

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Burton Energy Group, Inc., d/b/a Burton Energy Group, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer engaged in the business of supplying electricity services 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:

Burton Energy Group, Inc.  
24 Sloan Street  
Roswell, GA 30075  
[www.burtonenergygroup.com](http://www.burtonenergygroup.com)  
(866) 975-8777

- 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.

Burton Energy Group, Inc.  
c/o Corporation Service Company  
2595 Interstate Dr., Suite 103  
Harrisburg, PA 17110  
Phone: 800-927-9800  
Fax: 302-636-5454

- 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.

Kristen Murphy  
Director, Energy Supply and Risk Management  
24 Sloan Street  
Roswell, GA 30075  
Phone: (678) 672-2084  
Fax: (678) 325-6702  
[kmurphy@burtonenergygroup.com](mailto:kmurphy@burtonenergygroup.com)

Rob Joseph  
Hill, Kertscher & Wharton, LLP  
3350 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
Phone: (770) 953-0995 ext. 115  
Fax: (770) 953-1358  
Email: [rrj@hkw-law.com](mailto:rrj@hkw-law.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.

Rob Joseph  
Hill, Kertscher & Wharton, LLP  
3350 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
Phone: (770) 953-0995 ext. 115  
Fax: (770) 953-1358  
Email: [rrj@hkw-law.com](mailto:rrj@hkw-law.com)

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- 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.

Tim Leigh  
Managing Partner  
24 Sloan Street  
Roswell, GA 30075  
Phone: (770) 587-9006  
Fax: (678) 325-6702  
[tleigh@burtonenergygroup.com](mailto:tleigh@burtonenergygroup.com)

Kristen Murphy  
Director, Energy Supply and Risk Management  
24 Sloan Street  
Roswell, GA 30075  
Phone: (678) 672-2084  
Fax: (678) 325-6702  
[kmurphy@burtonenergygroup.com](mailto:kmurphy@burtonenergygroup.com)

## 2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

**or**

X The Applicant will not be using a fictitious name.

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

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

☐ The Applicant is a sole proprietor.

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

**or**

☐ The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.

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

**or**

☐ The Applicant is a:

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

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

Please see Attachment A.

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

Georgia. Please see Attachment B for charter documentation.

- Give name and address of officers.

Brent Burton  
24 Sloan Street  
Roswell, GA 30075

Tim Leigh  
24 Sloan Street  
Roswell, GA 30075

Mark Breuker  
24 Sloan Street  
Roswell, GA 30075

### **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.

Applicant does not have any affiliates doing business or applying to do business.

- 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.

Applicant does not have any predecessors that have done business within the preceding five years.

#### 4. OPERATIONS

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

X 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
- X Other; Identify the nature of service being rendered.

Applicant is currently acting as a Broker

**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
- X 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.

Burton Energy Group is a privately held, independent company providing energy management services for commercial businesses with multi-site, geographically diverse facilities. We work with our clients to design and manage an energy plan to reduce energy consumption, improve environmental performance, mitigate price risk, stabilize utility budgets, and lower overall energy operating costs. We provide a number of service offerings, including "Strategic Assessment & Planning", "Utility Information Management", "Supply and Risk Management", "Energy and Water Conservation", "Annual Utility Budget Guidance", and "Sustainability Initiatives." More detailed information is available on our website, [www.burtonenergygroup.com](http://www.burtonenergygroup.com).

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

Pennsylvania Electric Co., Allegheny/West Penn Power Co., PPL Utilities Corp., Metropolitan Edison Co., Pennsylvania Power, PECO Energy Co., Duquesne Light, Pike County Light & Power Company, UGI Utilities Inc.

- 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. – January 1, 2011

## 5. COMPLIANCE

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

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

The Loyaltton Group, Inc. v Burton Energy Group, Inc., U.S. District Court, D. Minnesota, Civil Case No. 09-58.

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

This was a civil suit by a former subcontractor for breach of contract. Burton Energy Group, Inc. determined that the claims were without merit and vigorously defended against all claims. A majority of the claims were dismissed in the Summary Judgment stage of the case. With respect to the remaining claims, Burton Energy Group, Inc. reached a confidential settlement agreement with The Loyaltan Group, Inc. and the case has been dismissed.

- 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.

Neither the applicant nor any person identified in this application has any escalated or formal actions or complaints to list.

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

## **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.
- ☐ Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.
- X 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.

Please see Attachment C.

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

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

Please see Attachment D.

**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.

Miles Thoroman, CPA  
3473 Lawrenceville-Suwanee Rd, Ste A  
Suwanee, GA 30024  
Phone: (770) 813-0900  
Fax: (770) 813-0071  
[mthoroman@aol.com](mailto:mthoroman@aol.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:

Please see Attachment D.



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

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

Brent Burton  
Tim Leigh  
Mark Breuker

Please see Attachment D for resumes.

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

- ☐ Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- ☐ Received approval from FERC to be a Power Marketer at Docket or Case Number \_\_\_\_\_.
- X 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.

Burton Energy Group Inc. is not applying to become a supplier in the Commonwealth of Pennsylvania. Our application is only to become a licensed broker. Therefore, we will not be setting the generation prices for customers or any offers around the contract prices, nor will we be billing customers directly. The contracts that our customers will be signing will be from licensed suppliers within the Commonwealth of Pennsylvania, whose contracts will include disclosure statements previously approved.

## **10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS**

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

- proof of registration as a PJM Load Serving Entity (LSE), or

- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

*(Select only one of the following)*

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

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

☒ **AGREED**

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

- **Retail Electricity Choice Activity Reports:** The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- **Reports of Gross Receipts:** Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

☒ **AGREED**

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

☒ **AGREED**

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

X      ACKNOWLEDGED

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

X      AGREED

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

X      AGREED

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

X      AGREED

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

X      AGREED

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

X      AGREED

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

X      PAYMENT ENCLOSED

## 11. AFFIDAVITS

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

## 12. NEWSPAPER PUBLICATIONS

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

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

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

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

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

(Example Publication is provided at Appendix H)

Please see Attachment F for the newspaper proofs of publication.

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## 13. SIGNATURE

Applicant: 

By: Brent Burton  
Title: President

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SECRETARY'S BUREAU

**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: Burton Energy Group, Inc.**

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

Appendix A

APPLICATION AFFIDAVIT

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SECRETARY'S BUREAU

County of Fulton

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

He is the President (Office of Affiant) of Burton Energy Group, Inc. (Name of Applicant);

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

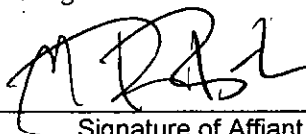
That the Applicant herein Burton Energy Group, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

That the Applicant herein Burton Energy Group, Inc. 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 Burton Energy Group, Inc. 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 knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.



Signature of Affiant

Sworn and subscribed before me this 9<sup>th</sup> day of December, 20 11.



Signature of official administering oath

My commission expires 8-27-2014

**Appendix B**  
**OPERATIONS AFFIDAVIT**

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State of Georgia

PA PUBLIC UTILITY COMMISSION  
ss. SECRETARY'S BUREAU

County of Fulton

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

He is the President (Office of Affiant) of Burton Energy Group, Inc. (Name of Applicant);

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

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

That Burton Energy Group, Inc., 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).

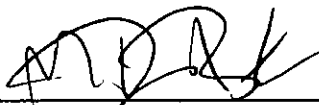
As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing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

## Appendix B (Continued)

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

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

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



Signature of Affiant

Sworn and subscribed before me this 9<sup>th</sup> day of December, 20 11.



Signature of official administering oath

My commission expires 8-27-2014.

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU



## Appendix C

### CERTIFICATE OF SERVICE

On this the 9 day of DEC 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

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

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

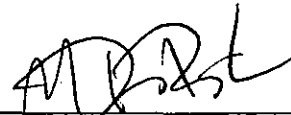
Legal Department  
Attn: Paul Russell  
PPL  
Two North Ninth Street  
Allentown, PA 18108-1179

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

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DEC 19 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

  
Brent Burton, President  
Burton Energy Group, Inc.

**Electric Generation Supplier License Bonds**

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

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

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

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

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SECRETARY'S BUREAU**

## Appendix F

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COMMONWEALTH OF  
PENNSYLVANIA  
PUBLIC UTILITY COMMISSIONTAX CERTIFICATION  
STATEMENTPA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

|   |  |
|---|--|
| 1. CORPORATE OR APPLICANT NAME<br>Burton Energy Group, Inc. | 2. BUSINESS PHONE NO. ( 866 ) 975-8777<br>CONTACT PERSON(S) FOR TAX ACCOUNTS:<br>Miles Thoroman, CPA<br>3473 Lawrenceville-Suwanee Rd., Ste A<br>Suwanee, GA 30024<br>(770) 813-0900 |
|---|--|

3. TRADE/FICTITIOUS NAME (IF ANY)

|  |  |                          |              |                |
|--|--|--------------------------|--------------|----------------|
| 4. LICENSED ADDRESS<br>Burton Energy Group, Inc. | (STREET, RURAL ROUTE, P.O. BOX NO.)<br>24 Sloan Street | (POST OFFICE)<br>Roswell | STATE)<br>GA | (ZIP)<br>30075 |
|--|--|--------------------------|--------------|----------------|

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

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

|                              |  |
|------------------------------|--|
| NAME (PRINT)<br>Brent Burton | SOCIAL SECURITY NUMBER (OPTIONAL)<br>[ ] [ ] [ ] - [ ] [ ] [ ] - [ ] [ ] [ ] [ ] |
| NAME (PRINT)<br>Tim Leigh    | SOCIAL SECURITY NUMBER (OPTIONAL)<br>[ ] [ ] [ ] - [ ] [ ] [ ] - [ ] [ ] [ ] [ ] |
| NAME (PRINT)<br>Mark Breuker | SOCIAL SECURITY NUMBER (OPTIONAL)<br>[ ] [ ] [ ] - [ ] [ ] [ ] - [ ] [ ] [ ] [ ] |
| NAME (PRINT)                 | SOCIAL SECURITY NUMBER (OPTIONAL)<br>[ ] [ ] [ ] - [ ] [ ] [ ] - [ ] [ ] [ ] [ ] |

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

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

Item A - Designated by the Pennsylvania Department of Revenue.

Item B - Designated by the Internal Revenue Service.

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

|  |   |   |  |
|--|---|---|--|
| <b>A. SALES TAX LICENSE (8 DIGITS)</b> | APPLICATION<br>PENDING <input type="checkbox"/> N/A <input checked="" type="checkbox"/> | <b>C. CORPORATE BOX NUMBER (7 DIGITS)</b> | APPLICATION<br>PENDING <input type="checkbox"/> N/A <input type="checkbox"/> |
| [ ] [ ] - [ ] [ ] [ ] [ ] [ ] [ ]      |   | 4 0 4 3 9 6 3                             |  |
| <b>B. EMPLOYER ID (EIN) (9 DIGITS)</b> | APPLICATION<br>PENDING <input type="checkbox"/> N/A <input type="checkbox"/>            |   |  |
| 9 0 - 0 0 3 6 9 1 2                    |   |   |  |

8. Do you have PA employees: resident or non-resident? ☐ YES ☒ NO  
9. Do you own any assets or have an office in PA? ☐ YES ☒ NO

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

Miles Thoroman, CPA 770-813-0900

Miles Thoroman  
PA SALES AND USE TAXMiles Thoroman  
EMPLOYER TAXESMiles Thoroman  
CORPORATE TAXES770-813-0900  
PHONE770-813-0900  
PHONE770-813-0900  
PHONE

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

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Certificate of Authority  
(15 Pa.C.S.)

☒ Foreign Business Corporation (§ 4124)  
☐ Foreign Nonprofit Corporation (§ 6124)

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|                                   |             |                   |
|-----------------------------------|-------------|-------------------|
| Name<br>Burton Energy Group, Inc. |             |                   |
| Address<br>24 Sloan St.           |             |                   |
| City<br>Roswell                   | State<br>GA | Zip Code<br>30075 |

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

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Commonwealth of Pennsylvania  
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:  
Burton Energy Group, Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.  
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:  
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:  
Georgia

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

24 Sloan St. Roswell GA 30075

PA DEPT. OF STATE Number and street City State Zip

JUL 18 2011

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider County  
c/o: Corporation Service Company Dauphin

7. Check one of the following:

☒ **Business Corporation:** The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ **Nonprofit Corporation:** The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof

the 8<sup>th</sup> day of July

2011

Buchan Energy Group

Name of Corporation

MBT

Signature

Marlene Pantar

Title

Control No. 0224966

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

### BURTON ENERGY GROUP, INC.

#### Domestic Profit Corporation

was formed or was authorized to transact business on 05/13/2002 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 25th day of July, 2011

*B. P. Kemp*

Brian P. Kemp  
Secretary of State

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

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**Certified Copy**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

I, Brian P. Kemp, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

### **BURTON ENERGY GROUP, INC.**

#### **Domestic Profit Corporation**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 13th day of May, 2002 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 25th day of July, 2011

*B. P. Kemp*

Brian P. Kemp  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0224966  
EFFECTIVE DATE: 05/13/2002  
JURISDICTION : GEORGIA  
REFERENCE : 0092  
PRINT DATE : 05/15/2002  
FORM NUMBER : 311

D.H. ROBERTSON & ASSOCIATES  
2154 FOUNTAIN SQUARE  
SNELLVILLE, GA 30078

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**BURTON ENERGY GROUP, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

1 000001 000000 0000 0000 0000 0000 0000 0000 0000 0000



Cathy Cox  
Secretary of State



**BUSINESS SERVICES AND REGULATION**

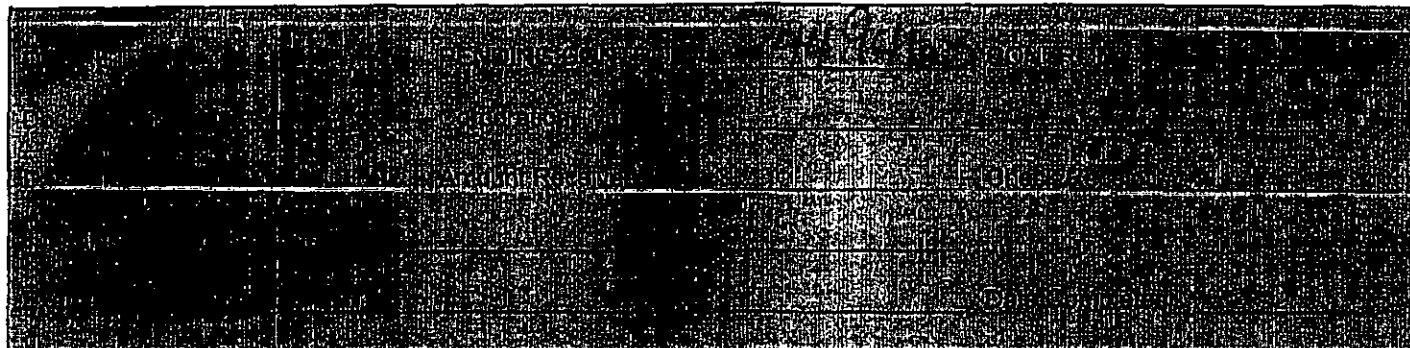
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

CATHY COX  
Secretary of State  
State of Georgia

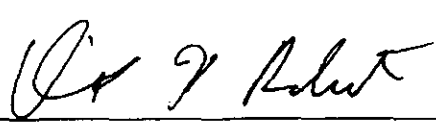
**TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS**

WARREN RARY  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY



**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM**

|   |                           |                              |
|---|---------------------------|------------------------------|
| 1. <b>021290301</b>   |                           |                              |
| Corporate Name Reservation Number   |                           |                              |
| <b>BURTON ENERGY GROUP, INC.</b>  |                           |                              |
| Corporate Name (exactly as appears on name reservation)   |                           |                              |
| 2.  | <b>David H. Robertson</b> | <b>(770) 736-5182</b>        |
| Applicant/Attorney  |                           | Telephone Number             |
| <b>2154 Fountain Square</b>   |                           |                              |
| Address   |                           |                              |
| <b>Snellville, GA 30078</b>   |                           |                              |
| City  | State                     | Zip Code                     |
| 3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)  |                           |                              |
| 1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)   |                           |                              |
| 2. ORIGINAL ARTICLES OF INCORPORATION   |                           |                              |
| 3. ONE COPY OF ARTICLES OF INCORPORATION  |                           |                              |
| I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. |                           |                              |
|    |                           | <b>RECEIVED</b>              |
| Authorized Signature  |                           | DEC 19 2011                  |
| May 13, 2002  |                           | PA PUBLIC UTILITY COMMISSION |
| Date  |                           | SECRETARY'S BUREAU           |

BSR Form 227

**ARTICLES OF INCORPORATION  
OF  
BURTON ENERGY GROUP, INC.**

1.

The name of the corporation is:

BURTON ENERGY GROUP, INC.

2.

*The corporation shall have authority to issue not more than 10,000 shares of \$1.00 par value stock.*

3.

The Corporation is a statutory close corporation pursuant to O.C.G.A. §14-2-901, et seq.

4.

The holders of the shares of the Corporation's stock shall have preemptive rights to acquire on pro-rata basis by law any unissued shares of its stock which the Corporation intends to issue subsequently, said pro-rata rights to be based upon the individual holder's existing percentage of ownership at the time of the proposed issuance.

5.

The initial registered office of the corporation shall be at 2513 Hampton Park Court, Marietta, Cobb County, Georgia 30062. The initial registered agent of the corporation at such address shall be MICHAEL BRENT BURTON.

6.

The mailing address of the initial principal office of the corporation is:

2513 Hampton Park Court  
Marietta, GA 30062

7.

The name and the address of the incorporator is:

David H. Robertson  
D.H. Robertson & Associates, P.C.  
2154 Fountain Square  
Snellville, GA 30078

8.

No director shall be liable to the corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability:

- a. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
- b. For acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. For the types of liabilities set forth in O.C.G.A. § 14-2-832; or
- d. For any transaction from which the director received an improper personal benefit,

provided, however, that the within article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date hereof.

9.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent. It is provided, however, that the within article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



DAVID H. ROBERTSON

David H. Robertson  
D.H. Robertson & Associates, P.C.  
2154 Fountain Square  
Snellville, GA 30078  
(770) 736-5182

SECRETARY OF STATE  
2002 MAY 13 P 4:18  
CORPORATIONS DIVISION

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**Attachment E**  
**Question 8. Technical Fitness**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**8a. Experience, Plan, Structure:**

Burton Energy Group, Inc. ("Burton") has been working with multi-site customers since 2001 to manage risk and lower energy costs. Burton provides clients with core services essential to an integrated energy management strategy including: strategic assessment and planning, utility information management, supply and risk management, energy and water conservation, annual utility budget guidance and sustainability initiatives. Burton is led by partners who are leaders in the energy management and sustainability field and able to deliver all aspects of an energy management solution, with experience in electric utilities, natural gas, energy consulting, energy engineering and risk management. The customers Burton currently works with total 18 and span across the hospitality, retail, quick-serve and full-serve restaurant, healthcare, banking, and multi-family industries. The majority of customers are within the hospitality sector with locations in the CAISO, ERCOT, PJM, MISO, New England and New York territories.

Burton currently employs 12 full-time employees, who are divided amongst three departments including: energy supply and risk management, utility management, and demand-side and conservation programs. In addition to offering demand/conservation services to customers within the Commonwealth, Burton Energy Group plans to act as a Broker of energy services to help customers achieve competitive prices and manage to their budgets. Burton Energy Group is not applying to be an EGS and is not required to obtain membership within regional reliability councils.

**8b. Officers:**

**Brent Burton**  
**President and Founder**

Brent Burton is a twenty year energy industry veteran who founded Burton Energy Group, Inc. in 2001 to assist commercial businesses with their energy management needs. His primary business model is to serve as an outsourced energy management solution (supply-side, demand-side, etc.). Services include: client account management and reporting, supply side strategy, commodity procurement, contract execution, utility rate and regulatory review, annual utility budgeting, energy demand side services, water conservation programs and green program initiatives.

Brent has concentrated mostly in the hospitality sector, securing hotel owners, managers and real estate investment trusts with over 250 assets in 35 states and Canada. He has developed a network of supply and demand side partners to supplement the portfolio of services provided. His clients have an average return on investment of 7:1 for projects implemented since energy programs were initiated, resulting in annual savings of 5.5% of total energy spend.

For the past three years Burton has been the exclusive energy partner of the American Hotel & Lodging Association, responsible for the creation and deployment of energy services products to corporate and multi-unit members. Brent secured this partnership through word-of-mouth from his clients and the quality of services offered to corporate and field personnel.

Prior to the formation of Burton Energy Group, Inc., Brent worked as Vice President, Marketing at Retx Energy Services, an energy information application service provider that specialized in distributed generation solutions. Before joining Retx Brent was in the energy sector for 10 years, as a Director for Enron Energy Services and a Manager at Entergy Corporation.

Brent obtained his MBA from Mississippi State University with a concentration in Marketing, and BS degrees in Economics and Geology.

**Tim Leigh**  
**Partner**

As a Partner with Burton Energy Group, Inc., Tim has over twenty years experience in the U.S. energy markets working in various sectors of the energy value chain. His principal responsibility is managing clients' energy risk management, hedging programs and procurement of their electricity and natural gas needs. He also has extensive experience in designing client's triple P (profit, planet, and people) sustainability programs.

Mr. Leigh has designed and implemented a best in class Fortune 100 energy procurement program and is widely recognized as the best supply side energy manager in the end user community. He has served on Edison Electric Institute's Commercial Advisory Board, Direct Energy's Customer Advisory Board and NRF Sustainability Leadership Team.

In early, 2007 he was one of the chief architects of the nation's largest department store retailer's corporate sustainability program. A major facet of this work included a \$70 million solar / energy efficiency program launched in mid 2007 culminating in over 10MW of solar projects recognized by the EPA as one of the most outstanding Green Power Programs of the year. His experience includes 10 years with The Southern Company, co-founding of one of the nation's leading Energy Service Companies, and as a Senior Manager with Accenture. Prior to coming to Burton, Tim was the Director of Energy Services for Macy's.

Tim received his BME from Auburn University and has attended a number of graduate programs including Corporate Venturing at Northwestern University.

**Mark Breuker**  
**Partner**

Mark Breuker, a 15-year energy industry veteran, joined Burton Energy Group, Inc. as a partner after serving as the Director of Energy Consulting at Advantage IQ. At Burton, Mark provides leadership in the areas of sustainability, energy conservation, and billing data management as well as support of the company's energy procurement and risk management offering. At Advantage IQ, Mark was responsible for developing and directing the Company's energy management programs on behalf of clients. Mark worked with Advantage IQ's largest clients to develop a customized strategy to better manage energy usage and cost by leveraging the use of billing data.

Over the past decade, through the implementation of supply and demand-side energy efficiency initiatives, he has helped retail, commercial and industrial clients return millions of dollars in savings to their bottom lines. Prior to his position at Advantage IQ, Mark spent several years in management positions at Prenova Inc., formerly Service Resources. With Prenova, Mark led the company's efforts to provide a full suite of energy management solutions the firm's largest accounts. While the company operated under the name Service Resources, he led teams of account managers and managed customer relationships as well further developing the company's offerings in the areas of load response for customers like AT&T and Home Depot.

Earlier, Mark worked on the demand-side of the energy business. While a Senior Project Engineer with Duke Solutions, he identified and applied efficiency improvement technologies. As a Senior Engineer with Carrier Corporation, Mark worked to improve the energy efficiency of residential air conditioners and published research on smart building technology through the American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE).

Mark is a Certified Energy Manager, LEED Accredited Professional, and Registered Professional Engineer. He holds a master's degree in Mechanical Engineering from Purdue University and a bachelor's degree from the University of Michigan.

OATH of PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

RECEIVED

DEC 19 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

KRISTEN MURPHY  
24 SLOAN ST  
ROSWELL GA 30075

REFERENCE: L0005213  
1999845 PUC NOTICE

STATE OF PENNSYLVANIA)  
COUNTY OF ERIE ) SS:

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

PUBLISHED ON: 07/28

TOTAL COST: 294.00  
FILED ON: 07/28/11

AD SPACE: 7.000 INCH

Sworn to and subscribed before me this

28 day of July 2011 Affiant: *Rosanne Cheeseman*

NOTARY: *Laurene A. Daugherty*

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

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

Member, Pennsylvania Association of Notaries

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

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

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

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. 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 Burton Energy Group, Inc.'s attorney at the address listed below.

By and through Counsel: Robert Joseph Hill, Kertscher & Wharton, LLP  
3350 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
(770) 953-0998 • (770) 953-1358

1999845



COMMONWEALTH OF PENNSYLVANIA }  
County of Cambria } SS

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Application of Burton Energy Group, Inc. For Approval  
To Offer, Render, Furnish Or Supply Electricity Or Elec-  
tric Generation Services As A Marketer/Broker Engaged  
In The Business Of Supplying Electricity To The Public In  
The Commonwealth Of Pennsylvania.

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with the Pennsylvania Public Utility Commission ("PUC")  
for a license to supply electricity or electric generation  
services as a broker/marketer engaged in the business of  
supplying electricity. Burton Energy Group, Inc. pro-  
poses to sell electricity and related services throughout all  
of Pennsylvania under the provisions of the new Electric-  
ity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing.  
Protests directed to the technical or financial fitness of  
Burton Energy Group, Inc. 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 Burton Energy Group,  
Inc.'s attorney at the address listed below.

By and through Counsel: Robert Joseph  
Hill, Kertscher & Wharton, LLP  
3350 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
(770) 953-0985  
(770) 953-1358

published  
that the  
of The Jo

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

ty of Cambria, and Commonwealth of Pennsylvania and  
e matter published in said publication in the regular issues  
, on September 8, 2011; and that the Affiant is not

*Christine Marhefka*

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this  
14th day of September, 2011.

*Juan OH*

|              |                  |        |
|--------------|------------------|--------|
| 0.00 Lines @ | \$2.50 per line  | 0.00   |
| 6 Inches @   | \$25.00 per inch | 150.00 |
| Notary Fee   |                  | 5.00   |
| Clerical Fee |                  | 2.50   |
| Total Cost   |                  | 157.50 |

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 \_\_\_\_\_

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

STATE OF PENNSYLVANIA  
COUNTY OF LYCOMING

SS:

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

September 9, 2011

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

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

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

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

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. 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 Burton Energy Group, Inc.'s attorney at the address listed below.

THE SUN-G.  
and certifies

By and through Counsel:  
Robert Joseph  
Hill, Kartacher &  
Wharton, LLP  
3350 Riverwood Park-  
way, Suite 800  
Atlanta, Georgia 30339  
(770) 953-0986  
(770) 953-1358

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 13<sup>th</sup> 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.....\$ 251.32

Probated same.....\$

Total.....\$ 251.32

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

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

KRISTEN MURPHY  
24 SLOAN STREET  
ROSWELL GA 30075

Account # 545295  
Order # 80649543  
Ad Price: 209.75

Gina Krushinski

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

07/27/2011

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

Sworn and subscribed to before me  
this 27th day of July A.D., 2011

Sharon Venturi  
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Sharon Venturi, Notary Public

City of Scranton, Lackawanna County

My Commission Expires Feb. 12, 2014

Member, Pennsylvania Association of Notaries

LEGAL NOTICE

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

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

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

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, PO Box 3265, Harrisburg, PA 17106-3265. You should send copies of any protest to Burton Energy Group, Inc.'s attorney at the address listed below.

By and through Counsel:

Robert Joseph

HEIL, Kertscher & Wharton, LLP  
3880 Riverwood Parkway,  
Suite 800, Atlanta, Georgia 30339  
(770) 853-0885  
(770) 853-1858

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

Burton Energy Group, Inc.  
Attachment F

**The Patriot-News**  
Now you know

BURTON ENERGY  
24 SLOAN STREET

ROSWELL

GA 30075

**THE PATRIOT NEWS  
THE SUNDAY PATRIOT NEWS**

**Proof of Publication**

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

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

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

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

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

Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002159925 ran on the dates shown below:

August 01, 2011

Sworn to and subscribed before me this 04 day of August, 2011 A.D.

Notary Public

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**  
Application of Burton Energy Group, Inc. For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.  
Burton Energy Group, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Burton Energy Group, Inc. proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this

application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. 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 Burton Energy Group, Inc.'s attorney at the address listed below.

By and through Counsel: Robert Joseph Hill, Kartzscher & Wharton, LLP  
3380 Riverwood Parkway, Suite 600  
Atlanta, Georgia 30329  
(770) 953-0995  
(770) 953-1358

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

**Proof of Publication 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 16, 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 16<sup>th</sup> 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 Burton Energy Group, Inc. for Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Broker/Marketer Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3288, Harrisburg, PA 17105-3288. You should send copies of any protest to Burton Energy Group, Inc.'s attorney at the address listed below.

By and through Counsel: Robert Joseph Hill, Kertcher & Wharton, LLP  
3200 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
(770) 553-0900  
(770) 553-1355

## 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

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

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

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

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group, Inc. 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 Burton Energy Group, Inc.'s attorney at the address listed below.

By and through Counsel: Robert Joseph Hill, Kertscher & Wharton, LLP  
3350 Riverwood Parkway, Suite 800  
Atlanta, Georgia 30339  
(770) 953-0995  
(770) 953-1358

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**  
BURTON ENERGY GROUP  
24 SLOAN ST  
ATTN: KRISTEN MURPHY  
ROSWELL GA 30075-4920

To PG Publishing Company

Total \_\_\_\_\_ \$639.45

### Publisher's Receipt for Advertising Costs

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

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

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

By \_\_\_\_\_  
Maria Lucia

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