

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Independence Energy Group LLC, d/b/a _____, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Supplier of Electric Power 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:

Independence Energy Group LLC
3711 Market Street, Suite 1000
Philadelphia, PA 19104
<http://www.chooseindependence.com>
1-267-298-2741

- 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.

N/A

- 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.

Mike Starck
Director, Launch Management
3711 Market Street, Suite 1000
Philadelphia, PA 19104
p 1-267-298-5474
f 1-866-442-9142
e mstarck@independenceenergyco.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.

Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
p 1-717-255-3744
f 1-717-237-6019
e DODell@eckertseamans.com

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

Kelly Flynn
Director, Customer Service
3711 Market Street, Suite 1000
Philadelphia, PA 19104
p 1-267-295-0840
f 1-866-442-9142
e kflynn@independenceenergyco.com

Mike Starck
Director, Launch Management
3711 Market Street, Suite 1000
Philadelphia, PA 19104
p 1-267-298-5474
f 1-866-442-9142
e mstarck@independenceenergyco.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 Attachment A
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
See Attachment A
- Give name and address of officers.

Jeffrey Meiler
President
3711 Market Street, Suite 1000
Philadelphia, PA 19104
p 1-267-298-5312
f 1-866-442-9142

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.

Independence Energy Group LLC, originally formed as Adagio Energy LLC (name update completed in May 2011) is a wholly owned subsidiary of Energy Plus Holdings LLC, a registered Electric Generation Supplier licensed by the Pennsylvania PUC. Independence Energy is also an affiliate of Energy Plus Natural Gas L.P, which is a majority owned subsidiary of Energy Plus Holdings LLC.

- 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.

Independence Energy Group LLC was duly formed as Adagio Energy LLC in the state of Delaware in December 2010. The entity name was updated in Delaware and with the state of Pennsylvania in May 2011.

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.

Independence Energy intends to be an electric supplier to retail customers in the state of Pennsylvania.

- d. **PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.
Independence Energy intends to provide service in 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.
November 2011

5. COMPLIANCE

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

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

Independence Energy, nor has any person identified with this Application, been the defendant of a criminal or civil proceeding within the last five (5) years.

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

Not applicable.

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

Applicant has no actions or complaints to list. However, a complaint scorecard for Applicant's parent, Energy Plus, LLC, is attached. Please see Attachment B.

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

With the exception of the most recently received complaints these items have all been resolved.

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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

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

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

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

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

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

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

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

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

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

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

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.
See Attachment B
- 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 Attachment B
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K).
(SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period.
See Attachment B
- 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.

Katie Booth
Controller, Energy Plus Holdings LLC
3711 Market Street, Suite 1000
Philadelphia, PA 19104
p 1-267-295-5531
f 1-866-292-6573
e finance@independenceenergyco.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 Attachment C
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
See Attachment C
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
See Attachment C
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
See Attachment C
- 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 Attachment D

- 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 ER11-2844-000,
and
ER11-2844-001
- 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.

See Appendix G

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

See Attachment C

- 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.

See 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.

See 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.

See Attachment E

	<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: _____ *Jeffrey Meiler*

By: Jeffrey Meiler _____

Title: President _____

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: Independence Energy Group LLC

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

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Pennsylvania :

: SS.

County of Philadelphia :

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

[He/she is the President (Office of Affiant) of Independence Energy Group LLC (Name of Applicant);]

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

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

That the Applicant herein Independence Energy Group 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 Independence Energy Group 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.

Jeffrey Meiler
Signature of Affiant

Sworn and subscribed before me this 31st day of August, 2011.

Megan E Basilio
Signature of official administering oath

My commission expires 01/28/14.



Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Pennsylvania :

: ss.

County of Philadelphia :

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

[He/she is the President (Office of Affiant) of Independence Energy Group LLC (Name of Applicant);]

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

That Independence Energy Group 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 Independence Energy Group 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 Independence Energy Group 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 Independence Energy Group 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.

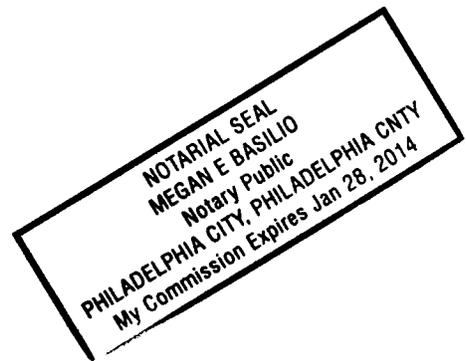
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

Jeffrey Mules
Signature of Affiant

Sworn and subscribed before me this 31st day of August, 20 .

M. E. R.
Signature of official administering oath

My commission expires 01/28/14.



APPENDIX F

TAX CERTIFICATION STATEMENT

CONFIDENTIAL

(See Attachment B)

Appendix G

Page 1 of 3

Sample Disclosure Statement Format for Electric Generation Suppliers

This is an agreement for electric generation service, between Independence Energy Group LLC
(Independence Energy) and customer's name and full
address.

Background

- We at Independence Energy 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.

You will receive a single bill from your utility that will contain distribution utility name charges and Independence Energy's 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 TBD - Independence Energy pricing per kWh for electric generation service.

You will pay TBD per kWh for electric transmission service.

(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 Independence Energy beginning date through date of expiration, if any.

Appendix G (Continued)

Page 2 of 3

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

Sign-up bonuses At this time Applicant is still revising the specific terms it will offer
Add-ons and once developed will explain them here.
Limited time offers
Other Sales Promotions
Exclusions

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

At this time Applicant is still revising the specific terms it will offer and once developed will explain them here.

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.

At this time Applicant is still revising the specific terms it will offer but we will not have penalties, fees or exceptions.

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

At this time Applicant is still revising the specific terms it will offer and once developed will explain them here.

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:

Independence Energy

Address:

3711 Market Street

Suite 1000

Philadelphia, PA 19104

Phone Number:

1-877-235-6708 (to be updated)

Internet Address:

www.chooseindependence.com

Electric Distribution Company Name:

Appendix G (Continued)

The final customer disclosure statements will include all relevant EDC information including the name, address, phone number, universal service program name and phone number.

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:

Attachment	Description	Application Section
Attachment A	Independence Energy Group LLC's Corporate Documentation	2b
Attachment B	<p>CONFIDENTIAL</p> <p>Independence Energy Group LLC Organization Structure</p> <p>Energy Plus Holdings LLC (parent company of Independence Energy Group LLC) Complaints Scorecard (CONFIDENTIAL)</p> <p>Energy Plus Holdings LLC (parent company of Independence Energy Group LLC) Financial Statements (CONFIDENTIAL)</p> <p>Independence Energy Group LLC Collateral Bond (CONFIDENTIAL)</p> <p>Independence Energy Group LLC Tax Certification Statement (CONFIDENTIAL)</p>	<p>7b</p> <p>5c</p> <p>7b</p> <p>7a</p> <p>7d</p>
Attachment C	Independence Energy Group LLC's Industry Experience and Proof of PJM Membership	8a 10a
Attachment D	Resume of Officers of Independence Energy Group LLC	8b
Attachment E	Copy of Newspaper Publications	12

ATTACHMENT A

Independence Energy Group LLC

Electric Generation Supplier License Application

Attachment A
Independence Energy Group LLC's Corporate Documentation

CERTIFICATE OF FORMATION

OF

ADAGIO ENERGY LLC

This Certificate of Formation of Adagio Energy LLC (the "*Company*") has been duly executed and is being filed by the undersigned for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act").

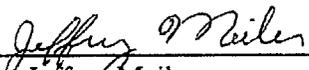
FIRST: The name of the Company is Adagio Energy LLC.

SECOND: The registered office of the Company in the State of Delaware and New Castle County shall be 1209 Orange Street, Wilmington, Delaware 19801. The registered agent at such address shall be The Corporation Trust Company.

THIRD: Pursuant to § 18-215 of the Delaware Limited Liability Company Act, the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series of the Company shall be enforceable against the assets of such series only, and not against the assets of the Company generally or any other series thereof, and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Company generally or any other series thereof shall be enforceable against the assets of such series.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 20 day of December, 2010.

By:


Name: Jeffrey Meiler
Title: President

Delaware

PAGE 1

The First State

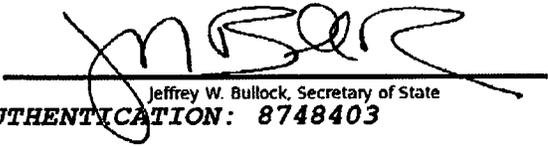
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADAGIO ENERGY LLC", CHANGING ITS NAME FROM "ADAGIO ENERGY LLC" TO "INDEPENDENCE ENERGY GROUP LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2011, AT 12:23 O'CLOCK P.M.

4915725 8100

110509213

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8748403

DATE: 05-09-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:36 PM 05/09/2011
FILED 12:23 PM 05/09/2011
SRV 110509213 - 4915725 FILE

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF FORMATION OF
ADAGIO ENERGY LLC

This Certificate of Amendment to the Certificate of Formation of ADAGIO ENERGY LLC (the "Company") has been duly executed and is being filed by the undersigned authorized person pursuant to 6 Del. C. § 18-202.

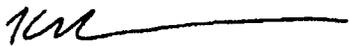
1. The Certificate of Formation of the Company is hereby amended by deleting Paragraph FIRST thereof in its entirety, and by substituting in lieu thereof a new Paragraph FIRST to read as follows:

FIRST: The name of the Company is Independence Energy Group LLC.

IN WITNESS WHEREOF, the sole member has duly executed this Certificate of Amendment to the Certificate of Formation as of May 9, 2011.

ADAGIO ENERGY LLC

by its sole member:
ENERGY PLUS HOLDINGS LLC
a Delaware limited liability company

By: 
Name: Kevin Kleinschmidt
Title: President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDEPENDENCE ENERGY GROUP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 2011.

4915725 8300

110895103

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8953769

DATE: 08-05-11

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

Independence Energy Group LLC

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

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

ENTITY NUMBER: 4001430

PEPPER HAMILTON LLP
COUNTER,
PA

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Amendment of Registration-Foreign

(15 Pa.C.S. § 8583)

- Limited Partnership
- Registered Limited Liability Partnership
- Registered Limited Liability Company

Name	Pepper Hamilton LLP		
Address	Counter Pick-Up		
City	State	Zip Code	

Commonwealth of Pennsylvania
FOREIGN LIMITED LIABILITY AMENDMENT 3 Page(s)



Fee: \$250

In compliance with the requirements of 15 Pa.C.S. § 8585 (relating to amended certificate of registration), the undersigned, desiring to change the arrangements or other facts described in its application for registration as a foreign limited partnership, foreign registered limited liability partnership or a foreign limited liability company hereby states that:

1. The name under which the association was registered (or last registered) to do business in the Commonwealth of Pennsylvania is:
Adagio Energy LLC

2. 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
3711 Market Street, 10th Floor	Philadelphia	PA	19104	Philadelphia

(b) Name of Commercial Registered Office Provider
c/o: _____ County _____

3. (If applicable): The address of the registered office of the association in this Commonwealth is hereby changed to:

(a) Number and street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider
c/o: _____ County _____

2011 MAY 10 PM 3: 30

PA DEPT OF STATE

2011 MAY 13 PM 3: 38
PA DEPT OF STATE

4. *If applicable:* The association desires that its registration be amended to change its name to:

Independence Energy Group LLC

5. *If applicable:* The association desires that its registration be amended as follows in order to reflect arrangements or other facts that have changed.

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate of Amendment of Registration to be signed by a duly authorized officer, member or manager thereof this

10th day of May, 2011.

Adagio Energy LLC

Name of Association

Jeffrey Miles

Signature

Authorized Person

Title

ATTACHMENT B

CONFIDENTIAL

(FILED UNDER SEAL)

ATTACHMENT C

Attachment C

Experience Overview

Independence Energy Group LLC is a member of PJM in good standing and is currently licensed by the states of New Jersey, Illinois and New York as an Electric Supplier serving residential and commercial customers. Independence Energy is currently serving customers in the entire state of New Jersey and in the Commonwealth Edison service area of Illinois.

Independence Energy is currently in the process of becoming a registered NYISO customer and expects to be active in the New York market by October of 2011.

As a provider in other retail markets, Independence Energy has the background and experience necessary to reliably serve Pennsylvania electric customers. The team is experienced in customer operations and utility business management and will leverage its managerial and technical expertise, in combination with its relationships with experts in the Pennsylvania market, to successfully develop and implement the infrastructure, systems, and processes to reliably provide service to Pennsylvania electric consumers. Furthermore, Independence Energy has the resources to comply with all operating, scheduling, planning, reliability, customer registration and settlement policies, rules, guidelines and procedures for the Pennsylvania market.

Independence Energy Group LLC is also a wholly owned subsidiary of Energy Plus Holdings LLC, an experienced retail energy provider serving customers in the following states: Pennsylvania, New Jersey, New York, Connecticut, Illinois, Maryland and Texas. In all the Energy Plus Holdings LLC group, including Independence Energy, supplies electricity services to over 160,000 customers in the seven states.

Evidence of PJM membership, as well as state certifications attached below.



PJM Interconnection
Valley Forge Corporate Center
955 Jefferson Avenue
Norristown, PA 19403-2497

Audrey D. Williams
Paralegal, Contract Administrator
610.666.4651 | fax 610.666.8211
willia@pjm.com

May 26, 2011

VIA EMAIL

Patrick Maloney
Independence Energy Group, LLC
3711 Market Street
10th Floor
Philadelphia, PA 19104

Dear Mr. Maloney,

Independence Energy Group, LLC f/k/a Adagio Energy LLC became a PJM Member on February 10, 2011 and is known on the PJM system by its short name of "ADAGIO", Org. ID 20,619 and is a member in good standing.

Independence Energy Group, LLC f/k/a Adagio Energy LLC signed the PJM Reliability Assurance Agreement on May 20, 2011.

If you have any questions or need additional information, please let me know.

Sincerely,

Audrey D. Williams
Paralegal/ Contract Administrator

Cc: Michael Starck

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

By: Jeffrey Miller

Company Name: Pidagio Energy LLC

Date: 5/20/2011

State of New Jersey



Board of Public Utilities

Two Gateway Center – Suite 801, Newark, New Jersey 07102

HEREBY LICENSES

Independence Energy Group LLC
116 Village Blvd. Suite 200
Princeton, New Jersey 08540

To conduct business in the State of New Jersey as an

Electric Power Supplier




Kristi Izzo
Secretary of the Board

Registration No. ESL-0100
Effective Date: April 27, 2011
Expiration Date: April 26, 2012

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Adagio Energy LLC :
 :
Application for Certificate of : 11-0277
Service Authority under Section :
16-115 of the Public Utilities Act. :

ORDER

By the Commission:

I. PRELIMINARY MATTERS

On March 22, 2011, Adagio Energy LLC ("Applicant" or "Adagio") filed a verified application with the Illinois Commerce Commission ("Commission") requesting a certificate of service authority to operate as an alternative retail electric supplier ("ARES") in Illinois pursuant to Section 16-115 of the Public Utilities Act ("Act"), 220 ILCS 5/1-101 et seq., and 83 Ill. Adm. Code 451 ("Part 451"). Applicant submitted its certificate of publication showing that on March 24, 2011, proper notice of the application was published in the official State newspaper. The Administrative Law Judge requested clarification of certain matters contained in the application. Applicant filed a verified response to the Administrative Law Judge on April 15, 2011. On April 25, 2011, Applicant filed a verified amended response to the Administrative Law Judge.

II. BACKGROUND AND AUTHORITY SOUGHT BY APPLICANT

Applicant requests authority to offer the sale of electricity and power to eligible residential and nonresidential retail customers in the service territory of Commonwealth Edison Company.

II. REQUIREMENTS FOR ALL APPLICANTS UNDER SECTION 16-115(d) OF THE ACT

Applicant is a limited liability company under the laws of Delaware. Applicant does not intend to install, operate, or maintain generation, transmission, or distribution facilities within the State of Illinois. Therefore, no demonstration of compliance with the requirements of Section 451.20(f)(2) has been made and Applicant's employees are not permitted to perform such functions, and other entities are not permitted to perform such functions pursuant to contractual arrangements with Applicant.

Applicant has certified that it will comply with all applicable regulations; that it will provide service only to retail customers eligible to take such services; that it will comply with informational and reporting requirements established by Commission rule; that it

will comply with informational and reporting requirements pursuant to Section 16-112 of the Act; and that it will comply with all other applicable laws, regulations, terms, and conditions required to the extent they have application to the services being offered by an ARES. Additionally, Applicant has agreed to submit good faith schedules of transmission and energy in accordance with applicable tariffs. Applicant has agreed to adopt and follow rules relating to customer authorizations, billing records, and retail electric services and agrees to retain requests for delivery services transmitted to utilities for a period of not less than two calendar years after the calendar year in which they are created. Applicant has agreed to adopt and follow rules and procedures to preserve the confidentiality of its customers' data.

Applicant agrees to procure renewable energy resources as required by Section 16-115D and subsection (d) of Section 16-115 of the Act. Applicant also certifies that it will source electricity from clean coal facilities as required by Section 16-116(d)(5) of the Act.

Pursuant to the requirements of Subpart D of Part 451, Applicant certifies that any marketing materials that make statements concerning prices, terms and conditions of service shall contain information that adequately discloses the prices, terms and conditions of the products or services that it is offering or selling to the customer. Applicant also certifies that before any customer is switched from another supplier, it shall give the customer written information that adequately discloses, in plain language, the prices, terms and conditions of the products and services being offered and sold to the customer. Applicant further certifies that it will provide documentation to the Commission and to customers that substantiates any claims made regarding the technologies and fuel types used to generate the electricity offered or sold to customers. Applicant commits to provide to its customers itemized billing statements that describe the products and services provided to the customer and their prices; and an additional statement, at least annually, that adequately discloses the average monthly prices, and the terms and conditions, of the products and services sold to the customer.

Applicant certifies that it will include materials comprising the consumer education program pursuant to Section 16-117 of the Act with all initial mailings to potential residential and small commercial retail customers and before executing any agreements or contracts with such customers. Applicant certifies that it will provide consumer education program materials pursuant to Section 16-117 of the Act at no charge to residential and small commercial retail customers upon request. Applicant certifies that it will provide to residential and small commercial retail customers on a semi-annual basis information on how to obtain a list of alternative retail electric suppliers that have been found in the last three years by the Commission to have failed to provide service in accordance with the terms of their contracts pursuant to Section 16-117(g) (4) (C) of the Act.

Pursuant to the requirements of Section 451.50 of Part 451, Applicant provided a License or Permit Bond in the amount of \$300,000 issued by a qualifying surety

authorized to transact business in Illinois. Attachment 21 to the application is a copy of the required License or Permit Bond.

IV. FINANCIAL, TECHNICAL, AND MANAGERIAL REQUIREMENTS OF SECTION 16-115

Applicant asserts that it meets the financial qualifications set forth in Section 16-115(d)(1). Applicant provided documents intended to show that it is a member of the PJM Interconnection and certifies that it will purchase 100% of its physical electric energy from that regional transmission organization for delivery to the territory of the utility for which Applicant seeks a certificate of service authority. This information is intended to demonstrate compliance with Section 451.320(a)(3).

Applicant represents that it meets the technical and managerial qualifications set forth in Section 16-115(d)(1) of the Act and Sections 451.330 and 451.340 of Part 451. In Attachments F and G to its application and amended application, Applicant identified the personnel who purportedly satisfy the criteria and provided biographical information for these individuals. In its response to the request for clarification Applicant indicates that has contractually entered into a Shared Services agreement with Energy Plus Holdings LLC ("Energy Plus") to provide necessary support to Adagio including but not limited to technical and managerial support as required in Sections 451.330 and 451.340 of the Code. A copy of that agreement is attached to its response as Attachment H. A copy of the organization chart listing the relevant employees is Attachment I. Applicant provided supplemental information regarding its technical and managerial qualifications in its April 25, 2011 amended response.

Section 451.330 provides in part that the Commission may impose such terms and conditions as deemed necessary in order to insure the applicant is technically qualified. In this instance, while the Commission finds that Applicant meets the requirements of Section 451.330, the Commission believes it is appropriate to require Applicant to disclose all agents or contractors that it may use in the future to meet the requirements of Section 451.330 as soon as Applicant has entered into a contract with any agent or contractor. Any such disclosure shall be made through the filing of an informational filing in this docket within 30 days of entering into a contract with any agent or contractor to meet the requirements of Section 451.330.

With regard to Applicant's managerial qualifications, Applicant did not demonstrate that it has three individuals with four years of electric system operational experience as required by Section 451.340. The Commission notes, however, that Applicant has entered into an agreement with Energy Plus to provide Applicant with resources to meet the managerial requirements of Section 451.330. On October 6, 2010, the Commission issued an Order in Docket 10-0497 granting Energy Plus an ARES certificate under Subpart D. In its Order in Docket No. 10-0497, the Commission concluded that Energy Plus demonstrates that it possesses the managerial resources required to serve customers under Subpart D. The Commission, therefore, concludes that despite Applicant's failure to demonstrate that it has three individuals with four

years of electric system operational experience as required by Section 451.340, pursuant to Section 451.340(c) and through its reliance on the resources of Energy Plus, Applicant possesses the managerial requirements to serve the customers for which it seeks a certificate of service authority in this proceeding.

Adagio Energy is in the process of becoming licensed to serve customers as a retail electric supplier in the states of New York and New Jersey but is not currently licensed as a retail electric supplier in any jurisdiction. Applicant indicates it is a newly formed business entity and does not have any customer complaint history.

Applicant provided a telephone number, facsimile number and email address where its staff can be directly reached at all times. Having reviewed the information submitted by Applicant, the Commission concludes that Applicant meets the financial, technical, and managerial qualifications set forth in Section 16-115(d)(1) of the Act and Subpart D of Part 451.

V. REQUEST FOR CONFIDENTIAL TREATMENT

In conjunction with its response for clarification of certain information, Applicant also filed a Motion to file documents as proprietary. Attachment H to Applicant's response contains a Shared Services Agreement between Adagio and its affiliate, Energy Plus Holdings LLC. Applicant asserts that the information contained in Attachment H is highly confidential and release of this information could have an adverse effect on Adagio by providing highly sensitive information to its competitors, customers and suppliers that is not available in any other manner.

The Commission has reviewed the request for confidential treatment and finds that it is appropriate to grant a two-year period of confidential treatment for Attachment H in the April 15, 2011 filing. The Commission concurs with Applicant that disclosure of the redacted information and use by a competitor is apt to cause the Applicant competitive harm. Applicant's confidential information in the Commission's possession should, therefore, be accessible only by the Commission and Commission Staff, unless such information is or becomes publicly available from another source.

VI. COMMISSION CONCLUSION AND CERTIFICATE OF SERVICE AUTHORITY

The Commission has reviewed the application, and attachments along with the supplementary information provided by Applicant regarding the technical, financial, and managerial requirements and all other requirements of the Act and Part 451 and finds that the Applicant sufficiently demonstrates compliance with the requirements.

The Commission concludes, therefore, that Applicant's request for a certificate of service authority to operate as an ARES in Illinois should be granted and should include the following authority:

CERTIFICATE OF SERVICE AUTHORITY

IT IS CERTIFIED that Adagio Energy LLC is granted service authority to operate as an Alternative Retail Electric Supplier as follows:

SERVICES TO BE PROVIDED: The sale of electricity and power.

CUSTOMERS TO BE SERVED: All eligible residential and nonresidential retail customers.

GEOGRAPHIC REGION(S) SERVED: The service area of Commonwealth Edison Company.

VII. FINDINGS AND ORDERING PARAGRAPHS

The Commission, having reviewed the entire record, is of the opinion and finds that:

- (1) Applicant, Adagio Energy LLC, a business organized under the laws of Delaware, seeks a certificate of service authority to operate as an alternative retail electric supplier under Section 16-115 of the Act;
- (2) the Commission has jurisdiction over the parties hereto and the subject matter hereof;
- (3) the recitals of fact and conclusions reached in the prefatory portion of this Order are supported by the record and are hereby adopted as findings of fact, as required by Section 16-115(d)(1) of the Act;
- (4) Applicant has demonstrated that it possesses sufficient financial, managerial and technical resources and abilities to provide power and energy to eligible residential and nonresidential retail customers throughout the areas certified herein;
- (5) in the event Applicant enters into a new contract with an agent or contractor to meet the technical requirements of Section 451.330, within 30 days of entering into such contract, Applicant shall make an informational filing in this docket disclosing that it has entered into such a contract and identifying any such agent or contractor;
- (6) Applicant has complied with Section 16-115(d)(1) through (5) and (8) of the Act and 83 Ill. Adm. Code 451;
- (7) Section 7(g) of the Illinois Freedom of Information Act, 5 ILCS 140/1 et seq., exempts from disclosure:

Trade secrets and commercial or financial information obtained from a person or business where such trade secrets or information are proprietary, privileged or confidential, or where disclosure of such trade secrets or information may cause competitive harm;

- (8) as stated in Applicant's Motion and the prefatory portion of this order, Applicant's documents falls within the exemption stated in Finding (6);
- (9) the documents and portions of documents for which Applicant seeks proprietary treatment, as discussed in the prefatory portion of this order, should be exempt from public disclosure under Section 7(g) of the Illinois Freedom of Information Act and Section 5-109 of the Act for a period of two years from the date this Order is entered; and
- (10) Adagio Energy LLC should be granted the certificate of service authority to operate as an alternative retail electric supplier as specified in Section VI of this Order.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that Adagio Energy LLC is hereby granted the Certificate of Service Authority as set forth in Section VI of this Order.

IT IS FURTHER ORDERED that Adagio Energy LLC shall comply with all applicable Commission rules and orders now and as hereafter amended.

IT IS FURTHER ORDERED that the documents filed by Adagio Energy LLC and identified above are afforded proprietary treatment, are exempt from public disclosure, and will be accessible only by the Commission and the Commission Staff until May 4, 2013.

IT IS FURTHER ORDERED that, subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By order of the Commission this 4th day of May, 2011

(SIGNED) DOUGLAS P. SCOTT

Chairman

ROWLAND & MOORE LLP
ATTORNEYS AT LAW
SUITE 400
200 WEST SUPERIOR STREET
CHICAGO, ILLINOIS 60654-3556

E-MAIL: r&m@telecomreg.com

VOICE: (312) 803-1000
FACSIMILE: (312) 803-0953

May 18, 2011

Elizabeth Rolando
Chief Clerk
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, Illinois 62701

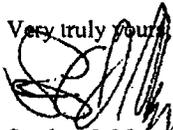
Re: Part 451 Continuing Compliance

Dear Ms. Rolando:

Pursuant to Part 451 of the Commission's rules, Adagio Energy, LLC, which received its ARES license in ICC Docket No. 11-0277 in an order dated May 4, 2011, is informing you that it has formally changed its name. The new name of the company is Independence Energy Group LLC.

Attached to this letter is a copy of the Certificate of Amendment to the Certificate of Formation of Adagio Energy LLC filed with the State of Delaware. Also attached is a copy of the Amended Application for Admission filed with the Illinois Secretary of State. The Company will be doing business in Illinois using the name Independence Energy Group LLC. There has been no change to the company's corporate structure.

Please feel free to contact me if there are any questions about this name change.

Very truly yours,

Stephen J. Moore

cc: Energy Division - ARES
Financial Analysis Division - ARES

STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE
THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350
Internet Address: <http://www.dps.state.ny.us>

PUBLIC SERVICE COMMISSION

GARRY A. BROWN
Chairman
PATRICIA L. ACAMPORA
MAUREEN F. HARRIS
ROBERT E. CURRY JR.
JAMES L. LAROCCA
Commissioners



PETER MCGOWAN
General Counsel

JACLYN A. BRILLING
Secretary

May 3, 2011

Mr. Jeffrey Meiler
Adagio Energy, LLC
3711 Market Street
10th Floor
Philadelphia, PA 19104

RE: Adagio Energy, LLC – ESCO Code ADAG

Dear Mr. Meiler:

Thank you for submitting your Retail Access Application Package to become an Energy Services Company (ESCO) serving residential and nonresidential electric customers in New York State. This letter is to inform you that documentation submitted in your application package has been reviewed by Staff and established to be in compliance with the New York State Public Service Commission's ESCO eligibility requirements that are implemented by codes and regulations found in the Uniform Business Practices, the Home Energy Fair Practices and other applicable regulations.

I am also pleased to notify you that Adagio Energy LLC has successfully met the Commission's EDI Phase I certification requirements for core, utility rate and bill ready transactions effective April 18, 2011. All requirements therefore, for this initial stage of your eligibility determination have been satisfied.

Please be advised that you may now continue with the utility approval stage of the eligibility process by contacting those companies in whose service territories you intend to participate. The utility stage normally consists of a creditworthiness determination, completion of Phase III EDI testing and the execution of any operating or billing service agreements. Please note that each utility's eligibility requirements pertain to only their retail access programs.

Once you have satisfactorily completed the utility eligibility stage, Staff will be notified by the utility of your success. It would be helpful if Adagio Energy LLC notified Staff of the actual production date in the utility service territories you intend to enroll

customers. At that point I will confirm that your final eligibility requirements have been satisfied.

Be advised that to maintain your ESCO eligibility, you must notify Staff of any substantive legal, financial or business related changes to your company as they occur. If your business plan changes and you decide to expand your service offerings by choosing to participate in any of the ESCO referral programs or move into other utility service territories, you must immediately submit the appropriate documentation for Staff review and determination of how it affects your current eligibility.

If you are using vendors to provide ESCO related services (e.g., EDI), the ESCO remains fully responsible for any activities the vendors perform. If you have not already done so, or if you have changed vendors since last reporting them to us, please provide Staff a list with contact information for all vendors that you are now using. **Finally, you must submit a statement annually, by January 31st, indicating that the information in your original or most recent updated Retail Access Application (RAAF) remains current, or submit a revised RAAF with statement identifying revisions.** Upon completion of our review of new eligibility information, Staff will then update your eligibility status as necessary.

We will only post your company's contact information on our Website once you have completed the eligibility process and are ready to begin enrolling customers. Please do not hesitate to contact me if you have any further questions or concerns at (518) 486-2432 or Christine_Bosy@dps.state.ny.us.

Sincerely,



Christine A. Bosy
Retail Access Section
Office of Consumer Policy

cc: U. Fogel (via email)

STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE
THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350
Internet Address: <http://www.dps.state.ny.us>

PUBLIC SERVICE COMMISSION

GARRY A. BROWN
Chairman
PATRICIA L. ACAMPORA
MAUREEN F. HARRIS
ROBERT E. CURRY JR.
JAMES L. LAROCCA
Commissioners



PETER McGOWAN
General Counsel
JACLYN A. BRILLING
Secretary

May 25, 2011

Mr. Jeffrey Meiler
Adagio Energy, LLC
3711 Market Street
10th Floor
Philadelphia, PA 19104

RE: Adagio Energy, LLC name change to Independence Energy Group, LLC

Dear Mr. Meiler:

Thank you for your letter dated May 20, 2011 advising the NYS PSC that effective immediately Adagio Energy, LLC has changed its legal corporate name to Independence Energy Group, LLC.

This letter acknowledges that Adagio Energy, LLC. will be known and operate as Independence Energy Group, LLC effective May 20, 2011. Please be advised that you must contact those utility companies in whose service territories you participate to notify them of your name change.

Please do not hesitate to contact me if you have any questions or concerns at (518) 486-2432 or Christine_Bosy@dps.state.ny.us.

Sincerely,

Christine A. Bosy

Christine A. Bosy
Retail Access Section
Office of Consumer Policy

cc: U. Fogel (via email)

ATTACHMENT D

Attachment D

Officer Resume

Jeffrey Meiler, President, Independence Energy Group LLC

Mr. Meiler serves as President of the Independence Energy and is responsible for driving the strategic direction of the Independence Energy business and overseeing day to day activities including P&L management, marketing, sales, back office operations, contract negotiation, customer services and human resources. Mr. Meiler has a broad background in international financial services and direct marketing that spans 18 years. Most recently he was General Manager for Barclays US Mobile Payments business. This new venture was a partnership between Barclays, AT&T, Verizon, T-Mobile and Discover Financial Services. Mr. Meiler played a significant role in negotiation, internal stakeholder management and project management of this initiative. Prior to this he was General Manager of the Barclaycard US Open Market business and Chief Strategy Officer. In this role he created the strategic plans for the bank, drove M&A activity and built the Barclays Open Market Business that booked over 4.0M credit card accounts. Prior to this Mr. Meiler served in a number of general management, marketing and finance leadership roles in the UK and the USA.

ATTACHMENT E

Attachment E

A copy of the newspaper publication run in the Philadelphia Daily News on Thursday, September 1, 2011 is attached below as well as publications from following newspapers; Harrisburg Patriot-News, Scranton Times Tribune, Williamsport Sun Gazette, Johnstown Tribune Democrat, Erie Times-News, Pittsburgh Post-Gazette.

AFFIDAVIT

Commonwealth of Pennsylvania :
County of Dauphin : ss.
:

Deanne M. O'Dell, Affiant, being duly sworn according to law, deposes and says:

That she is an authorized representative of Independence Energy Group, LLC;

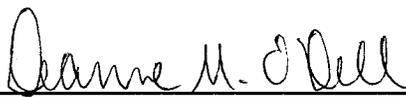
That she is authorized to and does make this affidavit for said Applicant;

That she certifies that she has caused the notice of the filing of Independence Energy Group, LLC's electric generation license application to be published in the following newspapers on the dates shown:

The Erie Times-News	August 31, 2011
The Patriot-News	September 1, 2011
The Johnstown Tribune Democrat	August 31, 2011
The Scranton Times	August 30, 2011
Williamsport Sun-Gazette	September 2, 2011
Pittsburgh Post-Gazette	August 31, 2011
The Philadelphia Daily News	September 1, 2011

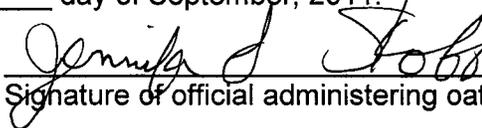
That she is submitting to the Commission the proof of publication from each newspaper in which notice of the application filing was published.

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



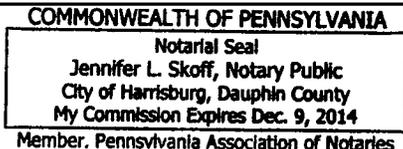
Signature of Affiant
Deanne M. O'Dell

Sworn and subscribed before me this 7th day of September, 2011.



Signature of official administering oath

My commission expires Dec. 9, 2014



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:

September 1, 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 1st day of
September, 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 Independence Energy Group 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.
Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout the service territory of PECO 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.
By and through Counsel:
Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellott, LLC
215 Market Street, 8th Floor
Harrisburg, PA 17101
(717) 237-5000 (phone)
(717) 237-6018 (fax)

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

31 of August, 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

COMMISSION NOTICE

Application of Independence Energy Group 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.

Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout the Commonwealth 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.

M. Goodwin
PG Publishing Company

Sworn to and subscribed before me this day of:
August 31, 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
ECKERT SEAMANS CHERIN & MELLOTT
213 Market St., 8th Floor
Attn: Jennifer L. Skoff
Harrisburg PA 17101

To PG Publishing Company

Total ----- \$592.50

Publisher's Receipt for Advertising Costs

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

PG PUBLISHING COMPANY
34 Boulevard
PITTSBURGH
Phone 412

By and through
Counsel:
Deanne M. O'Dell,
Esquire
Eckert Seamans
Cherin & Mellott, LLC
213 Market Street
8th Floor,
Harrisburg, PA 17101,
(717) 237-6000 (phone)
(717) 237-6019 (fax)

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

By _____

I hereby certify that this is the original Proof of Publication and receipt for the Advertising costs in the subject matter of

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 in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the editions of said Williamsport Sun-Gazette on the following dates, viz:

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Application of Independence Energy Group 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.

Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout

the Commonwealth 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.

By and through Counsel:
Deanne M. O'Dell,
Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street,
8th Floor
Harrisburg, PA 17101
(717) 237-6000 (phone)
(717) 237-6019 (fax)

September 2, 2011

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

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 2nd day of September 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.....\$ 280.78
Probated same.....\$
Total.....\$ 280.78

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of Independence Energy Group 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.

Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout the Commonwealth 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.

publish that the of The in the s of said j

By and through Counsel,
Deanne M. O'Dell, Esquire
Eckert Seamans Chern & Melott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
(717) 237-6000 (phone)
(717) 237-6019 (fax)

Sworn and Subscribed before me this
6th day of September, 2011.

[Signature]

On this 6th day of September A.D. 2011, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

County of Cambria, and Commonwealth of Pennsylvania and the matter published in said publication in the regular issues 1, on August 31, 2011; and that the Affiant is not interested in that all of the allegations as to time, place and character

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

0.00 Lines @	\$2.50 per line	0.00
7.50 Inches @	\$25.00 per inch	187.50
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		195.00

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

ECKERT SEAMANS CHERIN & MELLOTT
ATTN:JENNIFER SKOFF
213 MARKET STREET, 8TH FLOOR HARRISBURG PA 17101

Account # 72739
Order # 80692358
Ad Price: 241.60

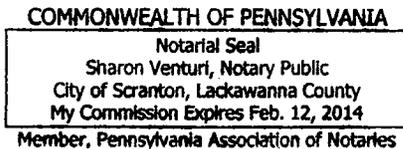
Colleen Wettstein
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed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

08/30/2011

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 Colleen Wettstein

Sworn and subscribed to before me
this 30th day of August A.D., 2011

Sharon Venturi
(Notary Public)



LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION
Application of Independence Energy Group 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.

Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout the Commonwealth 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.

By and through Counsel:
Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
(717) 237-6000 (phone)
(717) 237-6019 (fax)

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

ECKERT SEAMANS CHERIN & MELLOTT
213 MARKET ST 8TH FL
HARRISBURG PA 17101

REFERENCE: L0004367 INDEPENDENCE ENERGY
0001090915 PENNSYLVANIAPUBLICUT

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: 08/31

TOTAL COST: 217.00
FILED ON: 08/31/11

AD SPACE: 70 LINE

PENNSYLVANIA PUBLIC
UTILITY COMMISSION
NOTICE

Application of Independence Energy Group 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. Independence Energy Group 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. Independence Energy Group LLC proposes to sell electricity and related services throughout the Commonwealth 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 Independence Energy Group 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 Independence Energy Group LLC attorney at the address listed below.
By and through Counsel:
Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street,
8th Floor
Harrisburg, PA 17101
(717) 237-6000 (phone)
(717) 237-6019 (fax)
(8-1090915-NP-31)

Sworn to and subscribed before me this

31 day of August 2011 Affiant: Rosanne Cheeseman

NOTARY: Tami J. Davis

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Tami J. Davis, Notary Public
City of Erie, Erie County
My commission expires April 14, 2014



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PENNSYLVANIA

PUBLIC UTILITY COMMISSION

NOTICE

Application of **Independence Energy Group 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.

Independence Energy Group 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. **Independence Energy Group LLC** proposes to sell electricity and related services throughout the Commonwealth 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 **Independence Energy Group 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 **Independence Energy Group LLC** attorney at the address listed below.

By and through Counsel:

Deanne M. O'Dell, Esquire

Eckert Seamans Cherin & Mellott, LLC

213 Market Street, 8th Floor

Harrisburg, PA 17101

(717) 237-6000 (phone)

(717) 237-6019 (fax)]>

Appeared in: **Patriot-News** on Thursday, 09/01/2011

 Select notice to print

CERTIFICATE OF SERVICE

On this the 7th day of September 2011, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

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

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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

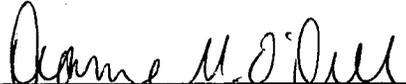
Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

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


Deanne M. O'Dell, Esquire
Attorney for Independence Energy
Group LLC