Federal Energy Regulatory Commission (FERC), UK - Office of the Gas and Electricity Markets (OfGem), Independent System Operators, Federal/State Legislators, Federal/State Agencies and other governing bodies. Monitor and report on regulatory, legislative and market developments that effect the operations of Wal-Mart's self-supply model. Responsible for ensuring that all company Risk Management & Compliance policies are adhered to as the development of markets evolve and for the current self-supply operations.

Serve on the Executive Committee of the National Energy Marketers Association since 2006 and as a Board Member for the COMPETE Coalition since 2008.

**General Manager -- Texas Retail Energy, 2004 to 2009.** Responsible for all aspects of launching a successful retail energy company in the United Kingdom and Texas competitive markets to serve all applicable Wal-Mart entities (>1,000 accounts & > \$350 million annual spend) with a team of 7 associates to perform all of the necessary functions. Accountable for the strategic direction, general management, and control of the affairs of the retail energy company. Responsible for establishing short-term and long-range objectives, plans, and policies. Review the general progress of the company to assure achievement of goals and objectives. Responsible for establishing and maintaining satisfactory supplier, regulatory, and governmental relations. Selected and negotiated contracts with key back office vendors to enable transaction management and invoicing solutions. Developed policies and process flow diagrams for all retail business functions. Created position requirements, developed personnel duties, and ongoing recruitment of associates for staffing of all positions. P&L and Budget responsibility for entity. Reported on a quarterly basis to the Board of Managers. Presentations made throughout the start-up phase to Wal-Mart's CEO, Board of Directors, and Sr. Executive Team. Represented company at ERCOT as a member of the Technical Advisory Committee (TAC) of the Board of Directors from January 2004 to December 2006.

**General Manager – Competitive Markets, 2003 to 2009.** Oversaw team of two associates which negotiate and enter into electricity and natural gas transactions in competitive energy markets throughout the United States. Analyze legislation, regulatory rules, and ISO/Utility tariffs to develop appropriate deal structures that balance risk and savings.

**TXU Energy, 2002 to 2003.**

**Manager—Retail Pricing, 2002.** Supervised and led team of eight analysts to price transactions for all sizes of customers primarily focusing on the Texas market (ERCOT). Analyzed legislation, regulatory rules, and ISO/Utility tariffs to develop pricing models for regions outside of Texas. Designed and tested new pricing algorithms for Information Technology developers to customize Lodestar pricing system.

**Enron Energy Services, 1997 to 2001.**

**Manager—Target Markets, 2001.** Supervised and led team to analyze and recommend which electric and natural gas commodity markets to enter or exit within the United States. Analysis and research included regulatory rules, utility tariff, customer classes, utility size, coverage area, and customer likelihood to shop. Determined which sales channel to utilize for optimal market coverage. Assisted with development and training of the Agent network in New York City, Massachusetts, Texas, and Chicago. Liaison between the Market Teams and Enron Direct Organization to implement product and market development for chosen markets. Recruited candidates for Enron Direct Organization.

**Manager—Product Development/Structuring, 1999 to 2001.** Led Market Team for New Jersey and New York City while managing \$500,000 budget. Developed new products and structures to optimize profit-potential of markets. Supported and trained a team of 15 regional salespeople. Presented product attributes at Utility Customer Fairs and Enron sponsored customer events. Developed marketing collateral and sales tools to explain products and create impetus for customer closure. Led Market Development efforts in San Diego.

**Senior Specialist (Rates & Tariffs), 1997 to 1999.** Responsible for 10 Year Rate Forecasts for natural gas & electric utilities in the Mid-Atlantic Region to be used for tariff pricing. Represented Enron at Utility Commission workshops and hearings in five states on gas and electric deregulation issues. Testified in

Oklahoma on gas unbundling issues. Performed Cost of Service analysis and assisted with preparation of testimony and interrogatories for GPU Energy (JCP&L) in New Jersey. Completed Cost of Service analysis for Southwest Gas, Equitable Gas, Commonwealth Gas Services of Virginia, Texas-New Mexico Power, and Public Service of New Mexico. Designed new Cost of Service (Stone & Webster method) model for Equitable Gas.

**Tenneco Energy, 1990 to 1997.**

**Senior Rate Analyst, 1994 to 1997.** Prepared pipeline cost allocation and rate design studies for Tennessee Gas Pipeline. Lead Analyst for pipeline rate case (RP95-112) settlement negotiations. Analyzed and summarized Federal Energy Regulatory Commission (FERC) Orders and prepared FERC Tariff compliance filings. Performed competitor analysis and benchmarking, as well as financial analysis on various projects including system expansion, new business, and breakeven analysis. Organized and managed project to monitor and account for the economic impact of \$180 million rate refund. Liaison between Rate Department and Information Technology Systems on the design and implementation of Rate Reservation/Refund System. Trained new employees and other Departments regarding rate refund, rate design, and FERC filings

**Accounting Analyst, 1992 to 1994.** Responsibility for accounting functions including: invoicing, account receivables, dispute resolutions, and transportation imbalances for approximately 35 customers in New York, Ohio, and West Virginia. Chairman of Accounting Cross Team Committee that coordinated accounting functions across various regional teams.

**Accountant, 1991 to 1992.** Reconciled, confirmed, and monitored volumetric imbalances with shippers and pipelines and recommended corrective actions to affected departments. Started as Intern in 1990.

---

**Education & Interests**

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**MBA, Concentrations in Finance and International Business, University of Houston, 1994.**

**BBA, Accounting, University of Houston, 1991 (Magna Cum Laude).**

**Exhibit C**

**Section 10.a. EXECUTED PJM MEMBERSHIP AGREEMENT**

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**SCHEDULE 4**

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

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

**Additional Member Agreement**

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of 1/25/2011, is entered into among Texas Retail Energy, LLC and the President of the LLC acting on behalf of its Members.

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

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

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

Chris Hendrix 2001 S.E. 10<sup>th</sup> Street, Bentonville, AR 72716

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

6. The Operating Agreement is hereby amended to include Texas Retail Energy, LLC as a Member of the LLC thereto, effective as of January 28, 2011, the date the President of the LLC countersigned this Agreement.

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

Members of the LLC

By: Terry Boston  
Name: Terry Boston  
Title: President

By: Kim Saylor-Laster  
Name: Kim Saylor-Laster  
Title: Vice President

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

Effective: May 1, 2004

**Exhibit D**

**Section 12. PROOF NEWSPAPER PUBLICATIONS**

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**MAR 9 2011**

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

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:

February 12, 2011

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 12<sup>th</sup> day of  
February, 2011

*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 **Texas Retail Energy, LLC** (d/b/a **"Texas Retail Energy"**) For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.

**Texas Retail Energy** will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. **Texas Retail Energy** proposes to sell electricity and related services throughout Pennsylvania under the provisions of the 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 **Texas Retail Energy** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to **Texas Retail Energy's** attorneys at the address listed below.

By and through Counsel:  
Gregory K. Lawrence /  
Victoria M. Lauterbach  
Cadwalader, Wickersham & Taft  
700 Sixth Street N.W.  
Washington, DC 20001  
202.862.2215 (Phone) 202.862.2400 (Fax)

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU



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

The Patriot-News  
Now you know

CADWALADER, WICKERSHAM & TAFT LLP  
700 SIXTH ST., NW  
ATTN: TORY LAUTERBACH

WASHINGTON

DC 20001

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SECRETARY'S BUREAU

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 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, 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/ Community Weekly 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.

PENNSYLVANIA PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Texas Retail Energy, LLC (d/b/a "Texas Retail Energy") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.

Texas Retail Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. Texas Retail Energy proposes to sell electricity and related services throughout Pennsylvania under the provisions of the 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 Texas Retail Energy 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 Texas Retail Energy's attorneys at the address listed below.

By and through Counsel:  
Gregory K. Lawrence /  
Victoria M. Lauterbach  
Cadwalader, Wickersham & Taft  
700 Sixth Street N.W.  
Washington, DC 20001  
202.862.2215 (Phone)  
202.862.2400 (Fax)

This ad # 0002125266 ran on the dates shown below:

February 19, 2011

Holly Blain

Sworn to and subscribed before me this 24 day of February, 2011 A.D.

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Sherrie L. Klsner, Notary Public  
Lower Paxton Twp., Dauphin County  
My Commission Expires Nov. 26, 2011

Member, Pennsylvania Association of Notaries

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

CADWALADER, WICKERSHAM & TAFT LLP  
TORY LAUTERBACH  
700 SIXTH STREET NW WASHINGTON DC 20001

Account # 535296  
Order # 80510312  
Ad Price: 201.56

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:

02/11/2011

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 11th day of February A.D., 2011

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

RECEIVED

MAR 9 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION

Application of Texas  
Retail Energy, LLC  
(d/b/a Texas Retail  
Energy) For Approval  
To Offer, Render, Fur-  
nish Or Supply Elec-  
tricity Or Electric Gen-  
eration Services As A  
Supplier Of Electric  
Power To The Public  
In The Common-  
wealth Of Pennsylva-  
nia.

Texas Retail Energy  
will be filing an applica-  
tion with the Penn-  
sylvania Public Utility  
Commission (PUC) for  
a license to supply  
electricity or electric  
generation services as  
a supplier of electric  
power to the public in  
the Commonwealth of  
Pennsylvania. Texas  
Retail Energy pro-  
poses to sell electri-  
city and related ser-  
vices throughout  
Pennsylvania under  
the provisions of the  
Electricity Generation  
Customer Choice and  
Competition Act.

The PUC may consid-  
er this application  
without a hearing.  
Protests directed to  
the technical or finan-  
cial fitness of Texas  
Retail Energy may  
be filed within 15  
days of the date of  
this notice with the

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:

February 12, 2011

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.

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Texas  
Retail Energy, LLC  
(d/b/a "Texas Retail En-  
ergy") For Approval To  
Offer, Render, Furnish Or  
Supply Electricity Or Elec-  
tric Generation Services  
As A Supplier Of Electric  
Power To The Public In  
The Commonwealth Of  
Pennsylvania.

Texas Retail Energy  
will be filing an application  
with the Pennsylvania  
Public Utility Commission  
("PUC") for a license to  
supply electricity or elec-  
tric generation services  
as a supplier of electric  
power to the public in the  
Commonwealth of Penn-  
sylvania. Texas Retail  
Energy proposes to sell  
electricity and related ser-  
vices throughout Penn-  
sylvania under the provi-  
sions of the Electricity  
Generation Customer  
Choice and Competition  
Act.

The PUC may consid-  
er this application without  
a hearing. Protests direct-  
ed to the technical or  
financial fitness of Texas  
Retail Energy may be  
filed within 15 days of the  
date of this notice with  
the Secretary of the PUC,  
P.O. Box 3265, Harris-  
burg, PA 17105-3265. You  
should send copies of any  
protest to Texas Retail  
Energy's attorneys at the  
address listed below.

THE SUN  
and certif

By and through Counsel:  
Gregory K. Lawrence /  
Victoria M. Lauterbach  
Cadwalader,  
Wickersham & Taft  
700 Sixth Street N.W.  
Washington, DC 20001  
202.862.2215 (Phone)  
202.862.2400 (Fax)

RECEIVED  
MAR 9 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 15<sup>th</sup> day of February, 2011

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.....\$ 240.68

Probated same.....\$

Total.....\$ 240.68

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

I hereby acknowledges receipt of the aforesaid advertising and publication costs  
have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

COMMONWEALTH OF PENNSYLVANIA }  
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION  
NOTICE

Application of **Texas Retail Energy, LLC** (d/b/a "Texas Retail Energy") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.

Texas Retail Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. Texas Retail Energy proposes to sell electricity and related services to the Commonwealth of Pennsylvania under the provisions of the Pennsylvania Public Utility Code, 66 Pa.C.S. §§ 1201-1203, and the Pennsylvania Electric Generation Customer Choice Act, 66 Pa.C.S. §§ 1201-1203.

The PUC may consider the application for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. Texas Retail Energy proposes to sell electricity and related services to the Commonwealth of Pennsylvania under the provisions of the Pennsylvania Public Utility Code, 66 Pa.C.S. §§ 1201-1203, and the Pennsylvania Electric Generation Customer Choice Act, 66 Pa.C.S. §§ 1201-1203.

On this 15th day of February A.D. 2011, 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,

published continuously at Johnstown Pa. in the County of Cambria, and Commonwealth of Pennsylvania and that the annexed is a true copy of a notice in the above matter published in said publication in the regular issues of The Johnstown Tribune-Democrat, Johnstown, PA, on February 12, 2011; and that the Affiant is not 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.

*Christine Marhefka*

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this  
15th day of February, 2011.

*[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.

(Name of Newspaper)

By \_\_\_\_\_

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

OATH of PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

CADWALADER WICKERSHAM & TAFT  
700 SIXTH ST NW  
WASHINGTON DC 20001

REFERENCE: L0004999  
1967197 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 forgoing statement as to time, place and character of publication are true.

PUBLISHED ON: 02/12

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 02/12/11

Sworn to and subscribed before me this

14 day of February 2011 Affiant: *Rosanne Cheeseman*

NOTARY: *Laurene A. Daugherty*

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

PENNSYLVANIA PUBLIC UTILITY COMMISSION  
NOTICE

Application of Texas Retail Energy, LLC (d/b/a Texas Retail Energy) For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.

Texas Retail Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania.

Texas Retail Energy proposes to sell electricity and related services throughout Pennsylvania under the provisions of the 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 Texas Retail Energy 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 Texas Retail Energy's attorneys at the address listed below.

By and through Counsel:  
Gregory K. Lawrence / Victoria M. Lauterbach  
Cadwalader, Wickersham & Taft  
700 Sixth Street N.W.  
Washington, DC 20001  
202.862.2215 (Phone) • 202.862.2400 (Fax)

1967197

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MAR 9 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**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 M. Goodwin, 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:

**11 of February, 2011**

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**

<p align="center"><b>PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE</b></p> <p><i>Application of Texas Retail Energy, LLC (d/b/a "Texas Retail Energy") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.</i></p> <p><b>Texas Retail Energy</b> will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. <b>Texas Retail Energy</b> proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.</p> <p>The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of <b>Texas Retail Energy</b> 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 <b>Texas Retail Energy's</b> attorneys at the address listed below.</p> <p align="right"><b>2011 SUZ</b></p>
--

M. Goodwin  
PG Publishing Company

Sworn to and subscribed before me this day of:  
February 11, 2011

Linda M. Gaertner

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Linda M. Gaertner, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires Jan. 31, 2015  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**STATEMENT OF ADVERTISING COSTS**  
Cadwalader, Wickersham & Taft  
Attn: Victoria M. Lauterbach  
700 Sixth St., N.W.  
Washington DC 20001

To PG Publishing Company

Total ----- \$848.40

**Publisher's Receipt for Advertising Costs**

PG PUBLISHING COMPANY, 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 \_\_\_\_\_

Maria Lucia

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.

## Appendix C

### CERTIFICATE OF SERVICE

On this the \_\_\_\_ 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

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

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

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

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

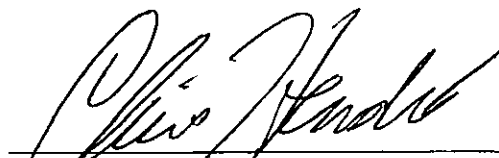
Manager Energy Acquisition  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

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

**RECEIVED**

MAR 9 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU



Chris Hendrix, Director of Markets & Compliance  
Texas Retail Energy

From: (202) 862-2215  
Victoria Lauterbach  
Cadwalader  
700 6th St, NW

Origin ID: TSGA



Washington, DC 20001

Ship Date: 09MAR11.  
ActWgt: 2.0 LB  
CAD: 212357ANET3130

Delivery Address Bar Code



SHIP TO: (800) 692-7380

BILL SENDER

**Secretary**  
**PA Public Utility Commission**  
**2 KEYSTONE BLDG RM N201**  
**2 ND FLOOR**  
**HARRISBURG, PA 17120**

Ref # 97146.005  
Invoice #  
PO #  
Dept #

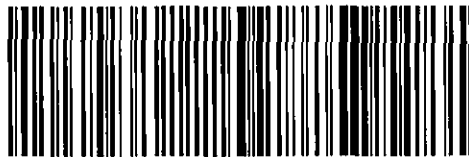
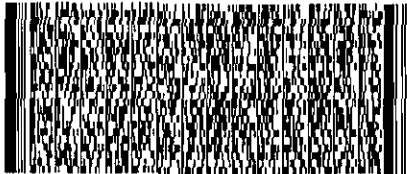
**THU - 10 MAR A1**  
**FIRST OVERNIGHT**

TRK# 7945 0933 9377

0201

**E9 MDTA**

**17120**  
PA-US  
MDT



500GZ/BD09/EFB

**After printing this label:**

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

**Warning:** Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.