

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Priority Power Management, LLC**, d/b/a **Priority Power Management, LLC**, for approval to offer, render, furnish, or supply electricity or electric generation services as a **Broker/Marketer and Other (Energy Consultant)** 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:

Priority Power Management, LLC
303 West Wall Street, Suite 1700
Midland, Texas 79701-5142

Office: (432) 620-9100
Fax: (432) 620-9145
www.prioritypower.net

- 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.

InCorp Services, Inc.
7208 Red Top Road
Hummelstown, Pennsylvania 17036-9556

Office: (800) 246-2677
Fax: (702) 866-2689
Dauphin County

- 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.

Bradford D. Trietsch
Director, Energy Management
2080 North State Highway 360, Suite 360
Grand Prairie, Texas 75050-1496

Office: (972) 314-9041
Fax: (866) 472-8789
btietsch@prioritypower.net

- 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.

Robert P. Buckner
64 West Elm Street
Hillsboro, Texas 76645-2036

Office: (254) 694-8527
Fax: (254) 694-8576
robertbucknerlaw@yahoo.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.

Bradford D. Trietsch
Director, Energy Management
2080 North State Highway 360, Suite 360
Grand Prairie, Texas 75050-1496

(Primary Contact)
Office: (972) 314-9041
Fax: (866) 472-8789
btietsch@prioritypower.net

John J. Bick
Managing Principal
2080 North State Highway 360, Suite 360
Grand Prairie, Texas 75050-1496

(Alternate Contact)
Office: (972) 314-9041
Fax: (866) 472-8789
jbick@prioritypower.net

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

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

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)
- foreign limited liability company (15 Pa. C.S. §8981)**

Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. **Please refer to Exhibit 2.b.DeptOfState**
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. **Texas, please refer to Exhibit 2.b.CharterDocs**
- Give name and address of officers. **Please refer to Exhibit 2.b.Officers**

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.

At this time, the Applicant has no affiliates doing business nor does it have affiliates that are currently applying to do business in or outside of Pennsylvania.

- 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.

The Applicant previously operated as *Priority Power Management Ltd.* (Texas file number 14580510). The Applicant was converted to the current legal entity effective 01/01/2008 (Texas file number 800912669). Phone numbers and addresses were unchanged during this conversion. The current principals/members Padraig 'Pat' Ennis and John J. Bick purchased Priority Power Management, LLC from AMEN Properties, Inc. on 10/01/2010. Please refer to *Exhibit 2.b.CharterDocs*

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

- 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
- 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): Energy Consultant**

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.

Upon approval Priority Power Management, LLC (PPM) will provide energy consulting services to large commercial, industrial and governmental customers for the procurement of energy. PPM will not take title to said energy and proposes to function only as an intermediary in the purchase of energy and related services from third party vendors or electric suppliers. Clients are expected to pay suppliers directly for these services and PPM will not pay electric invoices on their behalf.

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

All areas of EDC service territories located within competitive electricity markets in the Commonwealth of Pennsylvania i.e., Allegheny Power, Citizens' Electric Company, Duquesne Light, Met-Ed, Penelec, Penn Power, PECO, Pike County Light & Power Company, PPL, UGI Utilities, Inc. and Wellsboro Electric Company.

- d. **CUSTOMERS:** Applicant proposes to provide services to:

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

- e. **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
 Other (Describe):

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

- Yes
 No

If yes, will the Applicant be using a Third Party Verification procedure? **N/A**

- Yes
 No

If yes, describe the Applicant's Third Party Verification procedures. **N/A**

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

Applicant proposes to begin services shortly after the Pennsylvania Public Utility Commission approves the application.

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.

Neither the Applicant, its affiliates, a predecessor of the Applicant or its affiliates, nor a person identified in this Application, has been convicted 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.

The Applicant has no active or closed proceedings to list.

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

N/A

- 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.

The Applicant has no actions or complaints to list as described above.

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

N/A

6. PROOF OF SERVICE

(Certificate of Service is attached as Exhibit 6.ProofOfService)

- 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

Duquesne Light:

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

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

PECO:

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

PPL:

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

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

Please reference *Exhibit 6.ProofOfService*

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.*

Applicant requests that the bonding requirement be modified based upon its proposal to provide energy consulting services to large commercial, industrial and governmental customers for the procurement of energy. Applicant will not take title to said energy and proposes to function as an intermediary in the purchase of energy and related services from third party vendors or electric suppliers. Clients will pay Suppliers directly for these services and Applicant will not pay electric invoices on their behalf.

Note: an original bond is being filed with the Commission Secretary separately as per electronic filing instructions.

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.

In order to demonstrate financial fitness, a recent balance sheet and income statement are being filed separately as confidential and privileged information. This information is labeled as *Exhibit 7.b.CONFIDENTIAL Financial Records*

- 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.

Coleen Lawrence
Director, Accounting
310 W. Wall Street, Suite 500
Midland, Texas 79701-5142

Office: (432) 620-9100
Fax: (432) 620-9145
clawrence@prioritypower.net

- d. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT (attached as *Exhibit 7.d.Taxation* 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.

Please reference *Exhibit 7.d.Taxation*.

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.

Please reference *Exhibit 8.Technical Fitness* for information to demonstrate as such.

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

Please reference *Exhibit 8.Technical Fitness* for information to demonstrate as such.

- 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 **_Applicant is not applying to operate as a Generator, Supplier or Aggregator.**

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.

N/A, Applicant's proposal doesn't include service for 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)

- 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.

AGREED

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.

Please reference *Exhibit 11.a.Affiant Affidavit*.

- 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.

Please reference *Exhibit 11.b.Operations Affidavit*.

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.

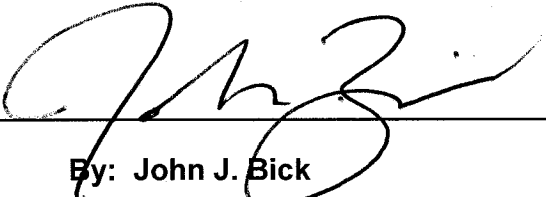
Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

Newspaper/EDC	Duquesne	Met Ed	PECO	Penelec	Penn Power	PPL	UGI	West Penn	Entire Commonwealth
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)

Please reference *Exhibit 12.Proof Of Publication* for proof of publications and photo static copies of notices published in the newspapers (7) as listed above.

13. SIGNATURE

Applicant: 
 By: John J. Bick
 Title: Managing Principal

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: 

Applicant's Use	X	Signature	
	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	

PUC Secretary's Bureau Use

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Priority Power Management, LLC (file number 800912669), a Domestic Limited Liability Company (LLC), was filed in this office on December 18, 2007.

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

Delayed Effective date: January 01, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 04, 2011.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Priority Power Management, LLC
Filing Number: 800912669

Certificate of Conversion

December 18, 2007

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 10, 2009.



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

Hope Andrade
Secretary of State

Phone: (512) 463-5555
Prepared by: CSOTO

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10266

Dial: 7-1-1 for Relay Services
Document: 287351080002

Received:
Dec. 18. 2007 1:37PM cotton schmidl

Dec 18 2007 02:40pm No. 2512 P. 4

Form 642
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



Certificate of Conversion
of a
Limited Partnership Converting
to a
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 18 2007

Corporations Section

The name of the converting limited partnership is:
Priority Power Management, Ltd.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: January 26, 2001

The file number, if any, issued to the limited partnership by the secretary of state is: 14580510

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:
Priority Power Management, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the limited partnership certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

303 W. Wall Street, Suite 1700	Midland	TX	USA	79701
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

303 W. Wall Street, Suite 1700	Midland	TX	USA	79701
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Received:
Dec. 18. 2007 1:37PM cotton schmidt

Dec 18 2007 02:40pm
No. 2512 P. 5

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

The Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effective Date

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2008
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

AMEN Properties, Inc.


Date: 12-17-7

Jon M. Morgan
Jon M. Morgan, President and CEO

Signature and title of authorized person on behalf of the converting entity

Received:
Dec. 18. 2007 1:37PM cotton schmidt

Dec 18 2007 02:40pm No. 2512 P. 6

<p>Form 205 (Revised 01/06)</p> <p>Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512 463-5709 Filing Fee: \$300</p>	 <p>Certificate of Formation Limited Liability Company</p>	<p>This space reserved for office use.</p> <p style="text-align: center;">FILED In the Office of the Secretary of State of Texas DEC 18 2007 Corporations Section</p>
--	--	---

Article 1. Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:
Priority Power Management, LLC
The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2. Registered Agent and Registered Office

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

OR

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

Kris		Oliver	
<small>First Name</small>	<small>M.I.</small>	<small>Last Name</small>	<small>Suffix</small>

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

303 W. Wall Street, Suite 1700	Midland	TX	79701
<small>Street Address</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>

Article 3. Governing Instruments

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

NAME OF GOVERNING PERSON				
IF INDIVIDUAL				
<small>First Name</small>	<small>M.I.</small>	<small>Last Name</small>	<small>Suffix</small>	
OR				
IF ORGANIZATION				
AMEN Properties, Inc.				
<small>Organization Name</small>				
ADDRESS OF GOVERNING PERSON				
303 W. Wall Street, Suite 1700	Midland	TX	USA	79701
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

Dec. 18. 2007 1:37PM ^{RELATIVE-} cotton schmidt

Dec 18 2007 02:41pm No. 2512 P. 7

NAME OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
First Name	M.I.	Last Name	Suffix
OR			
IF ORGANIZATION			
Organization Name			

ADDRESS OF GOVERNING PERSON				
Street or Mailing Address	City	State	Country	Zip Code

NAME OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
First Name	M.I.	Last Name	Suffix
OR			
IF ORGANIZATION			
Organisation Name			

ADDRESS OF GOVERNING PERSON				
Street or Mailing Address	City	State	Country	Zip Code

ARTICLE 1. PURPOSES

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

Supplemental Provisions Information

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

The limited liability company to be formed by this Certificate of Formation, Priority Power Management, LLC, was formed under a plan of conversion effectuated by a Certificate of Conversion being filed contemporaneously herewith. The name, address, date of formation, prior form of organization, and jurisdiction of formation of the limited liability company prior to its conversion are as follows:

Name of Converting Entity Prior to Conversion: Priority Power Management, Ltd.
 Address: 303 W. Wall Street, Suite 1700, Midland, Texas, 79701
 Date of Formation: January 26, 2001
 Prior Form of Organization: Limited Partnership
 Jurisdiction of Formation: Texas

Dec. 18. 2007 1:38PM Received: cotton schmidt

Dec 18 2007 02:41pm No. 2512 P. 8

Organizer

The name and address of the organizer:

Charles G. Pouls, Esq.

Name

420 Throckmorton, Suite 500

Fort Worth

TX 76102

Street or Mailing Address

City

State Zip Code

Effectiveness of Signing

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2008
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

is required

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/18/07



Signature of organizer



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

May 16, 2011

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

PRIORITY POWER MANAGEMENT, LLC

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time. This certificate is valid through the date that the next franchise tax report will be due May 16, 2011.

This certificate does not make a representation as to the status of the entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity is subject to franchise tax as required by law. This certificate is not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 16th day of
May 2011 A.D.

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

Susan Combs
Texas Comptroller

Taxpayer number: 32034471824
File number: 0800912669

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

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

Priority Power Management 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: 4026531

Priority Power Management
Attn: Brad Trietsch, 2080 North State Hwy 360, Suite 360
Grand Prairie, TX 75050

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Application for Registration - Foreign

(15 Pa.C.S.)

___ Registered Limited Liability General Partnership (§ 8211)

___ Registered Limited Liability Limited Partnership (§ 8211)

___ Limited Partnership (§ 8582)

Limited Liability Company (§ 8981)

Name	Priority Power Management, % Brad Trietsch
Address	2080 N. State Hwy 360, Suite 360
City: Grand Prairie State: Texas Zip Code: 75050-1496	

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

Fee: \$250

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

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

Priority Power Management, LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

Priority Power Management, LLC

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

Jurisdiction: State of Texas Date of Formation: January 1, 2008.

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
InCorp Services, Inc.				Dauphin

2011 APR 21 AM 10:21
CORP. DEPT. OF STATE

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



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:

7208 Red Top Rd	Hummelstown	Pennsylvania	17036-9556
Number and street	City	State	Zip

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

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

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

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

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

Name	Business Address
N/A	

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:

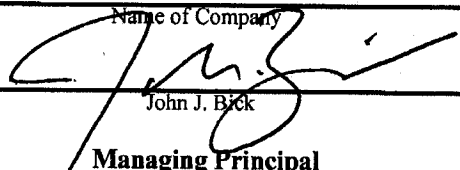
N/A				
Number and street	City	State	Zip	County

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 15th day of April, 2011.

Priority Power Management, LLC

Name of Company



John J. Bick

Managing Principal

Title

Exhibit 2.b.Officers

The name and address of officers (members) of Priority Power Management, LLC:

John Bick	Managing Principal, Priority Power Management, LLC	2080 N. Hwy. 360, Suite 360 Grand Prairie, TX 75050	(972) 314-9040
Padraig (Pat) Ennis	Founding Principal, Priority Power Management, LLC	310 W. Wall Street, Suite 500 Midland, TX 79701	(432) 620-9100

Exhibit 6. Proof Of Service

CERTIFICATE OF SERVICE

On this the **1st day of June 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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

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

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

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



John J. Bick, Managing Principal
Priority Power Management, LLC

Exhibit 7.d.Taxation

**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: PRIORITY POWER MANGEMENT, LLC	2. BUSINESS PHONE NUMBER: (432) 620-9100 CONTACT PERSON(S) FOR TAX ACCOUNTS: COLEEN LAWRENCE
3. TRADE/FICTITIOUS NAME (IF ANY): N/A	

4. LICENSED ADDRESS: (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) (STATE) (ZIP)
303 West Wall Street, Suite 1700, Midland, Texas 79701-5142

5. TYPE OF ENTITY: SOLE PROPRIETOR PARTNERSHIP CORPORATION
 LLC OTHER (Describe...)

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)	
NAME (PRINT) JOHN J. BICK, MANAGING PRINCIPAL	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT) PADRAIG 'PAT' ENNIS, FOUNDING PRINCIPAL	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _

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. **Please reference Exhibit 6.d.Taxation Appendix F**
 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 <input type="checkbox"/> N/A <input checked="" type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS): 6 0 1 1 - 4 6 0 APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS): 7 5 - 2 9 1 9 3 0 0 APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>	

8. Do you have PA employees; resident or non-resident? YES **NO**

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

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS		
PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES
NAME: N/A	NAME: Coleen Lawrence	NAME: Coleen Lawrence
PHONE: N/A	PHONE: (432) 620-9100	PHONE: (432) 620-9100

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 7.d.Taxation (continued)**Tax Certification Statement**

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

Item A (Sales Tax License) – Designated by the Pennsylvania Department of Revenue.

Priority Power Management, LLC (“PPM”) provides energy procurement services to its Clients by assisting in the selection and optimization of supplier contracts for electrical and natural gas services. PPM does not provide Supplier or Generator services and is not an Aggregator as defined by the Commission. PPM is however applying for an EGS license as it seeks to conduct business as a Broker/Marketer/Energy Consultant.

After PPM’s license is approved, the Client will contract as a consumer directly with the supplier of electricity or natural gas as the case may be. PPM will maintain contracts with each Supplier to ensure that contract qualifications and specifications are met. These B2B contracts will also contain language that obligates the supplier to pay any sales tax that may be due according to prevailing laws and taxing authorities. PPM does not assume title to the electricity nor does it generate invoices or collect payments from the end use customer. Upon execution and fulfillment of the contract, the physical energy and resulting ownership would transfer directly from the Supplier/Generator to the Client.

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



PRIORITY POWER MANAGEM
STE 360
2080 N STATE HWY
GRAND PRAIRI TX 75050

NOTICE #:..... **01132087**
DATE OF NOTICE:..... **05/31/2011**
ACCOUNT ID:..... **6011-460**
FISCAL YEAR END:..... **DEC**
FEDERAL EIN #:..... **75-2919300**
INCORPORATION DATE:.. **04/21/2011**
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 in Pennsylvania.

The above Corporate Account ID number has been assigned to your business for tax reporting purposes. Please reference this number on all correspondence with the department. The taxes you are required to report annually are also listed. Carefully review this information and make sure 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. 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 to be made regarding your account, make the appropriate adjustments on a copy of this letter and return it promptly to:

PA DEPARTMENT OF REVENUE
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 an entity files with the Internal Revenue Service (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 upon review 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 the tax year.
- For capital stock/foreign franchise, corporate net income and mutual thrift taxes, the 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 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.state.pa.us.

- Page - 2

Payments of \$20,000 or more must be remitted electronically. Register online through the department's e-Services Center at www.revenue.state.pa.us to send tax payments to the department online using e-TIDES.

Tax reports must be filed timely each year, even if your first year in business 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 license or authorization. Failure to maintain a current filing status may 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, visit our Online Customer Service Center at www.revenue.state.pa.us or call the Taxpayer Service & Information Center at 717-787-1064.

Sincerely,

PA Department of Revenue
Bureau of Corporation Taxes

Exhibit 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.

PPM is a leading Texas-based independent energy management and consulting services firm to large commercial, industrial and institutional clients. PPM provides unbiased and objective energy management services in the areas of energy information, supply and risk management and demand-side management.

Established in 2001 in Midland, Texas by a consortium of independent oil and gas businesses, individual energy executives, and a 20-year former TXU Energy industry veteran Padraig (Pat) Ennis, Priority Power Management quickly became a leader in the development of aggregation services in the Texas electricity market. In 2003, John Bick, another former TXU Energy executive, joined the firm to expand services to other Texas and national markets. PPM continued to grow by expanding beyond its traditional west Texas roots, into other Texas markets and beyond. To complement the successful aggregation business model, PPM deployed a strategy to offer a comprehensive suite of energy services including energy information management, energy supply and risk management, and energy demand management services.

- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

PPM is licensed by the Public Utility Commission of Texas (License No. 80011) as an Aggregator and recently acquired certification as a Competitive Retail Electric Service Provider in Ohio (Certificate No. 11-351E).

- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- ***Approximately 1,200 clients representing 12,000+ utility accounts***
- ***Over 1,300MW of peak power demand under management***
- ***Over 8.0+TWh of power managed annually, enough to power 350,000 residential homes a year***
- ***Managing power requirements for 32 of the top 100 independent oil and gas producers in Texas, which represent nearly 600 Bcf/yr of natural gas production and 75 MMb/yr of oil production***
- ***An estimated 40 Bcf of physical and financial natural gas positions managed annually***
- ***Procurement and management of an estimated \$1 billion in annual energy spend***

- Staffing structure and numbers as well as employee training commitments.

Priority Power Core Team:

John Bick is the Managing Principal of Priority Power Management and has over 18 years of energy experience. His broad and extensive business experience provides knowledge and insight to companies seeking value-creation in energy-related non-core competencies.

Brian Craig is a Senior Director at Priority Power Management. Brian has over 28 years of experience in both the regulated and deregulated energy markets. He joined Priority Power Management in 2005 and is responsible for managing energy supply for both gas and electricity for large commercial and industrial clients.

Kevin Yung is COO and Chief Risk Officer and has 25-years of energy industry experience. He directly manages wholesale energy procurement (natural gas and electricity), buys and sells wholesale energy, oversees and performs load forecasting and scheduling, and manages energy price risk at a portfolio level.

Padraig (Pat) Ennis is the Founder and a Principal of Priority Power Management. He has over 24 years of energy experience and was a driving force in enabling commercial and industrial clients to receive benefits through aggregation in the ERCOT power market.

Kris Oliver brings more than 20 years of experience in strategy development, business-to-business and business-to-consumer Internet marketing, product development and finance and accounting.

Perry Ruthven is the Managing Director of Priority Power Management in Houston, Texas. Drawing from a career that has cut across multiple industries including Energy, Technology, Logistics, Banking, and Insurance, Perry brings a wealth of knowledge and market experience to lead Priority Power Management's Houston Region.

Trenton Cogdill is Vice President and has over 35 years of experience in the electric energy industry. Mr. Cogdill has held a number of management positions in virtually every operational department of one of the largest electric utilities in the nation, TXU Energy.

Tommy Greer is Vice President of National Accounts with 20 years energy industry experience working with utilities, Local Distribution Companies, energy suppliers, energy service companies and energy users.

Worth Davis, Jr. is the Senior Energy Consultant of Priority Power Management in Houston, Texas. His broad and extensive business experience provides knowledge and insight to companies seeking value added approaches to the energy side of their businesses.

Susie Cook is an Energy Consultant for Priority Power Management, working directly with commercial and industrial clients to develop strategies and deliver value through a structured energy supply management approach. Prior to joining Priority Power Management, Susie spent 19 years in both the regulated and deregulated energy industries.

Jeff Brooks is a Senior Procurement Analyst with over 24 years of energy experience. Jeff very versed in detailed analysis of load shapes, pricing, cost analysis, procurement, negotiation and bill auditing.

Gayla Wigley is Assistant Vice President, Operations and Customer Services at Priority Power Management. She has responsibility for the overall supervision of internal back-office processes and customer service.

Pam Mancha is a Senior Energy Analyst with over 30 years of experience. Prior to Priority Power Management, Pam held various roles at TXU Electric Delivery and its predecessor companies.

Brad Trietsch is Director of Account Services and also manages special projects. His career began with Texas Power & Light in 1982 and evolved while serving in capacities ranging from Customer Service, Design Engineering, Account Management and Key Account Sales. His contributions as Project Manager were crucial when TXU Energy transitioned to a deregulated market in Texas.

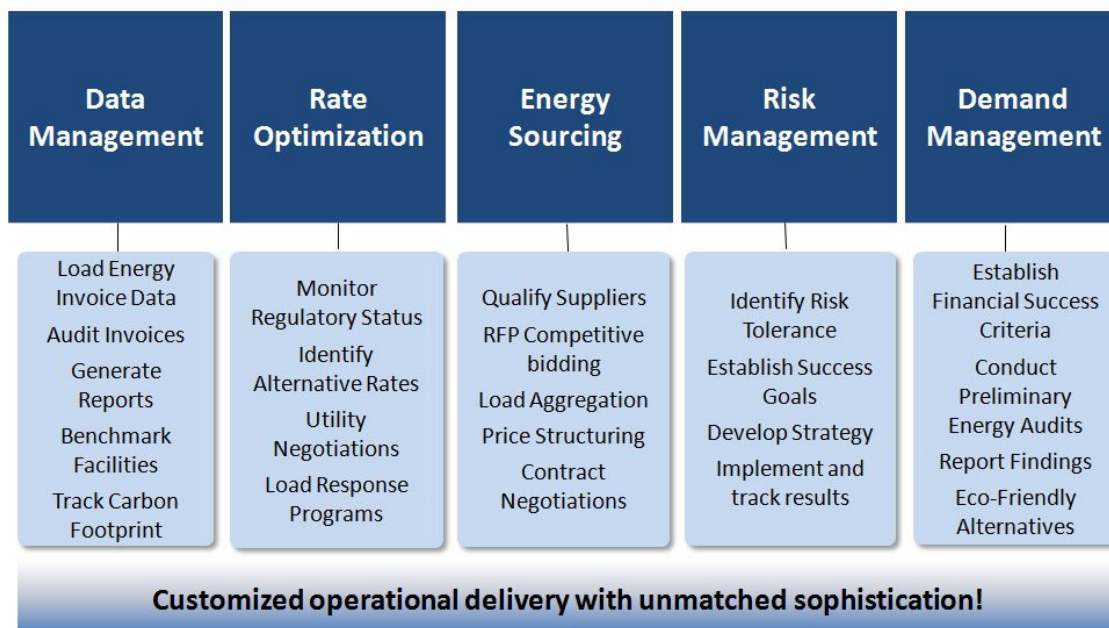
Robert Buckner is Priority Power's Attorney and has worked with utility legal and contractual issues in the state of Texas since 1975. He has been actively involved with electricity sales contracts since the Texas market was deregulated in January 2002, gaining extensive experience with retail contract provisions, the assignments and renegotiations of contracts, letters of authority and representation, corporate guarantees, and credit, trading and market risk issues.

As its most vital resource, PPM realizes its employees require continuous education and training to stay abreast of market developments and changes. PPM routinely conducts in house training and utilizes outside experts as needed.

- Business plans for operations within the Commonwealth.

Priority Power Management, LLC utilizes the following 5 step process to ensure consistent operational delivery for its Clients.

Portfolio-Wide Energy Planning



- 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.

N/A

- Any other information appropriate to ensure the technical capabilities of the Applicant.

Management staff has over 250 years of combined experience in regulated and deregulated energy markets.

Please visit www.prioritypower.net for additional information about Priority Power Management.

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



John J. Bick
Managing Principal/Member

John Bick is the Managing Principal of PPM and has over 18 years of energy experience. His broad and extensive business experience provides knowledge and insight to companies seeking value-creation in energy-related non-core competencies. John joined PPM in 2003 and leads PPM's strategy, business development, and risk management initiatives, as well as providing hands on expertise to large clients.

Prior to joining PPM, John spent 14-years in both the regulated and deregulated energy markets. He was previously Director of Strategic Business Development for TXU Energy, where he was responsible for identifying and developing multi-million dollar, comprehensive energy management and outsourcing engagements across North America. Throughout these engagements, John directed teams of multi-disciplined professionals spanning functional areas of energy supply, risk management, capital management, engineering, operations and maintenance, and environmental. In addition to energy, John led strategic initiatives into water-related outsourcing services, including groundwater development and industrial wastewater treatment/reuse applications.

Prior to joining TXU Energy, he was the Manager of Strategic Accounts for TXU Electric & Gas, the regulated utility in North Texas. In this role, John managed teams of key account executives which managed direct sales relationships with TXU's largest industrial and commercial clients representing in excess of \$2.2 billion in revenue to the corporation. Under John's leadership, the organization was also recognized in two consecutive years as the "Outstanding National Accounts Organization" by large national commercial and industrial multi-site end-use companies in a poll conducted by the Edison Electric Institute in 1999 and 2000.

He holds a Bachelor of Science in Construction Engineering from Texas Tech University and has completed Executive Management Programs at Southern Methodist University's Cox School of Business and The Wharton School at the University of Pennsylvania. He has completed advanced level training classes at the New York Mercantile Exchange (NYMEX) on Natural Gas Risk Management and Trading. He is a member of the Association of Energy Engineers, the Texas Association of Healthcare Facilities Management, and the internationally known Strategic Account Management Association. John is an active member of the Executive Committee for the Texas Electricity Professionals Association (TEPA).



Pat Ennis
Founding Principal/Member

Padraig (Pat) Ennis is the Founder and a Principal of Priority Power Management. He has over 24 years of energy experience and was a driving force that enabled commercial and industrial clients to receive benefits realized through aggregation in the ERCOT power market.

Through Pat's leadership, Priority Power Management has grown to be the largest licensed commercial aggregator in ERCOT. In addition to aggregation, Pat's experience includes forward price discovery, data analysis, rate and tariff optimization, bill auditing, metering solutions, as well as a profound knowledge of electrical distribution systems and operations. Prior to forming Priority Power Management, Pat held various account management and supervisory positions with TXU Energy.

Exhibit 11.a Application Affidavit
APPLICATION AFFIDAVIT

State of Texas:

: SS.

County of Dallas:

John J. Bick, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the **Managing Principal** (Office of Affiant) of **Priority Power Management, LLC** (Name of Applicant);

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

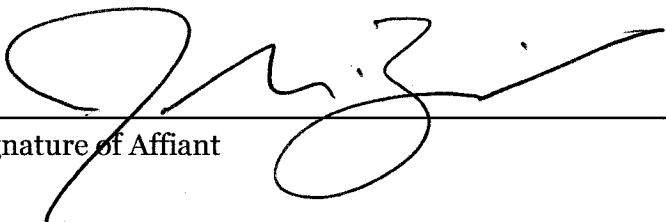
That the Applicant herein, **Priority Power Management, LLC** has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein, **Priority Power Management, LLC** has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein, **Priority Power Management, LLC** acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

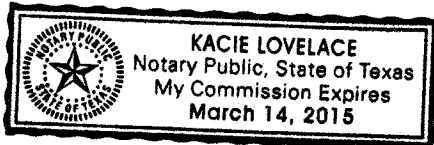
That the Applicant herein, **Priority Power Management, LLC** acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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 **1st** day of **June**, 2011.





Signature of official administering oath

My commission expires **March 14, 2015**.

Exhibit 11.b Operations Affidavit

OPERATIONS AFFIDAVIT

State of Texas:

: ss.

County of Dallas:

John J. Bick, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the **Managing Principal** (Office of Affiant) of **Priority Power Management, LLC** (Name of Applicant);

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

That **Priority Power Management, 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 **Priority Power Management, 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 **Priority Power Management, 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.

**Exhibit 11.b Operations Affidavit
(continued)**

That **Priority Power Management, 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 set forth above are true and correct; to the best of his knowledge, information, and belief.



Signature of Affiant

Sworn and subscribed before me this **1st day of June, 2011.**





Signature of official administering oath

My commission expires **March 14, 2015.**

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

PRIORITY POWER MANAGEMENT LLC
2080 N STATE HWY 360 STE 360
GRAND PRAIRIE TX 75050-1496

REFERENCE: L0005129
1983546 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: 05/18

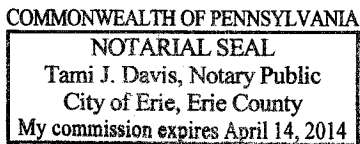
TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 05/18/11

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 64 W Elm St, Hillsboro, TX 76645-2036, 254-694-8527 (Ofc), 254-694-8576 (Fax)

Sworn to and subscribed before me this

18 day of May 2011 Affiant: Rosanne Cheeseman

NOTARY: Tami J. Davis



**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:

May 18, 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 18th day of May, 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 Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 84 W Elm St, Hillsboro TX 76645-2036, 254-694-8527 (Ofc), 254-694-8576 (Fax)

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:

18 of May, 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

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity of electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 64 W. Elm St., Hillsboro TX 76645-2036, 254-694-8527 (Ofc), 254-694-8576 (Fax)

M. Goodwin
PG Publishing Company

Sworn to and subscribed before me this day of:
May 18, 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

STATEMENT OF ADVERTISING COSTS
PRIORITY POWER MANAGEMENT LLC
2080 N. STATE HWY. 360, STE. 360
ATTN: BRAD TRIETSCH
GRAND PRAIRIE TX 75050

To PG Publishing Company

Total ----- \$487.50

Publisher's Receipt for Advertising Costs

PG PUBLI NY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby ack of the aforesaid advertising and publication costs and certifies that the same have been fully

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.

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

PRIORITY POWER MANAGEMENT LLC BRAD TRIETSCH SUITE 360 2080 N STATE HWY 360 GRAND PRAIRIE TX 75050-1496

Account # 541141 Order # 80593927 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:

05/18/2011

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 18th day of May 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

LEGAL NOTICE PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE Application of Priority Power Management, LLC ("PPM") for Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania. PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 64 W. Elm St., Hillboro, TX 76645-2036, 254-946-6621, Office: 254-682-4676 Fax: 254-946-6621

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below.

publish: that th of The the subject matter of said publication are true. By and through Counsel: Robert Buckner Robert P. Buckner Law Offices 64 W Elm St, Hillsboro TX 76645-2036 254-694-8527 (Ofc), 254-694-8576 (Fax)

ounty of Cambria, and Commonwealth of Pennsylvania and ove matter published in said publication in the regular issues PA, on May 18, 2011; and that the Affiant is not interested in that all of the allegations as to time, place and character of

On this 19th day of May 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,

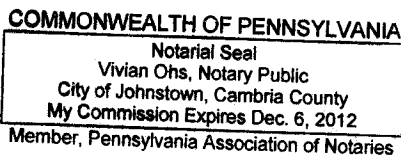
Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 19th day of May, 2011.

[Handwritten signature]

Table with 3 columns: Description, Rate, Total. Rows include 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), Total Cost (157.50).



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 _____

No.

Term, 19

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:

May 18, 2011

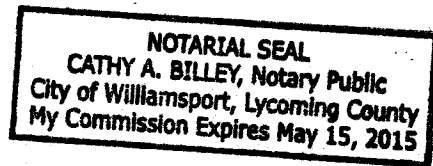
Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all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

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me
the 18th day of May 2011

Cathy A. Billey
Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:	
For publishing the notice attached	
hereto on the above state dates.....	\$ 236.96
Probated same.....	\$
Total.....	\$ 236.96

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

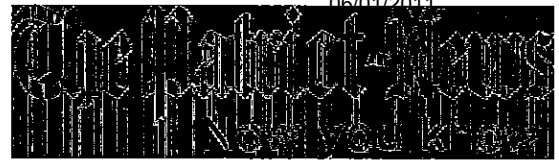
SUN-GAZETTE COMPANY

BY Bernard A. Oravec

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 64 W Elm St, Hillsboro TX 76645-2036, 254-694-8527 (Ofc), 254-394-8576 (Fax).

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE Application of Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania. PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/ marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 Patriot-News Co.
2020 Technology Pkwy
Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213



PRIORITY POWER MANAGEMENT LLC
2080 N. STATE HWY 360, SUITE 360

GRAND PRAIRIE TX 75050

**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.

PUBLICATION COPY

This ad # 0002144700 ran on the dates shown below:

May 18, 2011

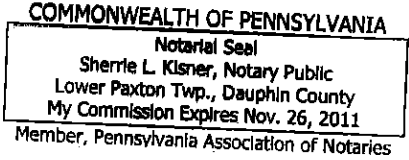
Holly B.

Sworn to and subscribed before me this 01 day of June, 2011 A.D.

Sherrie L. Kisner

Notary Public

see att.



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



PRIORITY POWER MANAGEMENT LLC
2080 N. STATE HWY 360, SUITE 360

GRAND PRAIRIE TX 75050

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>
226530	PRIORITY POWER MANAGEMENT LI	0002144700	05/18/11	REGULAR		BASIC AD CHARGE	\$185.30
						AFFIDAVIT CHARGE	\$5.00
TOTAL:							\$190.30

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

**PENNSYLVANIA PUBLIC UTILITY COM-
MISSION NOTICE**

Application of Priority Power Management, LLC ("PPM") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

PPM will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. PPM 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 PPM 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 PPM's attorney at the address listed below. By and through Counsel: Robert Buckner, Robert P. Buckner Law Offices, 64 W Elm St, Hillsboro TX 76645-2036, 254-694-8527 (Ofc), 254-694-8576 (Fax)