

**GRAIG A. DOLL**

ATTORNEY AT LAW  
25 WEST SECOND STREET  
P.O. Box 403  
HUMMELSTOWN, PENNSYLVANIA 17036-0403  
717/566-9000 FAX 717/566-9901  
E-MAIL CDOLL76342@AOL.COM

August 9, 2011

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

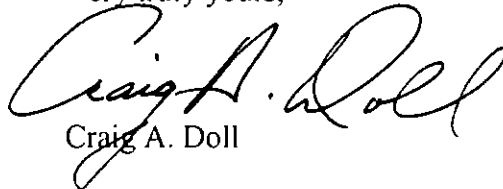
Re: Application of MC Squared Energy Services, LLC for a Certificate of Public Convenience as an Electric Generation Supplier

Dear Secretary Chiavetta:

Enclosed please find an original and one copy of the Application of MC Squared Energy Services, LLC for a Certificate of Public Convenience as an Electric Generation Supplier as well as a cd-rom PDF copy of the application and an attorney's check for the filing fee in the amount of \$350. A copy of this application has been served upon all parties listed on the Certificate of Service attached to the Application and has been published in the required newspapers of general circulation. Included within the Application are audited financial statements of MC Squared which should be treated as proprietary in nature. These financial statements are submitted in a separate envelope marked Proprietary Information. As required by Commission regulations, a copy of the proprietary information has been submitted only to the statutory parties.

If you have any questions, please feel free to contact this office.

Very truly yours,

  
Craig A. Doll

SECRETARY'S BUREAU  
PA PUC

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CAD/kmv  
Enclosure

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# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of MC Squared Energy Services, LLC, for approval to offer, render, furnish, or supply electricity or electric generation services as an Electric Generation Supplier, Aggregator and Broker/Marketer 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:

MC Squared Energy Services, LLC.  
10 South Riverside Plaza  
Suite 1800  
Chicago, Illinois 60606  
Telephone: 877-622-7697  
Fax Number: 877-281-1279  
Web site address: [www.mc2energyservices.com](http://www.mc2energyservices.com)

- 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.

CT Corporation System  
Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19103-7042

- 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.

Ms. Sharon M. Hillman  
MC Squared Energy Services, LLC.  
10 South Riverside Plaza  
Suite 1800  
Chicago, Illinois 60606  
Telephone: 312-474-5738  
Fax Number: 877-281-1279  
[sharonhillman@mc2energyservices.com](mailto:sharonhillman@mc2energyservices.com)

- 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.

Craig A. Doll, Esquire  
25 West Second Street  
P.O. Box 403  
Hummelstown, PA 17036-0403  
Telephone: (717) 566-9000  
Fax: (717) 566-9901  
[CDoll76342@aql.com](mailto:CDoll76342@aql.com)

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PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

- 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.

Mr. John F. Clark ,CFO  
MC Squared Energy Services, LLC.  
10 South Riverside Plaza  
Suite 1800  
Chicago, Illinois 60606  
Telephone: 312-474-5738  
Fax Number: 877-281-1279

MC2 has established toll free Customer Service Telephone and Fax numbers as well as an email address to address customer service issues. The toll free customer service number is (877) 622-7696; the toll free fax number is (877) 281-1279; and the email address is [service@mc2energyservices.com](mailto:service@mc2energyservices.com).

## 2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

**or**

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.

**See attached documentation labeled Exhibit A.**

- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

**See attached Exhibit B - License to Transact business in the States of Illinois and Ohio.**

- Give name and address of officers.

Mr. Charles C. Sutton, President  
10 South Riverside Plaza, Suite 1800  
Chicago, Illinois 60606

Mr. John F. Clark, CFO  
10 South Riverside Plaza, Suite 1800  
Chicago, Illinois 60606

Mr. Mark J. McGuire, Executive Vice President and General Counsel  
10 South Riverside Plaza, Suite 1800  
Chicago, Illinois 60606

Ms. Sharon Hillman, Executive Vice President, Business Development and Regulatory Affairs  
10 South Riverside Plaza, Suite 1800  
Chicago, Illinois 60606

### 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.

On February 28, 2011 MC Squared, through an equity purchase transaction became a wholly owned subsidiary of DPL Energy Resources, Inc. ("DEPLER") which is a licensed electric generation supplier within the Commonwealth of Pennsylvania, holding a Certificate of Public Convenience at A-2009-2149770 as well as a competitive retail electric supplier in the State of Ohio. DEPLER in turn is a wholly owner subsidiary of DPL, Inc., a regional energy company. DPL's primary subsidiaries include Dayton Power & Light Company which is a regulated public utility in the State of Ohio; DPL Energy, LLC which is engaged in the operation of merchant peaking generation facilities; and DEPLER.

- 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.

None

### 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):

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.

The Applicant proposes to engage in the competitive retail sale of electricity to end use customers of all classifications as an electric generation supplier (EGS), utilizing the transmission and distribution facilities of jurisdictional electric distribution companies (EDC's) throughout the Commonwealth of Pennsylvania.

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

Applicant proposes to offer service as an EGS throughout the Commonwealth of Pennsylvania.

e. **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):

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

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

**g. 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?

- Yes
- No

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

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

Applicant proposes to begin providing services as soon as it receives its Certificate of Public Convenience from the Commission.

## **5. COMPLIANCE**

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

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

Neither MC Squared nor any of its principals have been the subject of any criminal, civil, or administrative proceeding in the past 5 years.

**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.

None

- 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

- 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

Proof of Service is appended to this Application

- b.) **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each EDC is as follows.

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

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



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

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

**Met-Ed, Penelec, and Penn Power:**  
Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

**Pike County Light & Power Company:**  
Director of Customer Energy Services  
Orange and Rockland Company  
390 West Route 59  
Spring Valley, NY 10977-5300

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

A proof of service is appended hereto.

## 7. FINANCIAL FITNESS

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

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

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*

- Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.

**b. FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.

**See attached Exhibit C.**

- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)

**The SEC filings of DPL, Inc., the parent company of MC Squared energy Services, Inc. can be found at <http://phx.corporate-ir.net/phoenix.zhtml?c=93052&p=irol-sec>**

- 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.

**See Attached Exhibit D. Applicant considers these statements to be proprietary in nature and are submitted under separate cover.**

- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

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

Mr. John F. Clark  
Chief Financial Officer  
10 South Riverside Plaza, Suite 1800  
Chicago, IL 60606  
Telephone: (312) 474-5738  
Fax: (877) 281-1279  
Email: [johnclark@mc2energyservices.com](mailto:johnclark@mc2energyservices.com)

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

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

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

## 8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

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

- Applicant's previous experience in the electricity industry.

**See Exhibit E**

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

**See Exhibit F**

- Type of customers and number of customers Applicant currently serves in other jurisdictions.

MC Squared currently provides electric retail service to approximately 2,000 retail customers in the Commonwealth Edison service territory in Illinois. DP&L, an affiliate of MC Squared supplies power to approximately 500,000 customers in West Central Ohio.

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

MC Squared will rely upon its parent and affiliated companies to provide services necessary to obtain and transport electrical supplies to customers. Initially MC Squared will rely upon its staff utilized to provide customer services within the State of Illinois. As the number of customers served increases, MC Squared will hire additional staff and, if deemed necessary will open satellite offices in the various jurisdictions where it provides service. MC Squared is committed to providing the customer with superior service and will supplement its training operations as necessary. MC Squared agrees to conform to any Uniform Standards of Conduct and Disclosure adopted by the Commission. Staff will be trained to comply with all provisions of the Pennsylvania Public Utility Code, this Commission's regulations, and any applicable laws of the Commonwealth of Pennsylvania.

Prior to any activity relating to the providing of service to residential customers, MC Squared will file with the Commission copies of all standard forms or contracts that it proposes to use for that purpose.

- Business plans for operations within the Commonwealth.

At present all marketing efforts and customer contact will be undertaken by existing staff located in the State of Illinois. MC Squared will market to and solicit customers throughout the

Commonwealth with billing to be provided either through the EDC or by MC Squared. The billing arrangements will be EDC dependent.

- 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.

DP&L, MC Squared's affiliate, will serve as MC Squared's provider of portfolio management services and as its Transmission Scheduling Agent ("TSA") with ISOs and RTOs such as PJM and MISO. The services to be provided under this arrangement include power portfolio position management and hedging of MC Squared's local requirements and supply resources; logistics management and coordination activities through ISO/RTO energy, capacity, ancillary services, transmission and congestion markets, including bidding, scheduling and settlements; compliance with all ISO/RTO emergency or other directives and the maintenance of all systems necessary to coordinate with the ISO/RTO and/or Pennsylvania jurisdictional EDC; and wholesale counterparty credit and contract administration.

**See Exhibit G**

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

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

**See Exhibit H**

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

## 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.

## 10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

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

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

*(Select only one of the following)*

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

- b. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43.

- AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201–54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.

- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

AGREED

- d. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

AGREED

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

ACKNOWLEDGED

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

AGREED

- g. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

AGREED

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

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

## 11. AFFIDAVITS

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

**b.) OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

## 12. NEWSPAPER PUBLICATIONS

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

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

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

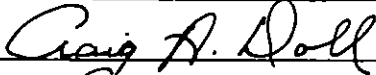
Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	<u>Duquesne</u>	<u>Met Ed</u>	<u>PECO</u>	<u>Penelec</u>	<u>Penn Power</u>	<u>PPL</u>	<u>UGI</u>	<u>West Penn</u>	<u>Entire Commonwealth</u>
Philadelphia Daily News		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)*

### 13. SIGNATURE

Applicant: MC Squared Energy Services, LLC

By: 

Title: Attorney



## 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:** MC Squared Energy Services, LLC

√	<b>Signature</b>	
√	<b>Filing Fee</b>	
√	<b>Application Affidavit</b>	
√	<b>Operations Affidavit</b>	
√	<b>Proof of Publication</b>	
√	<b>Bond or Letter of Credit</b>	
√	<b>Tax Certification Statement</b>	
√	<b>Commonwealth Department of State Verification</b>	
√	<b>Certificate of Service</b>	

Applicant's Use

PUC Secretary's Bureau Use

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of ILLINOIS :

ss.

County of COOK :

CHARLES C. SUTTON, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the PRESIDENT (Office of Affiant) of MC Squared Energy Services, LLC

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

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

That the Applicant herein, MC Squared energy Services, LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

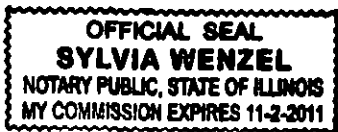
That the Applicant herein, MC Squared Energy Services, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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.

*CC Sutton*

Signature of Affiant

Sworn and subscribed before me this 1 day of August, 2011.



*Sylvia Wenzel*

Signature of official administering oath

My commission expires 11-2-2011

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of ILLINOIS :

ss.

County of COOK :

JOHN F. CLARK, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the CHIEF FINANCIAL OFFICER (Office of Affiant) of MC SQUARED ENERGY SERVICES, LLC (Name of Applicant);]

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

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

That MC Squared Energy Services, LLC, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2 ), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

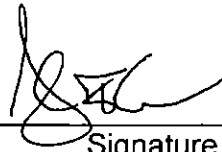
As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing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

**Appendix B (Continued)**

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

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

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



\_\_\_\_\_  
Signature of Affiant

Sworn and subscribed before me this 1 day of August, 2011.



\_\_\_\_\_  
Signature of official administering oath

My commission expires 11-2-2011.

## Appendix D

Page 1 of 2

### Electric Generation Supplier License Bonds

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

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

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

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

**SEE ATTACHED**

## Appendix F

**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.

<b>1. CORPORATE OR APPLICANT NAME</b> Mc Squared Energy Services, LLC	<b>2. BUSINESS PHONE NO.</b> (        ) <b>CONTACT PERSON(S) FOR TAX ACCOUNTS:</b> 312-474-5738
--	---

**3. TRADE/FICTITIOUS NAME (IF ANY)**  
 N/A

**4. LICENSED ADDRESS** (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)  
 10 South Riverside Plaza, Suite 1800, Chicago, Illinois 60606

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

**6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)**

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Charles C. Sutton, President	
Mr. Gary G. Stephenson, Director	
Ms. Teresa G. Marrinan, Director	
Mr. Arthur G. Meyer, Director	

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

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

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

<b>A. SALES TAX LICENSE (8 DIGITS)</b> APPLICATION PENDING    N/A                           <input type="checkbox"/> <input type="checkbox"/>	<b>C. CORPORATE BOX NUMBER (7 DIGITS)</b> APPLICATION PENDING    N/A                     <input type="checkbox"/> <input type="checkbox"/>
<b>B. EMPLOYER ID (EIN) (9 DIGITS)</b> APPLICATION PENDING    N/A    2     6     -     3     6     1     5     8     5     2    <input type="checkbox"/> <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**

Mr. John F. Clark, CFO (As to all) PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES
PHONE (312) 474-5738	PHONE	PHONE

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

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

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

**Background**

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

**Definitions**

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

**Terms of Service**

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

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

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

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

**2. Length of Agreement**

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

## Appendix G (Continued)

**3. Special Terms and Conditions** - List and explain all that apply.

Sign-up bonuses  
Add-ons  
Limited time offers  
Other Sales Promotions  
Exclusions

**4. Special Services** - Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.

**5. Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

**6. Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

**7. Renewal Provision/Agreement Expiration/Change in Terms**

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

**8. Dispute Procedures**

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

**9. Contact Information**

Generation Supplier Name:

---

Address:

---

---

---

Phone Number:

---

Internet Address:

---

Electric Distribution Company Name:

---



**Appendix G (Continued)**

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

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

\_\_\_\_\_

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

Public Utility Commission (PUC)

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

Choice Hotline Number: 1-800-692-7380

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

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

## Appendix H

### PROOF OF PUBLICATION

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

ATTY CRAIG A DOLL  
PO BOX 403  
25 WEST SECOND STREET HUMMELSTOWN PA 17036-0403

Account # 546010  
Order # 80657363  
Ad Price: 237.05

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:

07/22/2011

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 22nd day of July 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  
Application of MC Squared Energy  
Services, LLC For Approval To Offer,

Render, Furnish or Supply Electricity or  
Electric Generation Services As A Gen-  
erator and Supplier of Electric Power, a  
Marketer/Broker engaged in the Busi-  
ness of Supplying Electricity, And An  
Aggregator engaged in the Business of  
Supplying Electricity, to the Public In  
The Commonwealth Of Pennsylvania.

MC Squared Energy Services, LLC will  
be filing an application with the Penn-  
sylvania Public Utility Commission  
("PUC") for a license to supply electric-  
ity 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. MC  
Squared Energy Services, LLC propos-  
es to sell electricity and related ser-  
vices throughout all of Pennsylvania  
under the provisions of the new Elec-  
tricity Generation Customer Choice  
and Competition Act.

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

By and through Counsel:  
Craig A. Doll, Esquire  
25 West Second Street  
PO Box 403  
Hummelstown, PA 17036-0403  
717-566-9000  
717-566-9901

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:

July 23, 2011

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

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE  
Application of MC  
Squared Energy Services,  
LLC For Approval To  
Offer, Render, Furnish Or  
Supply Electricity Or Elec-  
tric Generation Services  
As A Generator And Sup-  
plier Of Electric Power, A  
Marketer/Broker Engaged  
In The Business Of Sup-  
plying Electricity, And An  
Aggregator Engaged In  
The Business Of Supply-  
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Public In The Com-

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ear, more than just

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 26<sup>th</sup> day of July, 2011  
Cathy A. Billey  
Notary Public

NOTARIAL SEAL  
CATHY A. BILLEY, Notary Public  
City of Williamsport, Lycoming County  
My Commission Expires May 15, 2015

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:	
For publishing the notice attached	
hereto on the above state dates.....	\$ 277.00
Probated same.....	\$
Total.....	\$ 277.00

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

### 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 K. Flaherty, 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:

**22 of July, 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

**PUBLIC UTILITY COMMISSION NOTICE**

*Application of MC Squared Energy Services, LLC 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.*

MC Squared Energy Services, LLC 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. MC Squared Energy Services, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

K. Flaherty  
PG Publishing Company  
Sworn to and subscribed before me this day of:  
July 22, 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**  
Craig A. Doll  
25 West Second St.  
P.O. Box 403  
Hummelstown PA 17036

To PG Publishing Company

Total ----- \$672.50

#### Publisher's Receipt for Advertising Costs

PG PUBLI  
hereby ack  
been fully  
Of  
34 Boulevard  
PITTSBURC  
Phone 412  
I hereby certifi  
said notice.

NY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, of the aforesaid advertising and publication costs and certifies that the same have

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

By Maria Lucia

the original Proof of Publication and receipt for the Advertising costs in the subject matter of

By and through  
Counsel:  
Craig A. Doll, Esquire  
25 West Second  
Street  
P.O. Box 403  
Hummelstown, PA  
17036-0403  
717- 566-9000  
717- 566-9901

COMMONWEALTH OF PENNSYLVANIA }  
 County of Cambria } SS

PENNSYLVANIA  
 PUBLIC UTILITY COMMISSION  
 NOTICE

Application of MC Squared Energy Services, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketeer/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.

MC Squared Energy Services, LLC 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/marketeer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MC Squared Energy Services, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

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

By and through Counsel:  
 Craig A. Doll, Esquire  
 25 West Second Street, P.O. Box 403  
 Hummelstown, PA 17038-0403  
 717-566-9000  
 717-566-9901

publish  
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County of Cambria, and Commonwealth of Pennsylvania and  
 the matter published in said publication in the regular issues  
 of the same, on July 23, 2011; and that the Affiant is not interested in  
 the truth of all of the allegations as to time, place and character of

*Christine Marhefka*

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this  
 26th day of July, 2011.

*[Signature]*

0.00 Lines @	\$2.50 per line	0.00
7 Inches @	\$25.00 per inch	175.00
Notary Fee		5.00
Clerical Fee		2.50
<b>Total Cost</b>		<b>182.50</b>

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

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

By \_\_\_\_\_

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

The Patriot-News  
Now you know

CRAIG A DOLL  
PO BOX 403

HUMMELSTOWN PA 17036

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 directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002158142 ran on the dates shown below:

July 22, 2011

Sworn to and subscribed before me this 25 day of July, 2011 A.D.

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

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

Member, Pennsylvania Association of Notaries

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
Application of MC Squared Energy Services, LLC 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.  
MC Squared Energy Services, LLC 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. MC Squared Energy Services, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MC Squared Energy Services, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to MC Squared Energy Services, LLC's attorney at the address listed below.  
By and through Counsel:  
Craig A. Doll, Esquire  
25 West Second Street  
P.O. Box 403  
Hummelstown, PA 17036-0403  
717-566-9000  
717-566-9901

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:

July 25, 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 25<sup>th</sup> day of  
July, 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 MC Squared Energy Services, LLC 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.

MC Squared Energy Services, LLC 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. MC Squared Energy Services, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MC Squared Energy Services, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to MC Squared Energy Services, LLC's attorney at the address listed below.

By and through Counsel:  
Craig A. Doll, Esquire  
25 West Second Street  
P.O. Box 403

Hummelstown, PA 17038-0403  
717- 568-9000  
717- 568-9901



OATH OF PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

CRAIG DOLL  
PO BOX 403  
25 W SECOND ST  
HUMMELSTOWN PA 17036

REFERENCE: L0005243  
1999036 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: 07/23

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
*Application of MC Squared Energy Services, LLC 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.*  
MC Squared Energy Services, LLC 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. MC Squared Energy Services, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MC Squared Energy Services, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to MC Squared Energy Services, LLC's attorney at the address listed below.  
By and through Counsel:  
Craig A. Doll, Esquire  
25 West Second Street, P.O. Box 403  
Hummelstown, PA 17036-0403  
717-566-9000 717-566-9901

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 07/23/11

Sworn to and subscribed before me this  
25 day of July 2011 Affiant: Rosanne Cheeseman  
NOTARY: Laurene A. Daugherty

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Laurene A. Daugherty, Notary Public  
City of Erie, Erie County  
My Commission Expires Nov. 5, 2013  
Member, Pennsylvania Association of Notaries

## Appendix I

### Electronic Data Interchange and Internet Requirements

Prior to doing business in an EDC service territory, the EGS must meet the Electronic Data Interchange (EDI) certification requirements of the EDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the EGS is encouraged to contact the EDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. EDC requirements of new suppliers may be found on the respective EDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at [http://www.puc.state.pa.us/electric/electric\\_electronic\\_data\\_exchange.aspx](http://www.puc.state.pa.us/electric/electric_electronic_data_exchange.aspx). The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed EGS is strongly encouraged to participate in the EDEWG by contacting the following:

#### PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Annunciata Marino	717-772-2151	annmarino@state.pa.us	None
PA EDEWG LDC Co-Chair	Sue Scheetz	610-774-3616	smscheetz@pplweb.com	Email
PA EDEWG ESP Co-Chair	George Behr	717-975-1927	GBehr@EnergyServicesGroup.net	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	bsiegel@ista-na.com	Email

#### PA EDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
Allegheny Power	Tom Graham	724-838-6528	EDISupport-EDC@alleghenypower.com	Email
Duquesne Light Co	Supplier Service Center	412-393-6282	DLC_SSC@duqlight.com	Email
FirstEnergy - Metropolitan Edison Co, Pennsylvania Electric, Penn Power, & JCP&L	Supplier Support	330-761-4348	SupplierSupport@firstenergycorp.com	Email
PECO	Electric & Gas Choice Hotline	215-841-3700	egc@exeloncorp.com	Email
PPL Electric Utilities	Donna M. Hirst	610-774-6349	dmhirst@pplweb.com	None
	Susan Scheetz	610-774-3616	smscheetz@pplweb.com	Email
	Supplier Support	610-774-6396	PPLUtilitiesSupplier@pplweb.com	Email
	EDI Team	610-774-5757	EDIUtilAdm@pplweb.com	Email
UGI Utilities Inc.	EDI Technical Support	610-736-5471	edi@ugi.com	Email

**EXHIBIT A**

**Item 3 (b) Proof of Compliance with the filing requirements of the Pennsylvania Department of State.**

Attached

Entity #: 4047072  
Date Filed: 08/02/2011  
Carol Aichele  
Secretary of the Commonwealth

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	<b>CT - COUNTER</b>		
Address	C T CORP COUNTER PICK UP		
City	State	Zip Code	
8311567	SO PA		

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

Commonwealth of Pennsylvania  
APPLICATION FOR REGISTRATION 3 Page(s)



Fee: \$250

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

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:  
MC Squared Energy Services, 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:  
MC Squared Energy Services, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:  
Jurisdiction: Illinois Date of Formation: 10/21/2008

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
C T Corporation System				Dauphin

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:

10 South Riverside Plaza, Suite 1800; Chicago, Illinois 60606

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)~~

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

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

Name	Business Address

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

Number and street	City	State	Zip	County

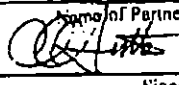
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

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

1st day of August 2011

MC Squared Energy Services, LLC

\_\_\_\_\_  
Name of Partnership/Company

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
President

\_\_\_\_\_  
Title

**EXHIBIT B**

**Item 3 (b) – Copy of MC2’s license to transact business in the States of Illinois and Ohio.**



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 21, 2008

0261884-2

MARK J. MCGUIRE  
77 W WACKER DRIVE, SUITE 4100  
CHICAGO, IL 60601-0000

RE MC SQUARED ENERGY SERVICES, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

MANY SERVICES ARE NOW AVAILABLE ON-LINE AT [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). AMONG OTHER SERVICES AT THIS SITE, YOU MAY CHECK THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE PREVIOUS PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-5.5**  
April 2007

Illinois  
Limited Liability Company Act  
Articles of Organization

FILE # 02618842

Secretary of State Jesse White  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62758  
217-524-8008  
www.cyberdriveillinois.com



LC0366266

This space for use by Secretary of State.

This space for use by Secretary of State.

**FILED**

October 21, 2008

Jesse White

Secretary of State

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Approved: TLB

1. Limited Liability Company Name: MC Squared Energy Services, LLC

The LLC name must contain the words Limited Liability Company, L.L.C. or LLC and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership or L.P.

2. Address of Principal Place of Business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.) 10 South Riverside Plaza, Suite 1800, Chicago, IL 60608

3. Articles of Organization effective on: (check one)

the filing date

a later date (not to exceed 60 days after the filing date): \_\_\_\_\_

Month, Day, Year

4. Registered Agent's Name and Registered Office Address:

Registered Agent: Mark J. McGulro  
First Name Middle Initial Last Name

Registered Office: 77 West Wacker Drive Suite 4100  
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #  
Chicago 60601 Cook  
City ZIP Code County

5. Purpose(s) for which the Limited Liability Company is organized: (If more space is needed, attach additional sheets of this size.)

"The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."

6. Latest date, if any, upon which the company is to dissolve: \_\_\_\_\_  
(Leave blank if duration is perpetual.)

Month, Day, Year



LLC-5.5

7. (OPTIONAL) Other provisions for the regulation of the internal affairs of the Company: (If more space is needed, attach additional sheets of this size.)

8. The Limited Liability Company: (Check either a or b below.)  
a.  is managed by the manager(s) (List names and business addresses.)

Charles C. Sutton 10 South Riverside Plaza, Suite 1800, Chicago, IL 60608

b.  has management vested in the member(s) (List names and addresses.)

9. Name and Address of Organizer(s)  
I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated October 21, 2008  
Month & Day Year

1.   
Signature

Sarah J. Schwartz, Esq  
Name (type or print)

Name of a Corporation or other Entity, and Title of Signer

1. 77 West Wecker Drive, Suite 4100  
Number Street

Chicago  
City/Town

Illinois 60601  
State ZIP Code

2.   
Signature

Name (type or print)

Name of a Corporation or other Entity, and Title of Signer

2.   
Number Street

City/Town

State ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.



## OFFICE OF THE SECRETARY OF STATE

---

JESSE WHITE • Secretary of State

0261884-2

10/23/2008

MARK J. MCGUIRE  
77 W WACKER DRIVE, SUITE 4100  
CHICAGO, IL 60601-0000

RE MC SQUARED ENERGY SERVICES, LLC  
CASE: MC2 - WHERE ENERGY COMES FROM

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE  
LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FEE.

SINCERELY YOURS,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-1.20**

October 2006

Secretary of State Jesse White  
Department of Business Services  
Limited Liability Division  
Room 351 Howlett Building  
501 S. Second St.  
Springfield, IL 62756  
www.cyberdriveillinois.com

Payment must be made by business  
firm check payable to Secretary of  
State. (If check is returned for any  
reason this filing will be void.)

**Illinois**

**Limited Liability Company Act**

Application to Adopt, Change, Cancel  
or Renew an Assumed Name

Filing Fee - see note on reverse side

**SUBMIT IN DUPLICATE**

Must be typewritten

This space for use by Secretary of State.

Filing Fee: \$ 60  
Approved: jd

FILE # 02618842

This space for use by Secretary of State.

**FILED**

OCT 23 2008

JESSE WHITE  
SECRETARY OF STATE

1. Limited Liability Company Name: MC Squared Energy Services, LLC

2. State or Country under the laws of which the company is organized: (check one)

Illinois (domestic)     Foreign (specify): \_\_\_\_\_

3. Date organized (if an Illinois Limited Liability Company) or date authorized to transact business in Illinois (if a foreign Limited Liability Company): October 21, 2003

4. TO ADOPT: (a) The Limited Liability Company intends to adopt and transact business under the assumed name of: mc2 - Where Energy Comes From OK

(b) The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until October 1, 2010, the first day of the company's anniversary month in the next year, which is evenly divisible by five.

5. TO CHANGE: (a) The above-named Limited Liability Company intends to cease transacting business under the assumed name of: \_\_\_\_\_

(b) and to commence transacting business under the new assumed name of: \_\_\_\_\_

6. TO CANCEL: The above-named Limited Liability Company intends to cease transacting business under the assumed name of: \_\_\_\_\_

7. TO RENEW: (a) The above-named Limited Liability Company intends to renew the assumed name of: \_\_\_\_\_

(b) The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until \_\_\_\_\_, 20\_\_\_\_, the first day of the company's anniversary month in the next year, which is evenly divisible by five.

LLC-1.20

026/8842  
10/23/08

8. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this Application to Adopt, Change, Cancel or Renew an Assumed Name is to the best of my knowledge and belief, true, correct and complete.

Dated OCTOBER 23, 2008  
✓ [Signature] Month & Day Year  
Charles C. Sutton, Manager  
Signature  
Name and Title (Type or print)

If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.

- NOTE:
- a. An assumed name may be adopted in five-year increments. The right to use an assumed name shall be effective from the date of filing by the Secretary of State until the first day of the anniversary month of the Limited Liability Company that falls within the next calendar year evenly divisible by 5.
  - b. The filing fee to adopt an assumed name is \$150 for each year or part thereof ending in 0 or 5; \$120 for each year or part thereof ending in 1 or 6; \$90 for each year or part thereof ending in 2 or 7; \$60 for each year or part thereof ending in 3 or 8; or \$30 for each year or part thereof ending in 4 or 9.
  - c. The fee to change an assumed name is \$100.
  - d. The fee for canceling an assumed name is \$100.
  - e. The fee to renew an assumed name is \$150. An assumed name may be renewed 60 days prior to the expiration of the right to use the assumed name, for a period of five years, by making an election to do so at the time of filing the Annual Report and by paying the renewal fees as prescribed by this Act.
  - f. A penalty of \$100 will apply to any assumed name renewed on or after the first day of the company's anniversary month. If the assumed name is not renewed within the 60 days commencing with the first day of the company's anniversary month, the right to use the assumed name shall cease.

**CORPORATION SERVICE COMPANY**

www.incspot.com

CSC- Chicago  
Suite 2320  
33 No. LaSalle Street  
Chicago, IL 60602-2607  
312-372-4450  
312-372-1956 (Fax)

Matter# 2052959-0001  
Project Id :

Order# 764973-5  
Order Date 10/21/2008

Entity Name : MC SQUARED ENERGY SERVICES, LLC  
Jurisdiction : IL-Secretary of State  
Request for : Incorporation/Formation Filing  
File# : 0261884-2  
File date : 10/21/2008  
Result : Filed

Ordered by CARYN A. SCHMIDT at MCGUIREWOODS LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.incspot.com](http://www.incspot.com).

If you have any questions concerning this order or IncSpot, please feel free to contact us.

TERESA A. FERRENTINO  
tferren3@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing offices; we accept no liability for errors or omissions.

10 South LaSalle Street, Suite 1600  
Chicago, Illinois 60605  
(312) 474-6441 ext 202  
(312) 622-7637 toll free  
(312) 281-1279 fax  
[www.mc2energy.com](http://www.mc2energy.com)

where energy comes from

March 9, 2011

Mr. Thomas S. O'Neill, Designated Agent  
**Commonwealth Edison Company**  
440 South LaSalle Street, Suite 3300  
Chicago, Illinois 60605

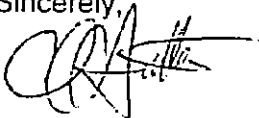
RE: State of Illinois Administrative Code, Title 83: Public Utilities  
Chapter 1: Illinois Commerce Commission  
Subsection 451.30(c)(3) Required Filing and Procedures

Dear Mr. Thomas,

As part of its Application for Certification by the Illinois Commerce Commission (Commission) as an Alternative Retail Electric Supplier (ARES), MC Squared Energy Services, LLC d/b/a "mc2-Where Energy Comes From" (Applicant) submits this letter of intention to offer electric service to all customers in the service territory of Commonwealth Edison Company (ComEd) including Single Bill Option authority under Rider SBO.

A copy of this letter will be provided to the Commission as part of the Application for MC Squared Energy Services, LLC.

Sincerely,



Charles C. Sutton  
President

cc: Illinois Commerce Commission

ENCLOSURE



Prescribed by:  
 The Ohio Secretary of State  
 Central Ohio: (614) 466-3910  
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

<b>Expedite this Form: (Select One)</b>	
<b>Mail Form to one of the Following:</b>	
<input type="radio"/> Expedite	PO Box 1390 Columbus, OH 43216
*** Requires an additional fee of \$100***	
<input checked="" type="radio"/> Non Expedite	PO Box 670 Columbus, OH 43216

www.sos.state.oh.us  
 e-mail: busserv@sos.state.oh.us

**REGISTRATION OF A FOREIGN  
 LIMITED LIABILITY COMPANY**  
 Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A:

**(CHECK ONLY ONE (1) BOX)**

<p>(1) <input checked="" type="checkbox"/> Registration of a Foreign For-Profit Limited Liability Company          (108-LFA)          ORC 1705</p> <p>State of Organization <u>Illinois</u></p> <p>Date of Formation <u>10/21/2008</u></p>	<p>(2) <input type="checkbox"/> Registration of a Foreign Nonprofit Limited Liability Company          (108-LFA)          ORC 1705</p> <p>State of Organization _____</p> <p>Date of Formation _____</p>
--	--

Name of limited liability company in its state of organization: MC Squared Energy Services, LLC

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its home-state name) is:

\_\_\_\_\_  
Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd"

Check here if additional provisions are attached

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Mark J. McGuire  
Name

10 South Riverside Plaza, Suite 1800  
Street Address / P.O. Box Address

Chicago IL 60606  
City State Zip code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

KBHR Statutory Agent Corp.

Name

65 East State Street, Suite 1800

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

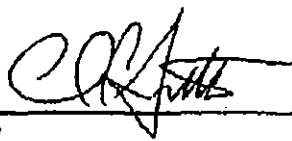
If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

**REQUIRED**

Articles and original appointment of agent must be (signed) by a member, manager or other representative.



Signature

04/15/11

Date

Charles C. Sutton, President

Print Name

Signature

Date

Print Name

Signature

Date

Print Name





DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/20/2011	201110901511	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

KEGLER BROWN HILL & RITTER  
65 E STATE ST  
18TH FLR  
COLUMBUS, OH 43215

**STATE OF OHIO**  
**CERTIFICATE**  
Ohio Secretary of State, Jon Husted

2014344

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**MC SQUARED ENERGY SERVICES, LLC**  
and, that said business records show the filing and recording of:

Document(s)  
**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):  
**201110901511**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 18th day of April, A.D.  
2011.

Ohio Secretary of State

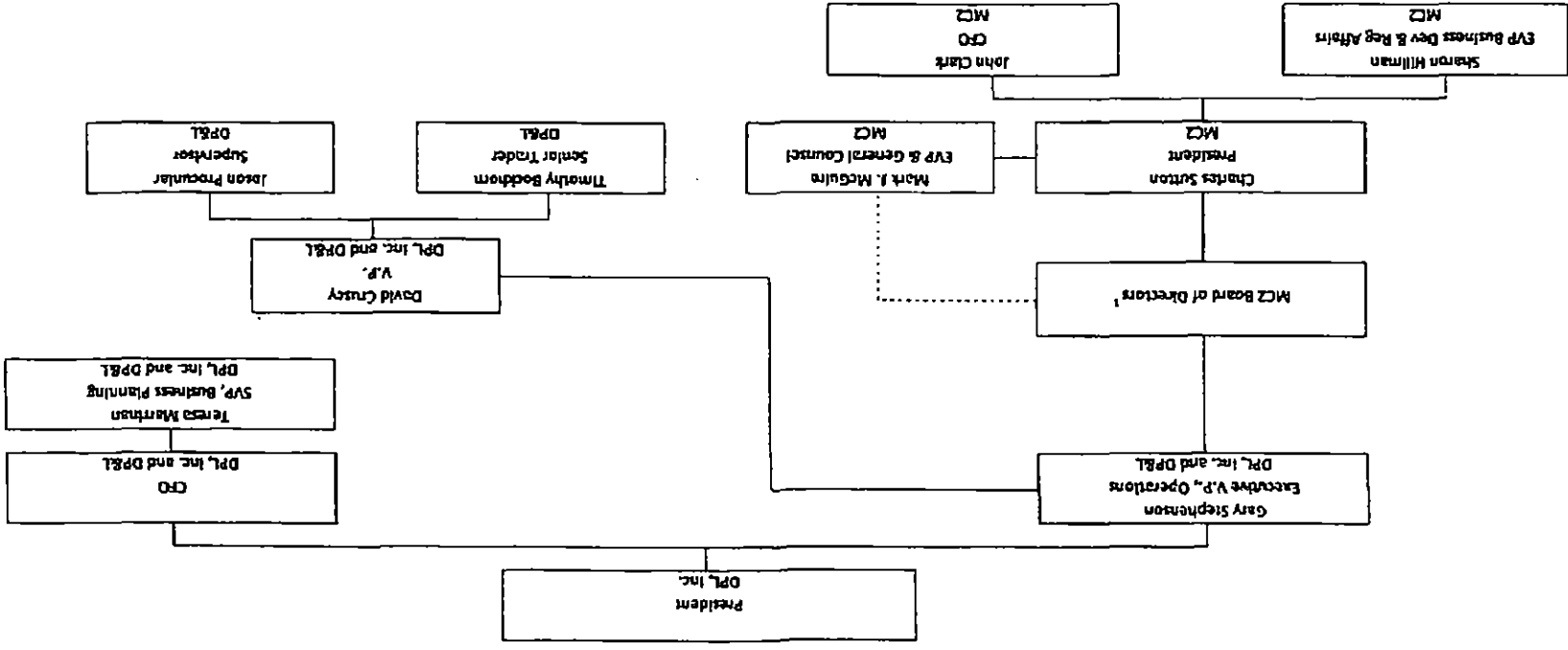
## EXHIBIT C

### **Item 7(b) – Organizational structure of MC2.**

See attached organizational chart.

MC squared Energy Services, LLC (“MC Squared”) is a wholly-owned subsidiary of DPL energy Resources, Inc. (“DPLER”). DPLER is a wholly-owned subsidiary of DPL, Inc., a regional energy company. DPL’s principal subsidiaries include Dayton Power and Light Company (“DP&L”); DPL energy, LLC (“DPLE”); and DPLER. DP&L is a regulated electric distribution company in the state of Ohio and provides service to over 500,000 retail customers in West Central Ohio. DPLE operates merchant peaking generation facilities. DPLER is a competitive retail electric supplier certified to provide retail electric service in Illinois, Michigan, Ohio and Pennsylvania.

MCZ Energy Services and DPL Corporate Organizational Chart



1: MCZ Energy Services Board of Directors: G. Stephenson, C. Sutton, S. Hillman, M. McGuire, J. Clark, T. Marthan and A. Meyer

## **EXHIBIT D**

**Item 7 (b) Applicant's accounting statements.**

**Applicant considers this information to be proprietary in nature and is being submitted under separate sealed cover.**

## EXHIBIT E

### Item 8 (a) – Summary of Experience, Customers served and Technical Expertise

MC Squared Energy Services, Inc. is a wholly-owned subsidiary of DPLER which in turn is a wholly-owned subsidiary of DPL, Inc. MC Squared currently serves approximately 120 MW of coincident peak summer retail load to over 2,000 customer accounts in the Commonwealth Edison service territory in Illinois. It has obtained full power supply requirements from PJM Interconnection, LLC, and intends to do so in the future. MC Squared is also investigating the possibility of obtaining power from its affiliate, The Dayton Power and Light Company (“DP&L”).

*DP&L will serve as MC Squared’s provider of portfolio management services and as its Transmission Scheduling Agent (“TSA”) with ISOs and RTOs such as PJM and MISO. The services to be provided under this arrangement include power portfolio position management and hedging of MC Squared’s local requirements and supply resources; logistics management and coordination activities through ISO/RTO energy, capacity, ancillary services, transmission and congestion markets, including bidding, scheduling and settlements; compliance with all ISO/RTO emergency or other directives and the maintenance of all systems necessary to coordinate with the ISO/RTO and/or Pennsylvania jurisdictional EDC; and wholesale counterparty credit and contract administration.*

DP&L manages a generation portfolio of approximately 3,800 MW and supplies power to approximately 500,000 customers in West Central Ohio. DP&L is a market participant in both the PJM and MISO markets, a member of the Reliability First Corporation (RFC), a signatory to the PJM Reliability Assurance Agreement (RAA), and its power supply and transmission operators are certified by PJM and NERC. DP&L currently provides similar power supply and procurement services to support service by MC Squared’s parent, DPL Energy Resources, Inc. to its existing retail electric supply customers.

## **Exhibit F**

### **Item 8 (a) – Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.**

MC Squared is currently licensed to provide retail electric service in Illinois. MC Squared has applied to become a provider of retail electric service in the State of Ohio. Attached is a copy of the license from the state of Illinois.

MC Squared's parent is certified to provide service in Illinois, Michigan, Ohio and Pennsylvania at A-2009-2149770.

## **EXHIBIT G**

**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.**

## Chuck Sutton

---

**From:** Chuck Sutton  
**Sent:** Thursday, March 10, 2011 11:14 AM  
**To:** Chuck Sutton  
**Subject:** FW: PJM Membership Approved - MC Squared Energy Services LLC

Official Notification from PJM of Membership Acceptance of MC Squared Energy Services, LLC into PJM dated March 13, 2009.

Charles C. Sutton, President  
MC Squared Energy Services, LLC  
10 South Riverside Plaza, Suite 1800  
Chicago, IL 60606  
Office (312) 474-6441  
Fax (877) 281-1279  
Cell (312) 446-3347  
[chucksutton@mc2energyservices.com](mailto:chucksutton@mc2energyservices.com)

The contents of this e-mail message and any attachments are intended solely for the addressee(s) and may contain confidential and/or legally privileged information. If you are not the intended recipient of this message or if this message has been addressed to you in error, please immediately alert the sender by reply e-mail and then delete this message and any attachments. If you are not the intended recipient, you are notified that any use, dissemination, distribution, copying, or storage of this message or any attachment is strictly prohibited.

**From:** snydev@pjm.com [mailto:snydev@pjm.com]  
**Sent:** Friday, March 13, 2009 11:31 AM  
**To:** John Fringer Gmail; John Clark  
**Cc:** demandsolutions@pjm.com; snydev@pjm.com  
**Subject:** PJM Membership Approved - MC Squared Energy Services LLC

Welcome.

Effective March 13, 2009, MC Squared Energy Services LLC has been approved for PJM membership in the Other Supplier Sector.

To ensure your needs are met, PJM has assigned client manager group Demand Solutions as your primary point of contact. You can reach Marie Furey by calling 610-666-8250, Kelly Ostertag at 610-666-2254, or Esrick McCartha by calling 610-666-4289. In addition, you can contact your client manager group via email at [demandolutions@pjm.com](mailto:demandolutions@pjm.com). You can also contact our Customer Service Center at 610-666-8980 or at 866-400-8980, should you have any questions.

Thank you.

*Virginia J. (Ginny) Snyder*  
Paralegal / Contract Administrator  
PJM Interconnection  
955 Jefferson Avenue  
Valley Forge Corporate Center



**Norristown PA 19403-2497**  
**Phone: 610-635-3430**  
**Fax: 610-666-8211**  
**E-mail: [snydav@pjm.com](mailto:snydav@pjm.com)**

## GUARANTY

THIS GUARANTY is given as of February 25, 2011, by DPL Inc., an Ohio corporation, whose principal business office is located at 1065 Woodman Drive, Dayton, OH 45432 ("Guarantor"), to PJM Settlement, Inc ("PJM Settlement"), a Pennsylvania Non-Profit Corporation, on behalf of itself and as agent for PJM Interconnection, L.L.C. ("PJM"), a Delaware limited liability company, whose principal business office is located at 955 Jefferson Avenue, Valley Forge Corporate Center, Norristown, Pennsylvania, 19403-2497.

### RECITALS

WHEREAS, MC Squared Energy Services, LLC ("MC2"), whose principal business office is located at 10 South Riverside Plaza, Suite 1800, Chicago, IL 60606, has conducted business, and will continue to conduct business from the date of this Guaranty, with PJM pursuant to which MC2 may from time to time enter into power and/or related purchase and sale transactions in the PJM Control Area; and

WHEREAS, pursuant to the PJM Open Access Transmission Tariff, PJM Operating Agreement and/or the PJM Reliability Assurance Agreement among Load Serving Entities in the PJM Control Area, (the "Agreements"), PJM Settlement and PJM is authorized to require Transmission Customers and PJM Members to provide and maintain in effect appropriate creditworthiness arrangements; and

WHEREAS, PJM will continue to accept MC2 as a member or transmission customer only if payments, penalties, and other amounts owed by MC2 to PJM Settlement in connection with the Agreements will be guaranteed by Guarantor;

WHEREAS, Guarantor will directly or indirectly benefit from MC2 continuing as a member or transmission customer of PJM and deems it to be in Guarantor's best interest to provide this guarantee to PJM Settlement; and

WHEREAS, Guarantor is willing to guarantee payments, penalties, and other amounts owed by MC2 to PJM Settlement under the terms set forth below.

NOW THEREFORE, in consideration of the above premises and the mutual promises and covenants contained below (which the Guarantor acknowledges constitute adequate consideration for its obligations hereunder) the Guarantor, intending to be legally bound, agrees as follows:

- (1) Obligations of Guarantor. Guarantor unconditionally guarantees to PJM Settlement the prompt and complete payment of any amounts owed to PJM Settlement by MC2 in regard to Agreements (or any successor agreements), up to a maximum amount of \$5,000,000 in the aggregate. If all or any part of such amounts is not paid by MC2 when due, Guarantor shall, upon the demand of PJM Settlement, immediately pay such amount. This is a primary, absolute obligation of Guarantor enforceable by PJM Settlement, its successors and assigns, or any of its members on its behalf, regardless of MC2's ability or willingness to pay.

*GW*  
2/24/11

- (2) Duration. This Guaranty shall continue in force until the entire indebtedness covered by this Guaranty is repaid in full to PJM Settlement and the Agreement is terminated. PJM Settlement shall not be bound or obligated to exhaust its recourse against MC2 or other persons or take any other action before being entitled to demand performance by Guarantor hereunder. This Guaranty shall continue to be effective even in the event of the insolvency, bankruptcy or reorganization of MC2. This Guaranty will also survive and be binding upon Guarantor following any merger, reorganization, consolidation or other change in MC2's or Guarantor's structure, personnel, business or affairs.
- (3) Remedies of PJM Settlement. The rights and remedies of PJM Settlement under this Guaranty are cumulative and concurrent and shall not be exclusive of any other rights or remedies that PJM Settlement may have against MC2 or Guarantor. No set-off, counterclaim, reduction or diminution of an obligation or any defense of any kind or nature that Guarantor has or may have against MC2 or PJM Settlement shall affect, modify or impair the obligations of Guarantor under this Guaranty.
- (4) Waivers. Guarantor acknowledges that PJM Settlement will rely upon this Guaranty in continuing to accept MC2 as a member or transmission customer under the Agreements. Guarantor accordingly waives any claim or defense based upon lack of consideration. Guarantor also irrevocably waives presentment, demand, protest or other notice of any kind, including, without limitation, notice of acceptance of this Guaranty and notice of any claim or demand upon MC2 or Guarantor. Without notice to Guarantor, PJM Settlement may extend the time for performance under any agreement with MC2 or modify, supplement or amend any agreement, and otherwise agree in any manner with MC2 without affecting Guarantor's unconditional obligation under this Guaranty.
- (5) Effect of Bankruptcy. In the event that, pursuant to any insolvency, bankruptcy, reorganization, receivership or other debtor relief law or any judgment, order or decision thereunder, PJM Settlement must rescind or restore any payment, or any part thereof, received by PJM Settlement, any prior release or discharge from the terms of this Agreement shall be without effect, and this Agreement will remain in effect.
- (6) Miscellaneous. This Guaranty is for the benefit of PJM Settlement, its successors and assigns, and its members; and is binding upon Guarantor, its successors and assigns, except that Guarantor may not assign or transfer any of its obligations under this Guaranty, whether by operation of law or otherwise, without the prior written consent of PJM Settlement. Guarantor will reimburse PJM Settlement for any expenses reasonably incurred by PJM Settlement in enforcing this Guaranty, including reasonable legal fees. If any provision of this Guaranty is found by a court of competent jurisdiction to be prohibited or unenforceable, this Guaranty shall be ineffective only to the extent of such prohibition or unenforceability and such shall not invalidate the balance of the Guaranty. Guarantor represents and warrants to PJM that the execution, delivery and performance of this Guaranty by Guarantor have been duly authorized by all requisite corporate action of Guarantor. Any Correspondence to the beneficiary should be sent to the following address:

PJM Interconnection, LLC  
955 Jefferson Ave  
Valley Forge Corporate Center  
Norristown, Pa 19403-2497  
Attn: Treasurer

IN WITNESS WHEREOF, Guarantor has caused this Guaranty to be executed on its behalf by its duly authorized Officer as of the date shown above.

*CS, BB, 8/10*  
*RJG*  
*2-2-11*

*Fred Boyle*  
(Signature)

Fredrick J. Boyle  
(Printed name)


Senior Vice President and CFO  
(Title)

[Guaranty must be stamped with Corporate seal or must be accompanied by a signed secretary's certificate attesting to the validity of the signature and the authorization of the person signing the guaranty]

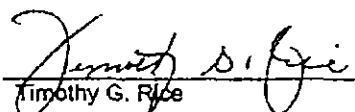
*9/14*  
*2/2/11*

**DPL INC.  
CERTIFICATE OF INCUMBENCY**

I, Timothy G. Rice, do hereby certify that I am the duly elected, qualified and acting Vice President, Assistant General Counsel and Corporate Secretary of DPL Inc., (the "Company"), an Ohio corporation, and DO HEREBY CERTIFY that (a) Frederick J. Boyle has been elected to, and now holds, the office of Senior Vice President and Chief Financial Officer within the Company; and (b) Mr. Boyle has the requisite corporate authority to enter into any and all financial transactions involving the Company, including but not limited to, the authority to execute guaranties to support the creditworthiness of MC Squared Energy Services, LLC. I FURTHER CERTIFY that the following is a true specimen of the Mr. Boyle's signature and that the PJM Settlement, Inc., or any affiliated company or entity, is permitted to rely on this certificate until notified to the contrary by the Company.

<u>Office</u>	<u>Name of Officer</u>	<u>Signature</u>
Senior Vice President and Chief Financial Officer	Frederick J. Boyle	

IN WITNESS WHEREOF, I have hereunto set my hand this 23<sup>rd</sup> of February, 2011.

  
\_\_\_\_\_  
Timothy G. Rice  
Vice President, Assistant General Counsel  
and Corporate Secretary



955 Jefferson Ave.  
Valley Forge Corporate Center  
Norristown, PA 19403-2497

March 8, 2011

MC Squared Energy Services, LLC  
10 South Riverside Plaza, Suite 1800  
Chicago, IL 60606  
Attn: Charles C. Sutton, President

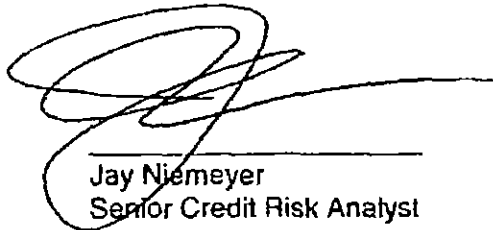
Re: MC Squared Energy Services, LLC Credit Support with PJM

Dear Charles,

As requested, this letter confirms that MC Squared Energy Services, LLC, recently acquired by DPL, Inc., currently has credit established through a parental guaranty provided by its new parent, DPL, Inc. The guaranty was in place when the acquisition of MC Squared Energy Services, LLC was made by DPL, Inc.

If you have any further questions or requests, please feel free to give me a call at 610-666-4407.

Regards,



Jay Niemeyer  
Senior Credit Risk Analyst  
PJM

## **EXHIBIT H**

**Item 8 (b) Applicant's chief officers and their professional resumes are attached.**

## Charles C. Sutton – President

Mr. Sutton possesses twenty-three (23) years of retail and wholesale-related energy experience in both the Natural Gas and Electricity industries including more than four (4) years of enterprise financial and administrative responsibilities with respect to profit and loss responsibilities.

Mr. Sutton began development of MC Squared Energy Services, LLC (mc<sup>2</sup>) in 2007 and has been President of that entity since 2008. Mr. Sutton was employed by Constellation NewEnergy (CNE) for eight (8) years (1999 - 2007). Mr. Sutton initially held the position of Regional Director for NewEnergy, and was a key member of the team which successfully developed NewEnergy's retail electricity business in the state of Illinois, including the procurement of efficiently priced wholesale power. In 2001, Mr. Sutton was promoted to the position of Vice President for the Illinois Market overseeing CNE's regional business activities including regional Profit and Loss responsibilities along with general business and administrative affairs for the regional office. In 2003, Mr. Sutton was promoted to the position of Chief Operating Officer for CNE's retail gas division and consulting business located in Louisville, Kentucky. Mr. Sutton's executive responsibilities included the integration of several acquisitions and senior management oversight for the retail energy business unit including overall Profit and Loss responsibilities. The combined revenue for the retail gas division and consulting division exceeded \$1.0 Billion annually.

Mr. Sutton also spent four (4) years at MidCon Corp. (parent of Natural Gas Pipeline of America) between 1994 and 1998 where he held marketing and sales management positions in the retail gas divisions. Prior to his employment at MidCon Corp., Mr. Sutton was employed by The Polaris Pipeline Corporation as the Regional Sales Manager in the Illinois market.

Mr. Sutton received his bachelor's degree in Finance in 1988 from Illinois State University located in Normal, Illinois.

## Sharon M. Hillman – Executive Vice President, Business Development and Regulatory Affairs

Ms. Hillman has over twenty-five (25) years of retail and wholesale natural gas and electricity management experience and has held officer level positions for the last twenty (20) years at both Fortune 100 publically traded companies and privately held companies.

Prior to founding mc<sup>2</sup> in 2008, Ms. Hillman was Vice President Corporate Development at Exelon Corporation and VP Marketing and Environmental Programs at Exelon subsidiary Commonwealth Edison. Prior to her 2002-2008 tenure at Exelon, from 1998-2002 Ms. Hillman was a SVP at AES NewEnergy (now Constellation New Energy) responsible for the launch of and profit and loss, power procurement and sales and



operations of the Illinois, Ohio, Michigan and Texas Markets. Prior to NewEnergy, Ms. Hillman spent 15 years at MidCon Corp. (parent of Natural Gas Pipeline of America) where she held several officer positions including President of MidCon's retail energy subsidiary (1996-1998) and VP of Marketing, Sales and Trading (1991-1996) both of which included responsibility for all wholesale and retail energy purchase and sale transactions.

Ms. Hillman holds a Master of Business Administration degree from DePaul University. She received a Bachelor of Business Administration degree in accounting from the University of Notre Dame.

#### John Clark – Chief Financial Officer

Mr. Clark has over twenty-five (25) years of energy experience in both the Natural Gas and Electricity industries. Prior to joining mc<sup>2</sup>, Mr. Clark was employed by Constellation NewEnergy (CNE) for nine (9) years between 1999 and 2008. Mr. Clark initially held the position as Regional Controller and was a key contributor to the successful development of the NewEnergy's retail electricity businesses in the states of Illinois and Ohio. During his tenure at CNE, Mr. Clark also served as Director of Finance and Operations and subsequently was promoted to Vice President of Operations and Sales Support overseeing CNE's regional front and back office activities for the Illinois, Ohio, Michigan, Texas, New York, Mid Atlantic, California and Canadian markets. While at CNE, Mr. Clark also sponsored or provided technical expertise for several operational systems development projects related to billing, customer service, contracts, retail credit, sales operations, transaction management and accounting.

Mr. Clark also spent fifteen (15) years at MidCon Corp. (parent of Natural Gas Pipeline of America) where he held several positions in Strategic Planning, Accounting, Regulatory Compliance and Engineering.

Mr. Clark received his bachelor's degree in Finance and Accounting from Loras College located in Dubuque, Iowa. In 1980, he graduated with a master's degree in finance from De Paul University and received a CPA certification in 1987.

As noted in Exhibit B-3, The Dayton Power & Light Company ("DP&L") will serve as MC Squared's provider of portfolio management services and as MC Squared's Transmission Scheduling Agent (TSA) with ISOs and RTOs such as PJM and MISO. The services to be provided under this arrangement include power portfolio position management and hedging of MC Squared's local requirements and supply resources; logistics management and coordination activities through ISO/RTO energy, capacity, ancillary services, transmission and congestion markets, including bidding, scheduling and settlements; compliance with all ISO/RTO emergency or other directives and the maintenance of all systems necessary to coordinate with the ISO/RTO and/or the local utility; and wholesale counterparty credit and contract administration. Employees of

DP&L whose technical expertise will be brought to bear in these activities include the following:

**Gary Stephenson, Executive Vice President**

Mr. Stephenson is Executive Vice President, Operations of DP&L and DPL and is responsible for all generation, transmission, distribution and energy commodity operations across DP&L and DPL. Additionally, he serves on the Board of Managers of DPLER, DPL's competitive retail electric supplier.

Prior to joining DPL in 2004 as Vice President of Commercial Operations, Mr. Stephenson served as Vice President for InterGen, a global power generation firm. Mr. Stephenson was also Vice President at PG&E National Energy Group and was employed by General Electric Company and Northeast Utilities in a variety of management and engineering positions.

Mr. Stephenson holds a Master of Business Administration degree from the Tuck School of Business at Dartmouth College. He received a Bachelor of Science degree in electrical engineering from Lafayette College and a Master of Science degree in electrical engineering from Polytechnic University, and a brief summary of his work history is as follows:

- VP/SVP/EVP, DPL & DP&L 2004 to Present
- Vice President, InterGen 2002 to 2004
- Vice President, PG&E National Energy Group 1994 to 2002
- Project Manager, General Electric 1989 to 1992
- Project Engineer, Northeast Utilities 1986 to 1989

**Teresa G. Marrinan, Senior Vice President**

Ms. Marrinan is Senior Vice President of Business Planning and Development of DPL and DP&L and is responsible for driving DPL's strategic investment and growth initiatives. Previously, Ms. Marrinan was Senior Vice President of Commercial Operations, responsible for the 24 hour real time dispatch of DPL's 3,800 megawatt power generation fleet; its short and long term coal, energy and natural gas purchasing and trading activities; the scheduling and physical delivery of DPL's coal and other commodities; the Company's monitoring and participation within the PJM Independent System Operator; and its unregulated retail electricity and street lighting businesses.

Ms. Marrinan has more than 20 years of energy industry experience. Prior to assuming her role as Senior Vice President of Commercial Operations, she served as Vice President of Commercial Operations and Director of Portfolio Management, and was responsible for real time dispatch and commodity management activities. She has also served as DP&L's Risk Manager and has held several other managerial and technical positions within DPL's wholesale and retail business units.

Ms. Marrinan holds a Bachelor of Science degree in business administration from the University of Dayton and a Master of Business Administration degree from Xavier University, and a brief summary of her work history with DPL and DP&L is as follows:

- SVP, Business Planning & Development September 2010 to present
- VP/SVP, Commercial Operations August 2007 to September 2010
- Director, Portfolio Management September 2006 to July 2007
- Head Trader October 2005 to September 2006
- Risk Manager October 1997 to October 2005
- Energy Marketer September 1996 to October 1997
- Various marketing & regulatory positions April 1984 to September 1996

**David Crusey, Vice President**

Mr. Crusey is Vice President of Commodity Operations of DPL and DP&L, responsible for managing commodity positions for coal, power, natural gas, oil, and emissions, including position evaluation, recommendations and trade execution. He also is responsible for Commercial Operations' operations in PJM and MISO energy, capacity and congestion markets, and commodity contracts, logistics, and contract administration. Mr. Crusey has over 20 years of experience in electricity marketing, sales and trading, as well as various electric system management, operations, and engineering responsibilities.

Mr. Crusey holds a Master of Business Administration degree and a Bachelor of Science in Electric Engineering degree, both from the University of Dayton. He is a Chartered Financial Analyst (CFA), a Certified Financial Risk Manager (FRM), and holds a post-Masters Concentration in Finance from the University of Dayton. A brief summary of his work history with DPL and DP&L is as follows:

- VP/MD: June 2009 to Present
- Director, Trading: May 2007 to June 2009
- Term Trader: January 2006 to May 2007
- Sr. Energy Marketer: February 2001 to December 2005
- Energy Marketer: February 1995 to January 2001
- Various engineering positions June 1989 to February 1995

**Timothy Bockhorn, Senior Trader**

Mr. Bockhorn is Senior Trader of DP&L, responsible for management of the trading and scheduling of DP&L's power portfolio. Mr. Bockhorn is NERC and PJM Certified with 15 years of experience in electric power operations, scheduling, dispatch and trading. Mr. Bockhorn has: experience with OASIS reservation processes, with NERC tagging processes, and with NERC and MAIN/MAPP or ISO/RTO rules and practices.

Mr. Bockhorn holds a Master of Science degree in Electrical Engineering and a Bachelor of Science degree in Electrical Engineering, both from the University of Dayton.

**Jason Procnuiar, Supervisor**

Mr. Procuniar is a Supervisor of DP&L and is NERC and PJM certified with approximately 10 years of experience in electric system operations, trading and management. Mr. Procuniar has: experience with OASIS reservation processes, with NERC tagging processes, and experience with NERC and MAIN/MAPP or ISO/RTO rules and practices.

Mr. Procuniar holds a Bachelor of Science degree in Electrical Engineering from Wright State University.

MC Squared has arranged for its affiliate, DP&L, to provide and maintain a scheduling facility with 24 hour manned operation for coordination with control centers of scheduling changes, reserve implementation, curtailment orders, and interruption plan implementation.

## Appendix C

### CERTIFICATE OF SERVICE

On this the 9th day of August 2011, I, Craig A. Doll, Esquire hereby certify that I am Pennsylvania counsel for Applicant MC Squared Energy Services, LLC, and that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

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

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

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

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

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

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

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

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

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

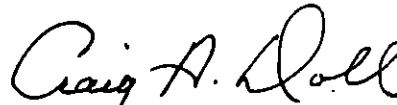
Legal Department  
Attn: Paul Russell  
PPL  
Two North Ninth Street  
Allentown, PA 18108-1179

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

2011 AUG -9 PM 1:56

RECEIVED



Craig A. Doll, Esquire