

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of XOOM Energy Pennsylvania, LLC, hereinafter "Applicant", for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Supplier of Electricity to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

## 1. IDENTIFICATION AND CONTACT INFORMATION

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

**XOOM Energy Pennsylvania, LLC**  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
Telephone: (704) 274-1450  
[www.xoomenergy.com](http://www.xoomenergy.com)

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- 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.

**Corporation Service Company**  
2595 Interstate Drive, Suite 103  
Harrisburg, PA 17110  
Telephone: (717) 526-4330

- 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.

**Michelle W. Harding**  
Vice President, Secretary and General Counsel  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
Telephone: (704)274-1420  
Facsimile: (877) 396-6041  
[mharding@xoomenergy.com](mailto:mharding@xoomenergy.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.

**Michelle W. Harding**  
Vice President, Secretary and General Counsel  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
Telephone: (704)274-1420  
Facsimile: (877) 396-6041  
[mharding@xoomenergy.com](mailto:mharding@xoomenergy.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.

**Customer Care**  
344 South Poplar Street  
Hazleton, PA 18201  
(888) 997-8979  
[customercare@xoomenergy.com](mailto:customercare@xoomenergy.com)

**Vergie Weatherspoon**  
Customer Experience Manager  
XOOM Energy Pennsylvania, LLC  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1416  
(704) 274-1430 (fax)  
[vweatherspoon@xoomenergy.com](mailto:vweatherspoon@xoomenergy.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.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
- Give name and address of officers.

**XOOM Energy Pennsylvania, LLC is a Pennsylvania domestic limited liability company. The Certificate of Organization issued by the Pennsylvania Department of State Corporate Bureau is attached hereto as Attachment A.**

### **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 has four affiliates that are currently doing business:**

**XOOM Energy Michigan, LLC is a Michigan limited liability company, licensed as an alternative gas choice supplier in the state of Michigan and is currently offering natural gas products to residential and commercial customers in the state of Michigan.**

**XOOM Energy California, LLC is a California limited liability company that is contracted with three utilities in the state of California to offer natural gas products to residential and commercial customers in the state of California. California does not require natural gas suppliers to be licensed with the California Public Utility Commission.**

**XOOM Energy Texas, LLC is a Texas limited liability company, licensed as a Retail Electric Supplier in the state of Texas and is currently offering power products to residential and commercial customers in the state of Texas.**

**XOOM Energy Massachusetts, LLC is a Massachusetts limited liability company, licensed as an Alternative Electric and Gas Supplier in the commonwealth of Massachusetts and is currently offering power products to residential customers in the state of Massachusetts. XOOM Energy Massachusetts currently does not offer any gas products in the state of Massachusetts and has not begun selling any commercial products in the commonwealth.**

XOOM Energy Connecticut, LLC is a Connecticut limited liability company, licensed as an Electric Supplier in the state of Connecticut. To date, XOOM Energy Connecticut has not yet begun offering any products in the state of Connecticut.

None of the affiliates identified are jurisdictional public utilities. Applicant has no affiliates currently applying to do business in Pennsylvania.

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Applicant does not have any predecessors that have operated within the preceding five (5) years.

#### 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.

Applicant will offer electricity and gas to residential customers, small-to-medium sized businesses and small-to-medium sized commercial and industrial ("C&I") customers. Applicant will offer a variety of service plans, including:

- (1) Mass market retail sales (residential & small-to-medium sized business customers), which will include month-to-month variable price plans, term variable price plans and term fixed price plans; and
- (2) C&I structured products based on end-user load profiles.

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

**Applicant proposes to provide service in the service areas of the following Electric Distribution Companies: (1) Duquesne Light Energy, (2) Metropolitan Edison, (3) PPL Electric and (4) Penelec**

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?

**Applicant does not anticipate implementing door-to-door sales activities. At this point, all of Applicant's marketing is done by "warm" marketing (marketing to friends, family, and close acquaintances; there are no cold calls, no telemarketing, or no door-to-door sales). However, in the event that Applicant should contract with a channel partner (a sales agency or in a contractual relationship), XOOM Energy Pennsylvania will provide the Pennsylvania Public Utilities Commission with a sample of the Badges requirement and any other regulatory requirements around such marketing methods prior to selling to any customers.**

- Yes
- No

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

- Yes
- No

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

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

**Applicant proposes to begin delivering services within the Commonwealth in April 2012 or within the first quarter of the 2012 fiscal year.**

## 5. COMPLIANCE

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

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

**Neither the Applicant nor any person identified in this Application has been nor is currently 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.

- 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 was formed on March 24, 2011 and is not currently licensed as an alternative retail electric supplier in this, or any other, jurisdiction.**

**As Applicant was formed on March 24, 2011 and is not licensed now, nor has been licensed in any other jurisdiction, Applicant does not have any complaints filed against it for its provision of any services in the electric or gas industry.**

**There are no formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutor agency against the Applicant or any person identified in this Application for the prior five (5) years.**

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

6. PROOF OF SERVICE

A Certificate of Service is provided.

- 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

**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

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## 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.

**A letter of credit in the amount \$250,000.00 was issued and furnished upon the Commission on October 25, 2011. A copy of the Letter of Credit is provided at attachment C.**

- 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.
- 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.

XOOM Energy Pennsylvania is providing information in support of its financial fitness under confidential seal to the Commission's Secretary along with this Application.

- 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.

Stephanie Kelly  
Comptroller  
13850 Ballantyne Corporate Place, Suite 150  
Charlotte, NC 28277  
(704) 274-1450  
(704) 274-1430  
skelly@xoomenergy.com

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

**A completed Tax Certification Statement is provided in Attachment C.**

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

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

## **8. TECHNICAL FITNESS:**

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

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

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

**Documentation supporting XOOM Energy Pennsylvania's technical fitness is being provided as Attachment D.**

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

**XOOM Energy Pennsylvania, LLC is a single-member managed limited liability company. The single member manager of XOOM Energy Pennsylvania is its parent company, XOOM Energy, LLC. In accordance with the XOOM Energy Pennsylvania, LLC Operating Agreement, the manager, through its designated and duly authorized officers acting in such capacity, shall have the right to act for and bind XOOM Energy Pennsylvania in the ordinary course of business. The officers for XOOM Energy, single-member manager of XOOM Energy Pennsylvania are:**

Tom Ulry  
CEO  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1450

Robert Blake  
COO  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1450

Michelle W. Harding  
Vice President, Secretary and General Counsel  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1450

The Resumes of Mr. Ulry, Mr. Blake and Mrs. Harding are attached hereto as 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 \_\_\_\_\_.
- 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.

**A Sample of XOOM Energy Pennsylvania's Disclosure Statement is attached hereto as Attachment E.**

## 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.

**Applicant is not a registered member but Applicant has a contractual relationship with a party that is a PJM member. Evidence of the contractual arrangement is provided under confidential cover.**

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

(Select only one of the following)

x      AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).

     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. Cmwith. 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.

**The required Affidavit is attached hereto.**

- 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.

**The required Affidavit is attached hereto.**

## 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

## 13. SIGNATURE

Applicant: XOOM Energy Pennsylvania, LLC

By:   
Tom Lilly

Title: CEO XOOM Energy, LLC Single-Member Manager of XOOM Energy Pennsylvania, LLC

**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:** XOOM Energy Pennsylvania, LLC

**By:**   
TOM MULRY CEO XOOM Energy, LLC  
 Single-Member Manager of XOOM Energy Pennsylvania, LLC

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

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SECRETARY'S BUREAU

APPLICATION AFFIDAVIT

State of North Carolina

:  
:  
ss.  
:

County of Mecklenburg

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

He is the Chief Executive Officer (Office of Affiant) of XOOM of XOOM Energy, LLC, the single-member manager of XOOM Energy Pennsylvania, LLC ("Applicant"); he submits that in accordance with the Applicant's Operating Agreement, the officers of the member-manager XOOM Energy, LLC are authorized to enter into agreements and transact business on behalf of XOOM Energy Pennsylvania, LLC (Name of Applicant);

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

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

That the Applicant herein XOOM Energy Pennsylvania 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 XOOM Energy Pennsylvania, 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.

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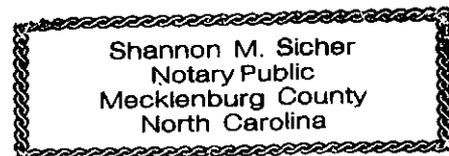
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

*Tom Ulry*  
TOM ULRY, CEO of XOOM Energy, LLC  
Single-Member Manager LLC of XOOM Energy Pennsylvania, LLC

Sworn and subscribed before me this 6<sup>th</sup> day of October, 2011.

*Shannon M. Sicher*  
Signature of official administering oath

My commission expires 12-5-2012



OPERATIONS AFFIDAVIT

State of North Carolina

:

ss.

County of Mecklenburg

:

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

He is the Chief Executive Officer (Office of Affiant) of Chief Executive Officer (Office of Affiant) of XOOM of XOOM Energy, LLC, the single-member manager of XOOM Energy Pennsylvania, LLC ("Applicant"); he submits that in accordance with the Applicant's Operating Agreement, the officers of the member-manager XOOM Energy, LLC are authorized to enter into agreements and transact business on behalf of XOOM Energy Pennsylvania, LLC (Name of Applicant);

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

That XOOM Energy Pennsylvania, 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 XOOM Energy Pennsylvania, 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 XOOM Energy Pennsylvania, 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.

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Appendix B (Continued)

That **XOOM Energy Pennsylvania, 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.

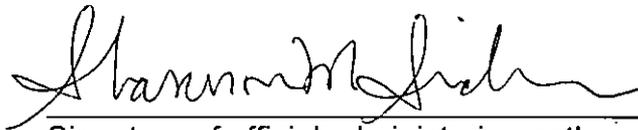
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



TOM ULRY, CEO of XOOM Energy, LLC  
Single-Member Manager of XOOM Energy Pennsylvania, LLC

Sworn and subscribed before me this 6<sup>th</sup> day of October, 2011.



Signature of official administering oath

My commission expires 12-5-2012

Shannon M. Sicher  
Notary Public  
Mecklenburg County  
North Carolina

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**ATTACHMENT A:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**A-2 Exhibit A-1 "Business Entity And Department Of State Filings"**

The Applicant is a domestic limited liability company (15 Pa. C.S. §8913)

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

Applicant, a limited liability company, was incorporated in the State of Pennsylvania. A copy of Applicant's Certificate of Organization is attached hereto.

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SECRETARY'S BUREAU

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Certificate of Organization  
Domestic Limited Liability Company  
(15 Pa.C.S. § 8913)

Name  
**Corporation Service Company**  
719200-035 KCL

Document will be returned to the  
Commonwealth of Pennsylvania  
CERTIFICATE OF ORGANIZATION 3 Page(s)



Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):  
Xoom Energy Pennsylvania, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: Corporation Service Company				Dauphin

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Michelle W. Harding	1000 Progress Place Concord, NC 28025

2011 MAR 24 PM 5: 26  
PA. DEPT. OF STATE

4. *Strike out if inapplicable term*

A member's interest in the company is to be evidenced by a certificate of membership interest.

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: \_\_\_\_\_  
month date year hour, if any

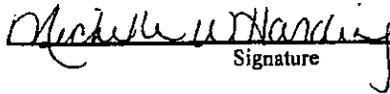
7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

\_\_\_\_\_  
\_\_\_\_\_

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this

21st day of March, 2011.

  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**ATTACHMENT C:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**C-7 Exhibit C-1 "Bonding"** In accordance with 66 Pa. C.S. Section 2809(c)(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 a letter of credit to the Commission in the amount of \$250,000.00.

**A copy of the letter of credit in the amount \$250,000.00 that was issued and furnished upon the Commission on October 25, 2011 is attached hereto.**

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**ATTACHMENT C:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**C-7 Exhibit C-2 “Financial Fitness - Financial Records, Statements, and Ratings”** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided.

- A. Applicant shall 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 parent company financial and credit information.
    - Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
    - 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 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
  - Such other information that demonstrates Applicant's financial fitness.

**Attached please find a copy the Organizational Structure Chart for XOOM Energy Pennsylvania, which includes its parents and affiliated companies.**

**XOOM Energy Pennsylvania was formed on March 24, 2011 as a single-member managed Limited Liability Company. The single-member manager of XOOM Energy Pennsylvania is XOOM Energy, LLC, which was formed on March 15, 2011. XOOM Energy Pennsylvania operates within XOOM Energy, LLC's operating budget, and accordingly relies on financial statements generated by and for XOOM Energy, LLC. Both XOOM Energy Pennsylvania and XOOM Energy, LLC have been in existence for approximately nine months. As new start-up companies, neither XOOM Energy, LLC nor XOOM Energy Pennsylvania are able currently to provide the Commission with annual financial statements. In lieu of annual financial statements, XOOM Energy Pennsylvania is providing officer-certified copies of XOOM Energy, LLC's monthly financial statements for the life of XOOM Energy, LLC's business, which includes statement beginning April 2011 to November 2011. As the month of December has not yet concluded, a December 2011 statement is not yet available. As this information is confidential and proprietary to XOOM Energy and XOOM Energy Pennsylvania it is being provided under confidential cover.**

**XOOM Energy has structured a credit support arrangement with a well-known wholesale supplier, who will (i) provide various supply and related management functions, and (ii) satisfy any additional financial assurance requirements imposed upon XOOM Energy Pennsylvania. XOOM Energy Pennsylvania will be happy to provide a copy of this credit support document under confidential cover or a summary thereof, at the Commission's request.**

**ATTACHMENT C:**  
**Applicant, LLC – Exhibits**

**C-7 Exhibit C-24 "Financial Fitness – Taxation"** Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

**A completed Tax Certification Statement is attached hereto.**

## Appendix

COMMONWEALTH OF  
PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

## TAX CERTIFICATION STATEMENT

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

1. CORPORATE OR APPLICANT NAME XOOM Energy Pennsylvania, LLC	2. BUSINESS PHONE NO. ( ) CONTACT PERSON(S) FOR TAX ACCOUNTS: Stephanie Kelly, (704) 274-1450
---	---

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)  
13850 Ballantyne Corporate Place, Suite 150 Charlotte, NC 28277

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

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)	
NAME (PRINT) Tom Ulry, Chief Executive Officer	SOCIAL SECURITY NUMBER (OPTIONAL)  _ _ _  -  _ _  -  _ _ _ _ _
NAME (PRINT) Robert Blake, Chief Officer of Operations	SOCIAL SECURITY NUMBER (OPTIONAL)  _ _ _  -  _ _  -  _ _ _ _ _
NAME (PRINT) Michelle W. Harding, Vice President, Secretary and General Counsel	SOCIAL SECURITY NUMBER (OPTIONAL)  _ _ _  -  _ _  -  _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)  _ _ _  -  _ _  -  _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)  _ _ _  -  _ _  -  _ _ _ _ _

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

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

Item A - Designated by the Pennsylvania Department of Revenue.

Item B - Designated by the Internal Revenue Service.

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

<b>A. SALES TAX LICENSE (8 DIGITS)</b> APPLICATION PENDING N/A <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;">8</td> <td style="border: 1px solid black; width: 20px; text-align: center;">5</td> <td style="border: 1px solid black; width: 20px; text-align: center;">-</td> <td style="border: 1px solid black; width: 20px; text-align: center;">5</td> <td style="border: 1px solid black; width: 20px; text-align: center;">1</td> <td style="border: 1px solid black; width: 20px; text-align: center;">8</td> <td style="border: 1px solid black; width: 20px; text-align: center;">7</td> <td style="border: 1px solid black; width: 20px; text-align: center;">4</td> <td style="border: 1px solid black; width: 20px; text-align: center;">-</td> <td style="border: 1px solid black; width: 20px; text-align: center;">3</td> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> </tr> </table>	8	5	-	5	1	8	7	4	-	3	<input type="checkbox"/>	<input type="checkbox"/>	<b>C. CORPORATE BOX NUMBER (7 DIGITS)</b> APPLICATION PENDING N/A <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td> <td style="width: 20px; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> </tr> </table>								<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<b>B. EMPLOYER ID (EIN) (9 DIGITS)</b> APPLICATION PENDING N/A <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;">4</td> <td style="border: 1px solid black; width: 20px; text-align: center;">5</td> <td style="border: 1px solid black; width: 20px; text-align: center;">-</td> <td style="border: 1px solid black; width: 20px; text-align: center;">1</td> <td style="border: 1px solid black; width: 20px; text-align: center;">1</td> <td style="border: 1px solid black; width: 20px; text-align: center;">8</td> <td style="border: 1px solid black; width: 20px; text-align: center;">1</td> <td style="border: 1px solid black; width: 20px; text-align: center;">7</td> <td style="border: 1px solid black; width: 20px; text-align: center;">3</td> <td style="border: 1px solid black; width: 20px; text-align: center;">9</td> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> <td style="width: 20px; text-align: center;"><input type="checkbox"/></td> </tr> </table>	4	5	-	1	1	8	1	7	3	9	<input type="checkbox"/>	<input type="checkbox"/>										
4	5	-	1	1	8	1	7	3	9	<input type="checkbox"/>	<input type="checkbox"/>											

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

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

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS		
Stephanie Kelly	Stephanie Kelly	Stephanie Kelly
PA SALES AND USE TAX (704) 274-1450	EMPLOYER TAXES (704) 274-1450	CORPORATE TAXES (704) 274-1450
PHONE	PHONE	PHONE

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

**ATTACHMENT D:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**D-8 Exhibit D-1 “Technical Fitness - Experience, Plan, Structure”** 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... Such information may include:

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EXPERIENCE, PLAN, STRUCTURE: such information may include:

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

- 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.

**XOOM Energy Pennsylvania possesses the technical experience and expertise necessary to conduct a retail natural gas business in Pennsylvania. XOOM Energy Pennsylvania' management team brings to the company over 30+ years of experience in the energy industry, with much of that experience being focused on the technical, operational, and managerial aspects of building and operating retail energy businesses. Below is a summary of XOOM Energy Pennsylvania' technical experience and expertise.**

**Tom L. Ury, CEO - Mr. Ury has over 11 years' experience Executive Management experience and over 21years of management and operational experience in the energy industry covering all areas of operations, administration and finance, including profit and loss responsibilities.**

- **Andrew Coppola, Vice President of Supply – Mr. Coppola has over 28 years of energy industry experience with 13 years of that in Senior Management positions with responsibilities that included profit and loss responsibilities.**

- **Robert A. Blake, COO – Mr. Blake has over 32 years' experience in the energy industry with over 12 years' experience in Senior level management positions responsible for operations, administration and finance, including profit and loss responsibilities.**

**Mr.'s Ury and Blake's resumes have been provided in Attachment D, below. A copy of Mr. Coppola's resume is attached hereto.**

**In addition to the responsibilities this management team will have for XOOM Energy Pennsylvania, LLC, they will hold similar responsibilities for XOOM Energy Pennsylvania affiliates which have been licensed as Electric Suppliers in: Texas, Connecticut, Massachusetts, New Jersey and Illinois. XOOM Energy, LLC, parent company to XOOM Energy Pennsylvania, along with two other XOOM**

**Energy Affiliates, New Jersey and Maryland, are currently hold PJM membership (see attached membership list from PJM website) and as mention previously in this application, the affiliates in Texas and Massachusetts are currently offering power products to residential and commercial customers in their respective states.**

**As further support of the technical fitness of XOOM Energy Pennsylvania, XOOM Energy Pennsylvania is submitting a copy of its Business Plan. As this information is confidential and proprietary the business plan is being submitted under confidential cover.**

**SUMMARY**

Senior energy executive with extensive P/L responsibility in the natural gas and power industry in origination, asset optimization, operations, risk management, trading and other related core business functions. Successful leadership in diverse business environments to include Wholesale, Commercial & Industrial, and Retail Choice. Demonstrated skill in energy management, control processes, team development, customer satisfaction and innovative products development, resulting in four successful startup/growth companies that became significant industry leaders.

**PROFESSIONAL EXPERIENCE**

□ **SHELL ENERGY N.A., Naperville, IL**

**General Manager, Commercial & Industrial, and Customer Aggregators** 2007 to 2010

Startup of Midwest Sales office covering 10 states for natural gas and power to key regional and national accounts, including Fortune 500 commercial/industrial accounts; providing energy commodity, structured sales solutions, and financial products through diverse sales channels. Managed a staff of six inside & outside sales professionals utilizing pertinent sales CRM and operational support systems.

- Brought 3 major term-deals worth \$5 million margin (\$250 million sales) annually to final negotiations as team leader of the evaluation, deal structure, and energy portfolio support for key customer-aggregators in the region.
- Supported several key, contracted supply/services relationships with regional marketers, energy consultants, and commercial/industrial customers resulting in \$6 million (\$500 million sales) annual margin.

□ **AC ENERGY MANAGEMENT, Plymouth, MI**

**President, Energy Management Consulting Services** 2006 to 2007

Empowered organizations and corporations by designing and implementing sound, cost effective energy procurement processes that created appropriate controls and effectiveness in forecasting and managing their forward energy expenditures, budgets, and risk.

□ **COMMERCE ENERGY (and ACN ENERGY), Farmington Hills, MI**

**Senior Vice President, Energy Supply and Pricing & Structure** 2003 to 2006

Strategic development, budgeting, and operation of gas and power Supply, New Products Design, and Deal Structures for 16 RETAIL markets in 8 states (150,000 customers); comprising over 50 standard product offerings along with continuous, specifically-customized deal structures that mitigated retail risk exposure in over 15 categories.

Expertise in key Retail Energy business drivers – including products and markets development, price modeling, energy load forecasting and management, price volatility, embedded optionality, regulatory changes, billing and settlements, and electronic data transmission.

- Complete responsibility for relocating, re-staffing, and redesigning entire ACN Energy business from Virginia to Michigan that reduced costs, consolidated resources, improved controls, and turned the company from EBITDA negative to positive.
- Created and modeled budget for \$120 million sales at ACN resulting in \$15 million gross margin relative to 85,000 retail, commercial, and industrial endusers of Gas and Power on 11 different local distribution companies; compared to negative gross margin from prior management.
- Presentation to Board of Directors and implementation of a state-of-the-art hedging program at minimal cost that included monitoring 50+ technical and fundamental market factors. Reduced Earnings at Risk volatility by 90%, providing predictable earnings and cash flow.
- Created trading desk, risk policies, and internal processes for position reporting, forecasting, volume management, weekly reconciliations, and energy accounting. This resulted in predictable margins and financial forecasts.
- Created and staffed the energy operations and scheduling group for 24/7 coverage, key assets acquisition, monetization of embedded value, and reduced scheduling errors and penalties to negligible levels; which increased profits margin levels by 15%.

□ **DTE ENERGY TRADING (a subsidiary of DTE Energy), Ann Arbor, MI**

**Director, Gas Trading and Origination**

2000 to 2003

Established profitable natural gas marketing and trading group in an environment focused exclusively on power marketing and trading. Created new gas/power synergies, cross-commodity products, and increased liquidity.

- Responsible for \$2 Billion in purchases/sales and \$15 million O&M budget with over \$45 million gross margin contribution.
- Staffed leadership positions for Trading, Origination, Operations, Contract Administration and developed fully functioning organizational structure, growing to 45 direct reports.
- Structured gas supply, storage, and financial derivatives for a variety of fuels and tolling deals, including 11,000 mW of owned and other contracted generation facilities.

**Vice President, CoEnergy Trading Company (a subsidiary of MCN Energy)**

- Upon DTE Energy merger with MCN Energy in May 2001 took responsibility for 55 Bcf Storage, 1 Bcf/d Transport, Purchase/Sale of 180 Bcf of forward owned production, .5 Bcf/d Wholesale and Retail books.
- Skillfully managed business, personal, and cultural integration of MCN employees into the DTE organization; creating a blended functional structure and motivated business environment.
- Managed Commercial and Industrial sales staff and business of approximately 90,000 MMcf/d, including a Wisconsin based partnership. Restored profitability and viability to business lines by instituting best-practices risk mitigation, contracts and systems, and skill set enhancement of customer account representatives.

□ **CMS MARKETING, SERVICES AND TRADING (a subsidiary of CMS Energy), Dearborn, MI**

**Director, Market Area Trading and Operations**

1997 to 2000

Responsible for front office activities including Trading, Deal Origination, Asset Optimization and Management, and Wholesale Marketing for Midwest and 4 additional satellite offices. Included seven direct and 24 total reports.

- Effectively grew and managed annual supply and market of 130 Bcf and 35 Bcf of local production in Michigan / Midwest, resulting in \$325 million gross sales. Personally negotiated and closed complex structured deals such as prepaid sales of 180 Bcf (\$490 million total value) for \$5 million of annual revenue over 12 years.
- Directly supervised Operations activity responsible for scheduling and internal tracking for 1.2 Bcf/d, including management of 47 municipal accounts supply, transport and storage. Developed systems for retail account management and load balancing.
- Personally created and managed marketing partnerships in Chicago (retail business) and Ontario (wholesale, retail, and services business).

**Regional Marketing Manager**

1990 to 1997

- Sales and account management for natural gas accounts including traditional interstate pipeline customers - LDCs, municipals; and wholesale and retail accounts in 6 Midwest states.
- Created load management systems utilizing weather, consumption, and nominations requirements to maximize transport and storage balancing.

□ **COASTAL GAS MARKETING COMPANY and ANR PIPELINE COMPANY, Detroit, MI**

**Marketing Manager (Coastal)**

1984 to 1990

**Financial Planning and Budgeting (ANR)**

1982 to 1984

**EDUCATION**

**University of Michigan** Dearborn, Michigan

Bachelor of Science in Business Administration; Finance and Economics specialization

THOMAS L. ULRY

3800 Davis Drive  
Charlotte, NC 28270

(704) 321-4527  
tomulry@yahoo.com

EXECUTIVE SUMMARY

Dynamic leader offering twenty five years of diverse operations, sales and senior management experience in both fast paced start-up companies and mature business environments. Results driven executive capable of juggling multiple priorities with a constant focus on value creation. Strategic thinker and creative problem solver with a demonstrated ability to adapt to changing business conditions. Personally invested in assignments with a "roll up the shirt sleeves/get the job done" attitude and work ethic while offering a "board room presence" when called for. Experienced in the following:

- ❖ Strategic Planning & Budgeting
- ❖ P&L Management
- ❖ Vendor/Account Management
- ❖ Product Development
- ❖ Operations & Customer Service
- ❖ Sales, Marketing & Business Development
- ❖ Project Management
- ❖ Staff Development & Motivation
- ❖ Technology / eCommerce
- ❖ Regulatory / Market Analysis

PROFESSIONAL EXPERIENCE

**XOOM Energy, Charlotte, North Carolina** 2011 - Present  
XOOM Energy is newly created retail seller of energy (gas & electricity) and energy related products.

**Chief Executive Officer**  
Responsible for the launch of Xoom energy into multiple markets; hiring of key senior level and middle level management; identification of and negotiation with key vendors; and overall management of setting up newly created entity.

**ACN Incorporated, Concord, North Carolina** 2008-20011  
Executive Vice President, Business Development

**COMMERCE ENERGY INC, Costa Mesa, California** 2005-2008  
Commerce Energy, Inc. is a wholly owned subsidiary of Commerce Energy Group, Inc. (AMEX: EGR), a holding company doing business through its two wholly-owned operating subsidiaries, Commerce Energy, Inc. and Skipping Stone Inc. Commerce Energy is a FERC licensed unregulated retail marketer of natural gas and electricity to residential, small-medium businesses and commercial customers in ten states behind 20 utilities. With approximately 170,000 customers and revenue in excess of \$400 million, Commerce Energy is the leading independent energy marketer in the U.S.

**Senior Vice President, Sales & Marketing**

- Senior member of executive team responsible for reversing four (4) years of declining customer base and \$29 million of losses for the previous two (2) years
  - o Significant increase in revenue and gross profit
- Developed and implemented organic customer growth strategy resulting in 50% growth in total customer base in eighteen (18) months and seven-fold increase in the company's major growth market.
  - o Completely rebuilt marketing and sales capabilities as well as establish new branding strategy
  - o Nearly 190,000 accounts have been acquired since assuming responsibility for sales
- Developed and launched an array of service offerings including the Sure Choice Traditional Energy product line and the Clear Choice Clean Energy product line.
- Assumed responsibility for Operations and Information Technology in summer of 2007
  - o Stabilized EDI capabilities leading to a significant improvement in billing through-put and improved customer service performance.

**ACN Incorporated., Farmington Hills, Michigan** 2003-2005  
ACN is a network sales organization offering a broad range of services covering local & long distance telecom, DSL & dial up Internet, as well as electric power and natural gas. ACN has a growing presence in North America, Europe and Australia and

specializes in serving the needs of the residential and small businesses consumer segments. With annual revenues in excess of \$500m, ACN is among the fastest growing private companies in the United States.

#### ***Global Vice President / C.O.O. ACN Energy***

ACN Energy is the North America retail energy business unit of ACN Inc., specializing in serving consumers in deregulated energy markets. ACN Energy participates in 11 retail choice programs in 7 states with annual sales excess of \$85m.

- Hired to orchestrate a turn-around of unprofitable business unit
  - Established budget and strategic initiatives to achieve profitability
  - Augmented and reinvigorated management team
  - Initiated complete revamp of business operations with emphasis on processes, controls, information systems and financial reporting capabilities
    - Established operating metrics to measure performance and improvements.
  - Bad debt reduced by 45% compared to year earlier results
  - Implemented supply hedge strategies effectively protecting gross margins from a volatile wholesale market.
    - Collaborated pricing strategies improving competitive position in key markets
  - Achieved operating profitability in first full fiscal year
  - Senior member of executive team that facilitated the sale of the business unit to Commerce Energy.

#### **NICOR ENERGY, L.L.C., Lisle, Illinois**

2001-2003

Nicor Energy is an integrated energy marketing organization formed as a joint venture between Nicor, Inc. (NYSE: GAS) and Dynegy (NYSE: DYN). Nicor Energy serves all customer segments with natural gas, electric power and energy related products and services. Core territory focus is the greater Chicagoland area with some activity in southern Illinois, Indiana, Ohio, Michigan, Iowa and Wisconsin. 2002 revenue exceeded \$550 million.

#### ***Senior Vice President***

- Managed profit and loss center responsible for the company's consumer business unit consisting of 135,000+ commercial and residential accounts and generating in excess of \$165 million in annual revenue.
  - Added 65,000 new customers in a five month window, an increase of 90%.
    - Expanded sales channels to include direct sales, agent network, telemarketing, door-to-door, direct mail, affinity/alliances and internet sales.
  - Lowered cost of acquisition within the consumer business unit by 35% representing savings in excess of \$1 million.
  - Improved gross margins by 150% on new products by comprehensive economic/pricing models.
  - Implemented new standardized acquisition and sales agreements which reduced risk and streamlined administration.
- Established a regulatory function which resulted in improved relations with various regulatory bodies and utility contacts.
- Re-organized and developed staff within the consumer business unit, electric product team and marketing department.
- Assumed responsibility for the I.T. efforts where I was credited with stabilizing the core business support systems after continual technical failures were causing significant productivity loss.
- Had over-arching influence on entire company where I contributed to several advancements in the risk-management area, credit policy, billing practices, customer service, web site design & functionality and dispute resolution.
- In fall of 2002, Nicor Energy's owners made a decision to sell the business for strategic reasons. The business was ultimately sold to five different suitors. I took a lead role in:
  - Assuming responsibility for all P&L activities.
  - Identifying and contacting potential buyers.
  - Packaging and presenting the business units to interested parties.
  - Evaluating offers and making recommendations to owners
  - Negotiating and finalizing associated Asset Purchase Agreements.
  - Transitioning the business to new owners.

#### **ENERGY.COM CORPORATION, Westerville, Ohio**

1997-2001

Energy.com was a wholly-owned unit of Columbia Energy Services, an arms-length independent business with a mission to create an unbiased energy marketplace designed to assist consumers faced with making energy choices for the first time. Energy.com was credited with pioneering the consumer energy portal space and was featured in several research reports and industry conferences.

**President & COO**

- Successfully launched business in spring of 1998 with an e-commerce store specializing in energy related products.
- Launched B2C on-line marketplace in summer of 1998 with over 15 participating energy suppliers.
- Launched B2B bidding platform during the summer of 1999 with the greatest geographic reach of any competing platform.
- Launched several services targeting energy professionals including EnergyJobs.com and EnergyUniversity.com.
  - Subsequently sold EnergyJobs.com to an energy industry recruiting firm.
- Due to hostile takeover attempt on Columbia Energy Group in 1999, Columbia was forced to divest itself of all non-core assets. I successfully facilitated the sale of the business to eVulkan Inc. (d/b/a beMANY) in spring of 2000. I was retained as Energy.com's President with expanded roles with other beMANY departments.
- Inline with beMANY's strategic focus, I directed the transition of the business and re-launched the company as a direct reseller of energy with offers behind Dominion East Ohio, Columbia Gas of Ohio and Columbia Gas of Kentucky.
- Achieved the 2001 business target to acquire 32,000 customers, generate \$20 million in sales and recognize gross margin in excess of 15% of revenue.

**AQUILA INC.** (formerly Utilicorp Energy Services)/Broad Street Oil & Gas, Columbus, Ohio 1991-1997  
 Broad Street Oil & Gas was an unregulated energy marketer formed in late 1990 which specialized in the aggregation of small to medium commercial accounts. As a principal of the business, I was responsible for the design and development of the core business systems.

**Director of Operations**

- Designed, built and implemented front, mid and back office systems to support the following functions:
  - Sales – agent sales support platform, commission payments and sales reports.
  - Order provisioning – manage and track an order from the point of sale to the fulfillment of the service.
  - Billing – rate tables, detail or summary bills, EDI billing and usage analysis reports.
  - A/R Management – credit scoring and screening, cash receipts processing and collection (dunning) activity.
  - Demand forecasting – load profiling/modeling, risk management and pool balancing/settlement.
- Played instrumental role in Broad Street Oil & Gas being acquired by UtiliCorp Energy Services (renamed Aquila Inc.) in spring of 1995 as their entry into commercial aggregation.
- Led the integration of BSO&G into UES. Special emphasis placed on gas supplies, forecasting demand, sales support, market and economic evaluation and A/R management. Dealt with professionals spanning all levels of the organization.
  - Received the 1995 Outstanding Achievement Award as a result of this integration effort.
- Increased operational capabilities to support annual growth of 30% by improving order management and provisioning platforms as well as standardizing product design and sales procedures.
- Transitioned sales support platforms to the Internet enabling the addition of hundreds of independent agents to the sales force with little incremental support staff being required.

**UNICORP ENERGY, INC.**, Worthington, Ohio 1990-1991  
 UniCorp Energy was an energy marketing organization catering to the needs of the commercial and industrial user base. I was recruited to totally revamp the company's information platforms.

**Manager, Information Systems**

Led the company's needs-analysis, solution evaluation, system selection and implementation. During the early stage of the solution implementation, the unexpected departure of the company's President led to a reorganization plan which called for the consolidation of the business to its Michigan location.

**YANKEE GAS / ACCESS ENERGY CORPORATION**, Dublin, Ohio 1987-1989  
 Access Energy pioneered the country's first retail choice programs for the unregulated sale of natural gas.

**Senior Programmer Analyst**

Led a group of programmers who designed, wrote and implemented the first-of-its-kind system supporting the aggregation of commercial accounts for the sale of natural gas.

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**ROBERT A. BLAKE**

4054 Hobbs Hill Road  
Glenelg, MD 21737

Home: 410-489-9170  
Cell: 410-707-5588  
Work: 240-456-0505, x5513  
[RobertABlake@verizon.net](mailto:RobertABlake@verizon.net)

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**SUMMARY:**

A highly motivated, creative and results-oriented business leader with over 31 years of experience in the power and energy industry, including 14 years in the deregulated retail electric and natural gas environment. Strong interpersonal, communication, business strategy, marketing, technical and systems competencies. A proven track record of identifying and developing new business and market opportunities; conceiving and implementing successful market strategies and tactics; developing, organizing and managing business processes; influencing external parties for change and working in a hyper-growth environment.

**EXPERIENCE:****MXenergy, Annapolis Junction, MD****2001 to present**

An independent natural gas and electricity retail marketer, operating in the deregulated markets behind 42 LDCs in 15 States and 2 Canadian provinces.

**Senior Vice President, Regulatory Affairs, May 2010 to Present****Vice President, Electricity Operations & Regulatory Affairs, June 2004 to May 2010**

Have primary P&L, growth and execution responsibilities for the electricity business, which includes the analysis and integration of new markets and acquisitions into the Company's systems and operations. Directs the functions of electricity supply planning, supply purchasing and portfolio and risk management, pricing, scheduling, short and long-term forecasting and settlements for operations in the ISO-NE, NYISO, PJM and ERCOT market regions.

Also responsible for the leading the Company's Regulatory Affairs work that includes being the principle thought-leader for its regulatory strategies, policies and work prioritization. This work includes working in collaborative and stake-holder group; participating in critical state regulatory cases either as standalone party or within a marketer group; and initiating efforts with LDCs and/or regulatory agencies to influence rules and regulations and bring about positive change.

- ◆ Instrumental in the profitable growth of the company's electricity business to over 100,000 retail customers.
- ◆ Implemented an electricity supply management and forecasting system with automatic data feeds from CIS systems, external weather forecast and various ISOs.
- ◆ Built staffing for the electricity operations and business integration group.
- ◆ Directed the implementation of 7 new LDCs into MxEnergy business systems.
- ◆ Oversaw the development of its electricity pricing models.
- ◆ Developed the Company's electricity hedging strategies
- ◆ Provided numerous written and oral testimony before regulatory commissions

**Vice President, Customer Operations, April 2001 to June 2004**

Overall responsibility for MxEnergy's Customer Operations office including customer service, credit control, regulatory compliance, customer data systems and customer data processing. Specific responsibilities include the customer call center, customer quality control functions including complaint response and compliance, customer retention, credit control and collections, customer data systems design and functions, customer data processing, billing systems, data file interchange (EDI), contract and renewal process management, phone systems, well as office and lease management.

- ◆ Moved Customer Operations from KY to MD while maintaining daily customer service, data file interchange and data processing services. Located office space, negotiated lease, hired and trained new customer service and data personal.
- ◆ Manage office growth from a 5 to 35 staff operation as customer base grew from 40,000 to 250,000 customers.
- ◆ Increased data processing efficiency 3 fold through strategies and systems to maintain staff level at two as customer base grew 4 fold and number of LDCs grew 2 fold.
- ◆ Implemented a new custom CIS and data exchange system that reduced CSR errors and implemented automated data interchange and processing strategies including EDI.

**UNITED ENERGY, Millersville, MD**

A regional retail natural gas marketer that operated in the deregulated markets behind 5 LDCs in 4 states.

**Manager, Natural Gas Division, January 2000 to April 2001**

Manage all aspects of the natural gas retail marketer business. Responsibilities include directing a staff of four that handle the accounting, customer service, customer enrollment and termination, collections, marketing and sales, gas supply management and data management functions. Overall responsibilities include procuring and managing the natural gas supply; developing and implementing pricing, marketing and sales strategies; as well as selling to and managing relationships with commercial customers. Other responsibilities include obtaining suppliers licenses, maintaining knowledge of utility tariffs, participating in regulatory processes evaluating growth opportunities, and developing and implementing data interchange systems with the LDC's.

- ◆ Implemented a new CRM/Accounting system to automated processing, which allowed a 25% reduction in staff due to labor efficiency gains.
- ◆ Developed and implemented a system to renew all contracts in a timely manner while meeting regulatory requirements.
- ◆ Successfully exited all markets at a profit after our whole gas supplier went bankrupt leaving all contracts without hedged gas supplies.

**CONNECTIV ENERGY, Columbia, MD**

A utility-affiliate natural gas and electricity retail marketer that operated in the deregulated markets behind 5 LDCs in 4 states.

**Regional Sales Director, April 1998 to January 2000**

Led teams selling natural gas and electricity contracts to business customers. Recruited and trained sales staff, develop and implement sales strategies and manage the P&L for the territory.

- ◆ Increased natural gas sales in the Maryland region by 200%, obtaining over 400 new gas accounts resulting in over \$500,000 gross margin in one year.
- ◆ Recruited, trained and led a sales force of independent contractors selling electricity in Pennsylvania that obtained over 600 new commercial electric accounts in 4 months resulting in gross margins of over \$400,000, while maintaining gas sales in Maryland.
- ◆ Founded a regional sales office in Maryland including locating site, negotiating lease and setting up the office.

**THE UNITED ILLUMINATING COMPANY, New Haven, CT****1980 to 1998**

An investor-owned electric utility company serving 300,000 customers in southern Connecticut with several non-regulated business supplying services within and outside its territory.

**Director, Commercial & Industrial Energy Services, 1994 to April 1998**

Direct the business-to-business sales and energy services functions. Create and implement marketing strategies and sales tactics, hire and train sales personnel (staff of 25), develop promotional plans and materials, and provide testimony at regulatory hearings.

- ◆ Exceeded sales targets in the last four years resulting in over \$2 million of recurring annual margins through effective sales management and personal selling skills.
- ◆ Created a sales commission pay plan and implemented a corporate selling process contributing to a 200% increase in sales performance since 1994.
- ◆ Oversaw the development of a sales management and reporting database, which improved management and tracking of sales progress and results.
- ◆ Led gas-brokering sales, which launched the Company into new energy markets. Won contract to supply the State of Connecticut with gas commodity.
- ◆ Conceived, developed and gained senior management approval for a subsidiary operation to provide energy procurement services to individual businesses and aggregations. New subsidiary immediately won contract for a 270-member manufacturing association.

**THE UNITED ILLUMINATING COMPANY (Con't)****Manager, Commercial Sales, 1989 to 1994**

Directed energy engineers and sales representatives (staff of 12) in the selling of the use of competitive energy equipment and services, and development and implementation of conservation and load management (C&LM) programs for the commercial, industrial and municipal markets.

- ◆ Successfully competed against gas cooling and cogeneration preventing the loss of over \$1 million in annual electricity margins.
- ◆ Led group which implemented over 1,000 energy projects resulting in \$20 million savings, including lighting, motors, drives, central plants and cool storage systems.

**Manager, Product Development, 1987 to 1989**

Led staff in developing marketing programs, performing competitive and business analyses, selling directly to end-users, and providing technical support to Sales.

- ◆ Developed and implemented 6 marketing programs with all programs exceeding P&L targets.
- ◆ Identified and sold to senior management the Company's first unregulated venture providing central plant ownership for customers. Made sales resulting in the construction, ownership and operation of four central plants that provide hot and chilled water to four office buildings.

**Consumer Research Analyst, 1984 to 1987****Project Engineer, Generation/Mechanical, 1980 to 1984****EDUCATION:**

**MBA, Concentration: Marketing, 1985**  
University of New Haven, West Haven, Connecticut

**BS Mechanical Engineering, 1980**  
Worcester Polytechnic Institute, Worcester, Massachusetts

**PROFESSIONAL ACCOMPLISHMENTS:**

- ◆ Chairmen, ISO New England (NEPOOL) Interruptible Loads Task Force, 1997
- ◆ President, Connecticut Chapter of American Society of Heating Refrigeration and Air Conditioning Engineers (ASHRAE), 1997/98
- ◆ Business Council Member, EPRI Industrial & Agricultural Business Unit, 1996/98
- ◆ Vice President, Connecticut Power and Energy Society, 1997/98
- ◆ Commercial & Industrial Task Force, Electric Council of New England (ECNE), 1996/98
- ◆ Past President, Rotary Club of Orange, 1995/96



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- [Exploring Tomorrow's Grid](#)
- [Notifications](#)
- [Community Outreach](#)
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## Member List

Below is a sortable list of PJM's members. For more information visit our help page.

PJM Membership as of December 16, 2011

749 PJM Members  
10 Ex-officio  
Total = 759

Filter by Sector:  or by Type:

Reset List

Company	Sector	Type
XD Energy MA, LP	Other Supplier	Affiliate
XD Energy MA2, LP	Other Supplier	Affiliate
Xoom Energy Maryland, LLC	Other Supplier	Affiliate
Xoom Energy New Jersey, LLC	Other Supplier	Affiliate
Xoom Energy, LLC	Other Supplier	Voting Member

**ATTACHMENT D:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**D-8 Exhibit D-3 "Officers"** Identify Applicant's chief officers including names and their professional resumes.

Applicant is a single-member managed limited liability company organized under the laws of Pennsylvania. The single-member manager of Applicant is XOOM Energy, LLC, a Delaware limited liability company. In accordance with the Operating Agreement for Applicant, the officers of the member manager XOOM Energy, LLC are authorized to enter into agreements and transact business on behalf of Applicant. To that end, the officers of XOOM Energy, LLC are:

**Tom Ulry**  
**Chief Executive Officer**  
13850 Ballantyne Corporate Pl.  
Suite 150  
Charlotte, NC 28277

**Robert Blake**  
**Chief Operating Officer**  
13850 Ballantyne Corporate Pl.  
Suite 150  
Charlotte, NC 28277

**Michelle W. Harding**  
**Vice President, Secretary**  
**General Counsel**  
13850 Ballantyne Corporate Pl.  
Suite 150  
Charlotte, NC 28277

Attached hereto are the resumes of Tom Ulry, Robert Blake, and Michelle W. Harding.

THOMAS L. ULRY

3800 Davis Drive  
Charlotte, NC 28270

(704) 321-4527  
tomulry@yahoo.com

EXECUTIVE SUMMARY

Dynamic leader offering twenty five years of diverse operations, sales and senior management experience in both fast paced start-up companies and mature business environments. Results driven executive capable of juggling multiple priorities with a constant focus on value creation. Strategic thinker and creative problem solver with a demonstrated ability to adapt to changing business conditions. Personally invested in assignments with a "roll up the shirt sleeves/get the job done" attitude and work ethic while offering a "board room presence" when called for. Experienced in the following:

- ❖ Strategic Planning & Budgeting
- ❖ P&L Management
- ❖ Vendor/Account Management
- ❖ Product Development
- ❖ Operations & Customer Service
- ❖ Sales, Marketing & Business Development
- ❖ Project Management
- ❖ Staff Development & Motivation
- ❖ Technology / eCommerce
- ❖ Regulatory / Market Analysis

PROFESSIONAL EXPERIENCE

XOOM Energy, Charlotte, North Carolina 2011 - Present  
XOOM Energy is newly created retail seller of energy (gas & electricity) and energy related products.

Chief Executive Officer

Responsible for the launch of Xoom energy into multiple markets; hiring of key senior level and middle level management; identification of and negotiation with key vendors; and overall management of setting up newly created entity.

ACN Incorporated, Concord, North Carolina 2008-20011  
Executive Vice President, Business Development

COMMERCE ENERGY INC, Costa Mesa, California 2005-2008  
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- ◆ Implemented an electricity supply management and forecasting system with automatic data feeds from CIS systems, external weather forecast and various ISOs.
- ◆ Built staffing for the electricity operations and business integration group.
- ◆ Directed the implementation of 7 new LDCs into MxEnergy business systems.
- ◆ Oversaw the development of its electricity pricing models.
- ◆ Developed the Company's electricity hedging strategies
- ◆ Provided numerous written and oral testimony before regulatory commissions

**Vice President, Customer Operations, April 2001 to June 2004**

Overall responsibility for MxEnergy's Customer Operations office including customer service, credit control, regulatory compliance, customer data systems and customer data processing. Specific responsibilities include the customer call center, customer quality control functions including complaint response and compliance, customer retention, credit control and collections, customer data systems design and functions, customer data processing, billing systems, data file interchange (EDI), contract and renewal process management, phone systems, well as office and lease management.

- ◆ Moved Customer Operations from KY to MD while maintaining daily customer service, data file interchange and data processing services. Located office space, negotiated lease, hired and trained new customer service and data personal.
- ◆ Manage office growth from a 5 to 35 staff operation as customer base grew from 40,000 to 250,000 customers.
- ◆ Increased data processing efficiency 3 fold through strategies and systems to maintain staff level at two as customer base grew 4 fold and number of LDCs grew 2 fold.
- ◆ Implemented a new custom CIS and data exchange system that reduced CSR errors and implemented automated data interchange and processing strategies including EDI.

**UNITED ENERGY, Millersville, MD**

A regional retail natural gas marketer that operated in the deregulated markets behind 5 LDCs in 4 states.

**Manager, Natural Gas Division, January 2000 to April 2001**

Manage all aspects of the natural gas retail marketer business. Responsibilities include directing a staff of four that handle the accounting, customer service, customer enrollment and termination, collections, marketing and sales, gas supply management and data management functions. Overall responsibilities include procuring and managing the natural gas supply; developing and implementing pricing, marketing and sales strategies; as well as selling to and managing relationships with commercial customers. Other responsibilities include obtaining suppliers licenses, maintaining knowledge of utility tariffs, participating in regulatory processes evaluating growth opportunities, and developing and implementing data interchange systems with the LDC's.

- ◆ Implemented a new CRM/Accounting system to automated processing, which allowed a 25% reduction in staff due to labor efficiency gains.
- ◆ Developed and implemented a system to renew all contracts in a timely manner while meeting regulatory requirements.
- ◆ Successfully exited all markets at a profit after our whole gas supplier went bankrupt leaving all contracts without hedged gas supplies.

**CONNECTIV ENERGY, Columbia, MD**

A utility-affiliate natural gas and electricity retail marketer that operated in the deregulated markets behind 5 LDCs in 4 states.

**Regional Sales Director, April 1998 to January 2000**

Led teams selling natural gas and electricity contracts to business customers. Recruited and trained sales staff, develop and implement sales strategies and manage the P&L for the territory.

- ◆ Increased natural gas sales in the Maryland region by 200%, obtaining over 400 new gas accounts resulting in over \$500,000 gross margin in one year.
- ◆ Recruited, trained and led a sales force of independent contractors selling electricity in Pennsylvania that obtained over 600 new commercial electric accounts in 4 months resulting in gross margins of over \$400,000, while maintaining gas sales in Maryland.
- ◆ Founded a regional sales office in Maryland including locating site, negotiating lease and setting up the office.

**THE UNITED ILLUMINATING COMPANY, New Haven, CT****1980 to 1998**

An investor-owned electric utility company serving 300,000 customers in southern Connecticut with several non-regulated business supplying services within and outside its territory.

**Director, Commercial & Industrial Energy Services, 1994 to April 1998**

Direct the business-to-business sales and energy services functions. Create and implement marketing strategies and sales tactics, hire and train sales personnel (staff of 25), develop promotional plans and materials, and provide testimony at regulatory hearings.

- ◆ Exceeded sales targets in the last four years resulting in over \$2 million of recurring annual margins through effective sales management and personal selling skills.
- ◆ Created a sales commission pay plan and implemented a corporate selling process contributing to a 200% increase in sales performance since 1994.
- ◆ Oversaw the development of a sales management and reporting database, which improved management and tracking of sales progress and results.
- ◆ Led gas-brokering sales, which launched the Company into new energy markets. Won contract to supply the State of Connecticut with gas commodity.
- ◆ Conceived, developed and gained senior management approval for a subsidiary operation to provide energy procurement services to individual businesses and aggregations. New subsidiary immediately won contract for a 270-member manufacturing association.

**THE UNITED ILLUMINATING COMPANY (Con't)****Manager, Commercial Sales, 1989 to 1994**

Directed energy engineers and sales representatives (staff of 12) in the selling of the use of competitive energy equipment and services, and development and implementation of conservation and load management (C&LM) programs for the commercial, industrial and municipal markets.

- ◆ Successfully competed against gas cooling and cogeneration preventing the loss of over \$1 million in annual electricity margins.
- ◆ Led group which implemented over 1,000 energy projects resulting in \$20 million savings, including lighting, motors, drives, central plants and cool storage systems.

**Manager, Product Development, 1987 to 1989**

Led staff in developing marketing programs, performing competitive and business analyses, selling directly to end-users, and providing technical support to Sales.

- ◆ Developed and implemented 6 marketing programs with all programs exceeding P&L targets.
- ◆ Identified and sold to senior management the Company's first unregulated venture providing central plant ownership for customers. Made sales resulting in the construction, ownership and operation of four central plants that provide hot and chilled water to four office buildings.

**Consumer Research Analyst, 1984 to 1987****Project Engineer, Generation/Mechanical, 1980 to 1984****EDUCATION:**

**MBA, Concentration: Marketing, 1985**

University of New Haven, West Haven, Connecticut

**BS Mechanical Engineering, 1980**

Worcester Polytechnic Institute, Worcester, Massachusetts

**PROFESSIONAL ACCOMPLISHMENTS:**

- ◆ Chairman, ISO New England (NEPOOL) Interruptible Loads Task Force, 1997
- ◆ President, Connecticut Chapter of American Society of Heating Refrigeration and Air Conditioning Engineers (ASHRAE), 1997/98
- ◆ Business Council Member, EPRI Industrial & Agricultural Business Unit, 1996/98
- ◆ Vice President, Connecticut Power and Energy Society, 1997/98
- ◆ Commercial & Industrial Task Force, Electric Council of New England (ECNE), 1996/98
- ◆ Past President, Rotary Club of Orange, 1995/96

**Michelle W. Harding, Esq.**  
8734 Viceregal Court  
Charlotte, North Carolina 28216  
(704) 724-3858  
E-mail: [michelle.harding08@yahoo.com](mailto:michelle.harding08@yahoo.com)

### **QUALIFICATION SUMMARY**

- Engaging and highly effective instructor with over 13 years of training and lecturing to Senior Management; Peer Professionals; and Hourly Workforce
- Successfully skillful mediator; negotiator; problem solver and closer
- Extraordinary interpersonal skills which facilitate networking and realization of strategic vision, opportunities and risk mitigation
- Extensive domestic and international transactional experience, including M&A, Credit Facilities; and Corporate Re-organizations resulting in well over 750M in savings and/or additional revenue
- Highly adaptable proven performer: excelling as an expert in employment law and then smoothly transitioning to corporate transactional law and 3 promotions in a seven year period.

### **LEGAL EXPERIENCE**

**Xoom Energy, LLC**  
Charlotte, North Carolina  
*Secretary/General Counsel*

**April 2011 – Present**

Xoom Energy was formed in March 2011 to become a retail seller of energy (gas & electricity) and energy related products. Secretary to the Board of Directors and responsible for legal, regulatory, and corporate governance matters required to form the company and begin selling in the desired states and markets.

**ACN, Inc.**  
Concord, North Carolina  
*Director, Senior Counsel*

**Nov. 2009 – April 2011**

Function as Deputy General Counsel, supporting EVP Global GC and Secretary, CEO, COO and Board of Directors of the largest Global Telecommunication Direct Marketing provider (on matters ranging from internal policies & procedures, transactional, including M&A and Credit Facilities totaling well over seven figures, to corporate governance). Responsibilities include providing legal advice and counsel on newly formed Korean entity; managing outside counsel on major litigation; supervision of junior associate and support staff; providing advice and counsel on employment matters; negotiating significant vendor and partnership agreements both domestic and international; provide advice and counsel on new business development; and managing legal department staff and budget.

**Carolina Legal Staffing**  
Charlotte, North Carolina  
*Contract Attorney*

**July 2008 – June 2009**

Contracted with prestigious Charlotte law firm in support of significant Anti-trust litigation; Advised and counseled junior associates on elements of anti-trust claims; Reviewed corporate documents and counseled regarding matters of attorney-client privilege, confidentiality and notice requirements.

**United Technologies Corporation (“UTC”)**

**July 1998 – July 2008**

**Carrier Corporation, Charlotte, North Carolina**  
*Assistant Counsel*

**August 2006 – July 2008**

Promoted from prior position to Lead Counsel for Carrier Corporation's Commercial Building Systems and Services North American Operations (over 2.5B revenues in 2007). Essential Business Partner and lead functional support to six different organizations throughout United States, Canada and Mexico, comprised of divisions and wholly owned subsidiaries with varying HVAC service and equipment products lines.

Provided advice and counsel on all transactional matters, contract drafting and negotiations, including M&A with 9 successful acquisitions (US and Canada) in a fourteen month period resulting in over \$150M in additional revenue for a newly acquired subsidiary; product liability matters; employment law matters, including policy drafting and training to human resource

professionals in multiple states; risk management; and compliance and regulatory matters, including contract and anti-trust training.

**Senior Attorney**

August 2003 – July 2006

Promoted from prior position to Lead Counsel for Carrier Commercial Refrigeration, Inc., a wholly owned subsidiary of Carrier Corporation (\$830M revenue in 2005), consisting of 8 manufacturing divisions, with varying product lines, providing product to the Commercial Refrigeration/Beverage and Food Service Industries.

*Provided advice and counsel on all domestic and international transactional matters, contract negotiations and drafting; employment law matters, including policy drafting and training to human resource professionals in multiple states; risk management; product liability matters; and compliance and regulatory matters both domestic and international, including management of compliance with newly enacted European Environmental Regulations.*

Strategic business partner and lead legal support during major Corporate Administrative Re-organization which resulted in \$50M dollar tax savings to Parent Company.

**UTC Corporate Headquarters**

Hartford, Connecticut

September 2000 - August 2003

**Counsel**

*The first Attorney Invited to join UTC Legal Department from a position within another functional department.*

Responsible for all contract negotiations and drafting as lead legal support to Corporate Purchasing Department for all Non Product Purchases during a Corporate twelve month cost reduction initiative resulting in a \$500M year over year saving to Company.

Provided advice and counsel on employment law matters and assisted in drafting of Human Resource policies. Led peers and cross functional teams on various employment law initiatives including I-9 compliance, and quality and employee development programs. Designed Corporate Paralegal Professional Career Program and assisted managing attorney in the recruitment, succession planning, and employee relations matters for Legal Department.

**Human Resource Manager**

October 1999 - September 2000

Promoted from prior position after 1 year with company. Critical Human Resource lead and advisor to senior members of management including CFO and General Counsel on all Shared Business Initiatives across various functions resulting in synergy across major business units as well as multi million dollar savings to Corporation. Provided employment law support on variety of legal matters, drafted policy and provided guidance on compliance with OFCCP, EEOC, and DOL in multiple states; conducted Human Resource investigations and provided employment law training to Human Resource professionals.

**Hamilton Sundstrand Inc, a UTC Company**

Windsor Locks, Connecticut

July 1998 - October 1999

**Employment Law/Workforce Consultant**

Provided human resource and employment/labor law support on a variety of legal matters including guidance on compliance with Labor Contract, DOL, EEOC, OFCCP and FAA; employee relations, Human Resource investigations; as well as provided training to lower level management on harassment free workplace policies and trained senior levels of management and Human Resource personnel on various areas of employment/personnel law related topics. Key Instructor with IR/HR University an internal certification program for Human Resource and Industrial Relations Professionals and instrumental in establishing a successful working relationship with organized labor.

**Teikyo Post University,**

West Hartford, Connecticut

September 1998 - November 1998

**Adjunct Professor**

Lecturer for Employment and Personnel Law Course for Human Resources Manager Certification Program.

**Jackson Lewis, LLP.**

Hartford, Connecticut

August 1997 - July 1998

***Associate***

National labor and employment firm representing management only. Managed diverse case load of State and Federal Employment Litigation; provided advice and counsel to large National client base on various employment law matters including wage and hour issues, employment discrimination claims, Family Medical Leave matters, EEOC and OFCCP compliance, and employee relations. Particularly adept at developing and conducting training seminars on employment law for management personnel and human resource professionals a staple of the practice designed at saving clients millions in litigation avoidance.

**Connecticut Commission on Human Rights and Opportunities ("CHRO") August 1994 - August 1997**

Hartford, Connecticut

***Assistant Commission Counsel II***

Mediator, Investigator, Arbitrator, and Negotiator of cases filed with the CCHRO alleging violations of the Connecticut Fair Employment Practices Act. Recipient of Outstanding Employee Award two consecutive years.

**Waterbury Superior Court**

Waterbury, Connecticut

September 1993 - August 1994

***Law Clerk***

Responsible for management of court calendar; assistance with trials and trial prep; and research for Judge William J. Sullivan (*currently Chief Justice of Connecticut Supreme Court*).

**EDUCATION****The University of Texas School of Law, Austin, Texas**

August 1993

Juris Doctorate

Admitted to United States District Court Connecticut and Connecticut Bar  
(Eligible for waiver in several other jurisdictions)

**Hampton University, Hampton, Virginia**

May 1990

Bachelor of Arts in Political Science

**HONORS & ASSOCIATIONS**

**2005 United Technologies Team Award for completion of successful Re-organization resulting in 50M Saving to Company**

**2001 United Technologies Team Award for completion of UTC Finance Shared Business Initiative resulting combining Company synergies and significant labor cost savings to Company**

**2000 Selected for University of VA Darden Executive Management Program**

**1999 Professional Award for Superior Achievements in the Field of Law, NANBPW**

**Sacred Heart High School, School Board**

References available upon request.

**ATTACHMENT E:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**E-9 Exhibit E-1 “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 of XOOM Energy Pennsylvania’s Disclosure Statement is attached hereto.**

**RECEIVED**

DEC 16 2011

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

## ATTACHMENT

### Sample Disclosure Statement Format

This is an agreement for natural gas services, between XOOM Energy Pennsylvania, LLC ("XOOM Energy Pennsylvania") and customer's name and full address.

#### Background

We at XOOM Energy Pennsylvania are licensed by the Pennsylvania Public Utility Commission to offer and electric generation services in Pennsylvania. Our PUC license number is \_\_\_\_\_.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- You will receive a single bill from Allegheny Power that will contain Allegheny Power charges and XOOM Energy Pennsylvania charges.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

#### Definitions

- Generation Charge - Charges 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 - *tbd*

#### Terms of Service

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

**Fixed Price Product:** Your rate for electric power purchases will be a fixed price of \$\_\_\_\_ per kwh, plus taxes and fees, if applicable, and a monthly administrative fee of \$\_\_\_\_. You will continue to be responsible for all charges assessed by your local utility for all services it provides, including any other fees or taxes specifically associated with services it continues to provide during the term of this Agreement.

**Variable Price Product:** Your rate for energy purchases will be a variable rate, per kwh, that may change on a monthly basis, plus taxes and fees, if applicable, and a monthly administrative fee of \$\_\_\_\_. Your

monthly variable rate is based on XOOM's actual and estimated supply costs which may include prior period adjustments, inventory and balancing costs plus an adder. You are responsible for all charges assessed and billed by your local utility for all applicable utility charges, which are not included in your rate.

(b) Nonbasic Service Prices - *tbd*

2. Length of Agreement

**Fixed Rate Products:** The term of this Agreement will begin when your local utility switches your account to XOOM and will continue for 12 months.

**Variable Rate Products:** The Term of this Agreement will begin when your local utility switches your account to XOOM and will continue on a month-to-month basis.

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

*Sign-up bonuses*

*Add-ons*

*Limited time offers*

*Other Sales Promotions*

*Exclusions*

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

5. Penalties, Fees and Exceptions – You understands and agrees that in order for XOOM to offer and fulfill its fixed rate obligation to you it has to purchase electricity in advance of usage in amounts needed to cover the full term of this Contract. You have the right to terminate this Contract at any time. During the first 3 days you can terminate without any cost to you. If you cancel this Contract after 3 days, you will be responsible for paying a cost recovery fee ("Cost Recovery Fee") of \$\_\_\_\_\_ which is intended not as a penalty, but simply to offset the cost of selling the unused portion of your electricity to others and related expenses.

6. Cancellation Provisions - You may cancel this Contract with XOOM at any time within three (3) days of your signing this Contract ("Cancellation Period") without penalty or cancellation fee by calling XOOM Energy Pennsylvania at 1-888-997-8979 or by sending an email to [customercare@xoomenergy.com](mailto:customercare@xoomenergy.com).

7. Renewal Provision - No later than sixty (60) days prior to the end of the term, XOOM will send you a notice describing additional service plan for your consideration, in the event XOOM elects to continue this Contract. If you decide not to choose a new service plan upon the expiration of the term, the price for gas provided under this Contract will become a basic rate plan described in your

continuation notice which will continue month-to-month cancellable at any time without penalty by either you or XOOM.

8. Change in Terms

XOOM reserves the right, with fifteen (15) days' written notice, to amend this Contract to adjust its service to accommodate any change in regulations, law, tariff or other change in procedure required by any third party that may affect XOOM's ability to continue to serve you under this Contract.

9. Dispute Procedures

If you have a question about your XOOM charges or service you may contact XOOM directly by calling 1-888-997-8979 during our service hours which are posted at [xoomenergy.com](http://xoomenergy.com); by sending a letter to: XOOM Energy Pennsylvania, LLC, 344 South Poplar Street, Hazleton, PA 18201 or by sending an email to [customercare@xoomenergy.com](mailto:customercare@xoomenergy.com). For questions about your Allegheny Power bill, please contact Allegheny Power directly. XOOM will refer all complaints to a representative who will use reasonable efforts in good faith to reach a mutually satisfactory solution. If a resolution cannot be reached with Allegheny Power or with XOOM, you may contact the Pennsylvania Public Utility Commission for help, toll free, at 1-800-692-7380.

10. Contact Information

Supplier Name: XOOM Energy Pennsylvania, LLC  
Address: 13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
Phone Number: 1-888-997-8979  
Internet Address: [customercare@xoomenergy.com](mailto:customercare@xoomenergy.com)  
Electric Distribution Company Name: Allegheny Power  
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:

\_\_\_\_\_

SAMPLE

**ATTACHMENT F:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**F-10 Exhibit E-1 “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.

**Applicant is not a registered member but Applicant has a contractual relationship with a party that is a PJM member. The contract between XOOM Energy Pennsylvania and its PJM LSE is a negotiated contract between two private parties that is confidential and proprietary. To that end, the contract is being provided under confidential cover.**

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SECRETARY'S BUREAU

**ATTACHMENT G:**  
**XOOM Energy Pennsylvania, LLC – Exhibits**

**G-12 Exhibit G-1 “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.

**Attached hereto are Proofs of Publication Applicant received from the following newspapers:**

- 1) Erie Daily Times;
- 2) Patriot-News;
- 3) Philadelphia Daily News;
- 4) Pittsburgh Post-Gazette;
- 5) Scranton Times; and
- 6) Williamsport Sun Gazette

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

OATH of PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

XOOM ENERGY PENNSYLVANIA LLC  
STE 150  
13850 BALLANTYNE CORPORATE PLACE  
CHARLOTTE NC 28277

REFERENCE: L0005321  
2012394 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 foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 09/23

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 09/23/11

**PENNSYLVANIA PUBLIC UTILITY COMMISSION  
NOTICE**

*Application of XOOM Energy Pennsylvania, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.*

XOOM Energy Pennsylvania, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. XOOM Energy Pennsylvania, LLC proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania 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 XOOM Energy Pennsylvania's attorneys at the address listed below.

By and through Counsel:  
Michelle W. Harding  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place, Suite 150  
Charlotte, North Carolina 28277  
704.274.1450  
704.274.1430

201109

Sworn to and subscribed before me this

23 day of September 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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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

The Patriot-News  
Now you know

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

XOOM ENERGY, LLC  
13850 BALLANTYNE CORPORATE PLACE  
SUITE 150  
ATTN: G.JONES  
CHARLOTTE NC 28277

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:

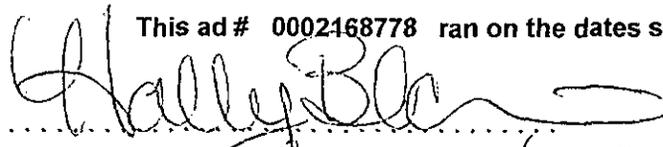
That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, 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

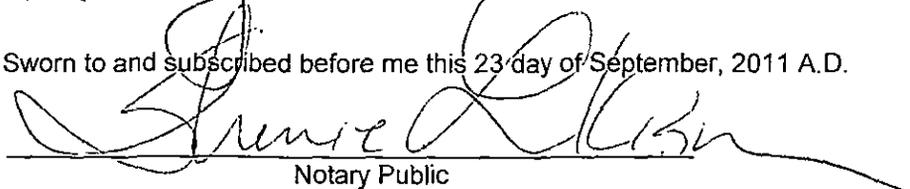
That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002168778 ran on the dates shown below:

September 19, 2011



Sworn to and subscribed before me this 23 day of September, 2011 A.D.



Notary Public

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

**PUBLICATION COPY**  
PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE  
Application of XOOM Energy Pennsylvania, LLC For Approval To Transfer, Render, Furnish Or Supply Electricity, Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania. XOOM Energy Pennsylvania, LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. XOOM Energy Pennsylvania, LLC proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-1265. You should send copies of any protest to XOOM Energy Pennsylvania's attorneys at the address listed below.  
By and through Counsel:  
Michelle W. Harding  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place,  
Suite 150  
Charlotte, North Carolina 28277  
704.274.1450  
704.274.1430

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 26, 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 26th 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

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania 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 XOOM Energy Pennsylvania's attorneys at the address listed below.

By and through Counsel:  
Michelle W. Harding  
XOOM Energy, LLC  
13850 Ballantyne Corporate Plaza, Suite 150  
Charlotte, North Carolina 28277  
704.274.1450  
704.274.1430

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

**21 of September, 2011**

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

### COPY OF NOTICE OR PUBLICATION

**PUBLIC UTILITIES COMMISSION NOTICE**

Application of XOOM Energy, Pennsylvania, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.

XOOM Energy Pennsylvania, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. XOOM Energy Pennsylvania, LLC proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania 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 XOOM Energy Pennsylvania's attorneys at the address listed below.

By and through Counsel:  
Michelle W. Harding  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place, Suite 150  
Charlotte, North Carolina 28277  
704-274-1450  
704-274-1430

M. Goodwin  
PG Publishing Company

Sworn to and subscribed before me this day of:  
September 21, 2011

Linda M. Gaertner  
COMMONWEALTH OF PENNSYLVANIA

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

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PA PUBLIC UTILITIES COMMISSION  
SECRETARY'S BUREAU

**STATEMENT OF ADVERTISING COSTS**  
Xoom Energy  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277

To PG Publishing Company

Total ----- \$457.50

### Publisher's Receipt for Advertising Costs

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

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

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

XOOM ENERGY LLC  
CHERYL JONES  
SUITE 150 13850 BALLANTYNE CORPORATE PLA  
CHARLOTTE NC 28277

Account # 549429  
Order # 80706331  
Ad Price: 209.75

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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:

09/16/2011

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 to time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me  
this 16th day of September 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 XOOM Energy Pennsylvania, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.  
XOOM Energy Pennsylvania, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricly or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. XOOM Energy Pennsylvania, LLC proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania may be filed within 15 days of the date of this notice with the Secretary of the PUC, PO. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to XOOM Energy Pennsylvania's attorneys at the address listed below.  
By and through Counsel:  
Michelle W. Harding  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place,  
Suite 150  
Charlotte, North Carolina 28277.  
704.274.1450  
704.274.1430

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:

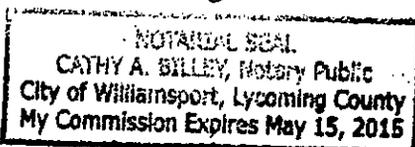
September 19, 2011

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

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me  
the 21<sup>st</sup> day of September, 2011  
Cathy A. Billey  
Notary Public



STATEMENT OF ADVERTISING COSTS

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
Application of XOOM Energy Pennsylvania, LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Supplier Of Electric Power To The Public In The Commonwealth Of Pennsylvania.  
XOOM Energy Pennsylvania, LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as a supplier of electric power to the public in the Commonwealth of Pennsylvania. XOOM Energy Pennsylvania, LLC proposes to sell electricity and related services throughout Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of XOOM Energy Pennsylvania 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 XOOM Energy Pennsylvania's attorneys at the address listed below.  
By and through Counsel: Michelle W. Harding XOOM Energy, LLC 13850 Ballantyne Corporate Place, Suite 150 Charlotte, North Carolina 28277 704.274.1450

THE SUN-G  
and certifies

**CERTIFICATE OF SERVICE**

On this the 16<sup>th</sup> day of December 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

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

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

**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

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

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

  
\_\_\_\_\_  
**Tom Ulry, CEO XOOM Energy, LLC Single-Member  
Manager of XOOM Energy Pennsylvania, LLC**

From: (704) 274-1420  
Michelle Harding  
XOOM Energy  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277

Origin ID: MEOA



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Ship Date: 16DEC11  
ActWgt: 4.0 LB  
CAD: 102822439/NET3210

Delivery Address Bar Code



SHIP TO: (704) 274-1420

BILL SENDER

**Secretary**  
**Pennsylvania Public Utility Comm**  
**2 KEYSTON BLDG 400 NORTH ST RM N201**  
**2 ND FLOOR 2ND FLOOR ROOM N201**  
**HARRISBURG, PA 17120**

Ref # Secretary  
Invoice #  
PO #  
Dept #

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2 of 2 SECRETARY'S BUREAU - 19 DEC A1

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Mstr# 7930 2453 1625

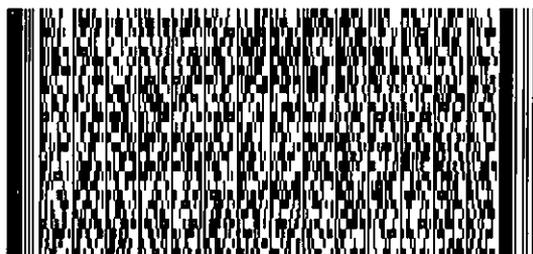
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3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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

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

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of Application of XOOM Energy Pennsylvania, LLC            )  
For Certificate Of Service Authority Pursuant to Section 19-110            )  
And Section 16-115 of the Public Utilities Act                                    )            Docket No. \_\_\_\_\_

---

**PETITION FOR PROTECTIVE ORDER TO PROTECT  
CONFIDENTIAL PROPRIETARY INFORMATION**

---

**I. INTRODUCTION**

XOOM Energy Pennsylvania, LLC (“XOOM Energy Pennsylvania”) respectfully requests that the Pennsylvania Public Utility Commission (the “Commission”) grant exemption from public disclosure, confidential proprietary information related to the business activities of XOOM Energy Pennsylvania. This confidential and proprietary information, which includes financial information, confidential business plan, and privately negotiated supply agreement are being provided as a required part of XOOM Energy Pennsylvania’s Application to become an Electric Supplier (“Application”).

This protective order is requested to be in place indefinitely or as the Commission sees fit for a period of no less than five (5) years to protect the confidential and proprietary information of XOOM Energy Pennsylvania, a privately held company incorporated in the State of Pennsylvania. Pursuant to §5.423 of Section 052 of the Pennsylvania Code, XOOM Energy respectfully submits this motion for protective order in its assertion of a confidentiality claim.

**II. THE MATERIALS ARE PROPRIETARY AND CONFIDENTIAL AND WARRANT  
PROTECTION FROM DISCLOSURE**

The financial information, business plan and supply agreement under which XOOM Energy Pennsylvania conducts and/or plans to conduct its business constitute proprietary confidential information that should be protected from public disclosure. XOOM Energy Pennsylvania is a privately held company that seeks to provide competitive energy services in the state of Pennsylvania, and these confidential and proprietary documents which

provide detail information not only about the financial state of a privately held company but also detailed information about the business plans and supply arrangement of the company are important to allowing XOOM Energy Pennsylvania to provide a cost-effective service that will be competitive in the retail energy market in the state of Pennsylvania. The disclosure of this information to the public would give undue advantage to competitors of XOOM Energy Pennsylvania and discourage private companies from seeking to be competitive suppliers in the Commonwealth; conversely, the protection of this information will help safeguard the competitiveness of the retail energy market. This kind of competitively sensitive information is routinely protected from public disclosure and this information should be protected here.

There would be no harm to the public if information subject to this motion for protective order is protected. In fact, protecting this information will be beneficial to the future customers of XOOM Energy Pennsylvania, who will benefit from XOOM Energy Pennsylvania's ability to obtain positive position in the competitive energy market.

Exhibit A contains actual financial statements of XOOM Energy Pennsylvania and XOOM Energy Pennsylvania's parent company and single-member manager, XOOM Energy, LLC's monetary assets and liabilities, including balance sheets, profits and loss statements, cash flow statements, and related notes to financial statements for the life of XOOM Energy Pennsylvania's and XOOM Energy, LLC's business.

Exhibit B contains a business plan setting out supply and marketing strategy for XOOM Energy Pennsylvania, its parent company, XOOM Energy, LLC and its affiliate companies.

Exhibit C contains the International Swap and Derivatives Association Master Agreement negotiated between XOOM Energy, LLC, on behalf of itself and its wholly owned subsidiaries, including XOOM Energy Pennsylvania, and EDF Trading North America, LLC, two privately held companies.

To the best of the moving party's knowledge, information, and belief, the information subject to this motion for protective order is not available in the public domain.

### **III. LEGAL STANDARD**

The Pennsylvania Public Utility Commission may exempt confidential information from public disclosure through the issuance of a protective order to limit the availability of proprietary information in accordance with 052 Pa. Code §5.423. In determining if a petition for protective order should be granted the statute states the following should be considered, among other things:

- (1) The extent to which the disclosure would cause unfair economic or competitive damage.
- (2) The extent to which the information is known by others and used in similar activities, and
- (3) The worth or value of the information to the party and to the party's competitors...

As set out above the disclosure of the financial information, business plan and supply agreement which set out how XOOM Energy Pennsylvania will operate its business would cause an unfair economic disadvantage to XOOM Energy Pennsylvania in its efforts to become a competitive supplier of electricity in the Commonwealth of Pennsylvania. Moreover, it is the belief of XOOM Energy Pennsylvania that the disclosure of such information may have a chilling effect on other private companies seeking to become competitive suppliers in the Commonwealth to the detriment of its citizens. The information requested to be protected under this petition is not known by others outside of the company.

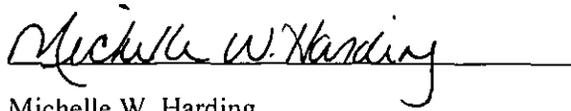
XOOM Energy Pennsylvania believes in good faith that its private financial information, business plan and supply agreement constitute "confidential/proprietary information" that should be limited in availability as provided for under 052 Pa. Code §5.423.

XOOM Energy Pennsylvania respectfully requests that the Commission exercise its discretion and provide protection and confidential treatment of XOOM Energy Pennsylvania's information submitted in support of this motion.

#### **IV. CONCLUSION**

For the reasons set forth above, XOOM Energy Pennsylvania requests that the Commission protect from public disclosure the financial statements, business plan and supply agreement of XOOM Energy Pennsylvania, LLC as part of XOOM Energy Pennsylvania's application to become an Electric Supplier in Pennsylvania.

Respectfully Submitted,

A handwritten signature in black ink, reading "Michelle W. Harding", is written over a solid horizontal line.

Michelle W. Harding  
Secretary and General Counsel  
XOOM Energy, LLC, Single-Member Manager of XOOM  
Energy Pennsylvania, LLC  
13850 Ballantyne Corporate Place, Suite 150  
Charlotte, North Carolina 28277  
Telephone: (704) 274-1450  
Facsimile: (877) 396-6041

*Counsel for XOOM Energy Pennsylvania, LLC*

From: (704) 274-1420  
Michelle Harding  
XOOM Energy  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277

Origin ID: MEOA



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BILL SENDER

Secretary  
Pennsylvania Public Utility Comm  
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HARRISBURG, PA 17120

Ref # Secretary  
Invoice #  
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Dept #

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Mstr# 7930 2453 1625

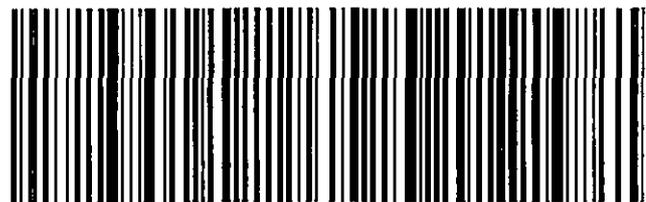
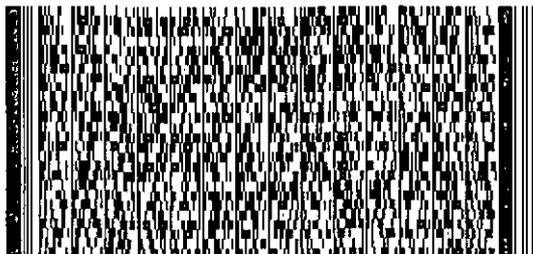
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Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay,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