

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of XOOM Energy Pennsylvania, LLC, d/b/a \_\_\_\_\_, for approval to offer, render, furnish, or as a(n) Supplier of Natural Gas Services to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

**XOOM Energy Pennsylvania, LLC  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277**

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

**XOOM Energy Pennsylvania, LLC was formed in March 24, 2011. It has not operated under any other names at any time.**

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

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

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

**Andrew Coppola  
Vice President of Supply & Pricing  
13850 Ballantyne Corporate Place, Ste. 150  
Charlotte, North Carolina 28277**

3. a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

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

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

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

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

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

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

**or**

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

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.

\* 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 (none)
- 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 \_\_\_\_\_

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

**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.**

Give name and address of officers.

**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**

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

Does the Applicant have any affiliation with or ownership interest in:

- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
- (b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
- (c) any Pennsylvania natural gas producer and/or marketer,
- (d) any natural gas wells or
- (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

- Provide specific details concerning the affiliation and/or ownership interests involving:
  - (a) any natural gas producer and/or marketers,
  - (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.
  
- Provide the Pa PUC Docket Number if the applicant has ever applied:
  - (a) for a Pennsylvania Natural Gas Supplier license, or
  - (b) for a Pennsylvania Electric Generation Supplier license.
  
- If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

**or**

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

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

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
  - municipal providing service outside its municipal limits.
  - local gas distribution company
  - retail supplier of natural gas services in the Commonwealth
  - a natural gas producer
  - Other. (Identify the nature of service being rendered.)

**or**

- The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- Broker/Marketer engaged in the business of supplying natural gas services.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

**XOOM Energy Pennsylvania will offer electricity and gas to residential customers, small-to-medium sized businesses and small-to-medium sized commercial and industrial ("C&I") customers. XOOM Energy Pennsylvania 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.**

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

**Applicant proposes to provide service in the service areas of the following Natural Gas Distribution Companies (NGDC): National Fuel Gas Distribution Corp., The Peoples Natural Gas Company., Columbia Gas of Pennsylvania, Inc., PECO, UGI, and UGI Central Penn.**

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services upon approval of the Application and license. (approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky  
Office of Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120-1921

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

William R. Lloyd, Jr.  
Commerce Building, Suite 1102  
Small Business Advocate  
300 North Second Street  
Harrisburg, PA 17101

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p><b>Valley Energy Inc.</b> Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664                      FAX: 570.888.6199 email: <a href="mailto:rcrocker@ctenterprises.org">rcrocker@ctenterprises.org</a></p>	<p><b>National Fuel Gas Distribution Corp.</b> David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483                      FAX: 716.857.7479 e-mail: <a href="mailto:wolfordd@natfuel.com">wolfordd@natfuel.com</a></p>
<p><b>UGI Central Penn</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>The Peoples Natural Gas Company</b> Joe Gregorini                              or Bill McKeown 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: <a href="mailto:jgregorini@png.cng.com">jgregorini@png.cng.com</a> PH: 412.497.6851                      or 412.497.6840 FAX: 412.497.6630</p>
<p><b>T. W. Phillips Gas and Oil Company</b> Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725                      FAX: 724.287.5021 e-mail: <a href="mailto:rhovanec@twphillips.com">rhovanec@twphillips.com</a></p>	<p><b>UGI</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p><b>UGI Penn Natural</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>Equitable Gas Company</b> Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209                      FAX: 412.395.3335</p>
<p><b>Carnegie Natural Gas Company</b> Donald A. Melzer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext. 331                      FAX: 412.655.0335</p>	<p><b>Columbia Gas of PA, Inc.</b> Heather Bauer 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.5554 FAX: 614.460.4291</p>
<p><b>Philadelphia Gas Works</b> Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: <a href="mailto:douglas.moser@pgworks.com">douglas.moser@pgworks.com</a> PH: 215.684.6899</p>	<p><b>PECO</b> Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 Email: <a href="mailto:carlos.thillet@exeloncorp.com">carlos.thillet@exeloncorp.com</a> PH: 215.841.6452</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

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

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

**Neither the Applicant nor any person identified in this Application has been convicted of a crime involving fraud or similar activity within the last five (5) years**

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number 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 Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

**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)**

**Michelle W. Harding  
Vice President, Secretary and General Counsel  
XOOM Energy, LLC  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1420  
(704) 274-1430 (fax)**

- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

**Sample copies of the XOOM Energy Pennsylvania residential customer contracts are attached as Attachment C.**

- c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

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

17. **FINANCIAL FITNESS:**

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:

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

- 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.



B. Applicant must provide the following information:

- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.

**XOOM Energy Pennsylvania is providing proof of compliance with Columbia Gas of Pennsylvania credit requirements as Attachment E of this application. XOOM Energy Pennsylvania will provide evidence of the bonding/credit requirements for the other NGDC XOOM Energy Pennsylvania is intending to serve as supplements to this application prior to as soon as they are complete.**

- 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 E.**

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

**Stephanie Kelly  
Controller  
13850 Ballantyne Corporate Place  
Suite 150  
Charlotte, NC 28277  
(704) 274-1412**

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

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

19. **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 2208(D). Transferee will be required to file the appropriate licensing application.

20. **UNIFORM 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.

**Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.**

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

- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

**XOOM Energy Pennsylvania agrees that it shall comply with all reporting requirements, including the annual filing of Gross Receipts to the Commission.**

22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

**Applicant acknowledges that it is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.**

23. **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.

**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.**

24. **FEES:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

**Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.**

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

Applicant: XOOM Energy Pennsylvania, LLC

By:   
Tom Ulry

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

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

AFFIDAVIT

RECEIVED

DEC 16 2011

State of North Carolina  
County of Mecklenburg

ss.

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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 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 natural gas supply 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 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, 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 natural gas 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).

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.

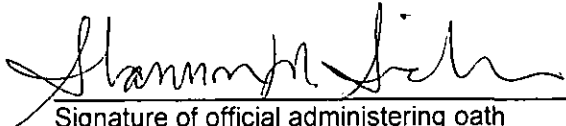
That XOOM Energy Pennsylvania, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications 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<sup>-SS</sup>

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

My commission expires 12-5-2012

Shannon M. Sicher  
Notary Public  
Mecklenburg County  
North Carolina

RECEIVED

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

AFFIDAVIT

RECEIVED

State of North Carolina

:  
:  
:

ss.

County of Mecklenburg

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

He is the Chief Executive Officer (Office of Affiant) of 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 a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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, LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

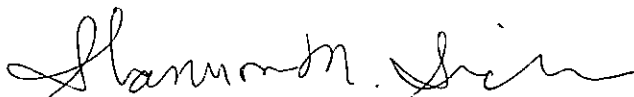
That the Applicant herein XOOM Energy Pennsylvania, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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.



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.



Signature of official administering oath

My commission expires 12-5-2012

Shannon M. Sicher  
Notary Public  
Mecklenburg County  
North Carolina

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

**A-5 Exhibit A-1 “Business Entity and Department Of State Filings”**

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.

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

RECEIVED

DEC 16 2011

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S 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)



T1108465076

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 c/o: Corporation Service Company				County 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 4:26  
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

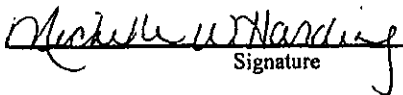
7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

---

---

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

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ATTACHMENT B

XOOM ENERGY PENNSYLVANIA, LLC

TAX CERTIFICATION STATEMENT

**Appendix**

**COMMONWEALTH OF  
PENNSYLVANIA  
PUBLIC UTILITY COMMISSION**

**TAX CERTIFICATION  
STATEMENT**

**RECEIVED**

DEC 16 2011

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.

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S OFFICE

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

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)	SOCIAL SECURITY NUMBER (OPTIONAL)
Tom Ulry, Chief Executive Officer	
Robert Blake, Chief Officer of Operations	
Michelle W. Harding, Vice President, Secretary and General Counsel	

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; padding: 2px;">8</td> <td style="border: 1px solid black; padding: 2px;">5</td> <td style="border: 1px solid black; padding: 2px;">-</td> <td style="border: 1px solid black; padding: 2px;">5</td> <td style="border: 1px solid black; padding: 2px;">1</td> <td style="border: 1px solid black; padding: 2px;">8</td> <td style="border: 1px solid black; padding: 2px;">7</td> <td style="border: 1px solid black; padding: 2px;">4</td> <td style="border: 1px solid black; padding: 2px;">-</td> <td style="border: 1px solid black; padding: 2px;">3</td> </tr> </table> <input type="checkbox"/> <input type="checkbox"/>	8	5	-	5	1	8	7	4	-	3	<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; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> <td style="border: 1px solid black; padding: 2px;"> </td> </tr> </table> <input checked="" type="checkbox"/> <input type="checkbox"/>							
8	5	-	5	1	8	7	4	-	3									
<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; padding: 2px;">4</td> <td style="border: 1px solid black; padding: 2px;">5</td> <td style="border: 1px solid black; padding: 2px;">-</td> <td style="border: 1px solid black; padding: 2px;">1</td> <td style="border: 1px solid black; padding: 2px;">1</td> <td style="border: 1px solid black; padding: 2px;">8</td> <td style="border: 1px solid black; padding: 2px;">1</td> <td style="border: 1px solid black; padding: 2px;">7</td> <td style="border: 1px solid black; padding: 2px;">3</td> <td style="border: 1px solid black; padding: 2px;">9</td> </tr> </table> <input type="checkbox"/> <input type="checkbox"/>	4	5	-	1	1	8	1	7	3	9								
4	5	-	1	1	8	1	7	3	9									

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)

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ATTACHMENT C  
XOOM ENERGY PENNSYLVANIA, LLC  
SAMPLE RESIDENTIAL CONTRACTS



RECEIVED

DEC 16 2011

**Residential Gas Customer Contract**  
**Fixed Rate Gas Service**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

We Are Committed To Your Satisfaction: If you are not completely satisfied with XOOM Energy Pennsylvania's program for any reason, please contact us. If we are unable to resolve your concern to your full satisfaction, you may terminate this Contract at any time as allowed in the SmartGuard Program rules.

Service & Term: XOOM Energy Pennsylvania, LLC ("XOOM" or "Company") agrees to act as your exclusive natural gas supplier. The term of this Contract will begin on the day that Columbia Gas ("Columbia") switches your account to XOOM following your confirmation into the SmartGuard program and will continue for 12 months.

Acceptance into the Program: These terms and conditions are subject to your acceptance into the program by both XOOM and Columbia. In addition to an email confirmation, a Confirmation Letter, which will include a hard copy of this Contract, will be mailed to you within 7 days of your enrollment with XOOM Energy.

Local Utility Services: XOOM is an alternative gas supplier of natural gas and is not affiliated with Columbia. Columbia will continue to deliver your gas, read your meter, make necessary repairs, and send you a bill. Columbia will also respond to emergencies and provide other basic utility services as required. XOOM Energy is not an agent of Columbia and Columbia will not

be liable for any of XOOM Energy's acts, omissions, or representations.

Price: Your rate for gas purchases will be a fixed price of \$     per ccf, plus taxes if applicable. You will continue to be responsible for all charges assessed and billed by Columbia for all services it provides, including: customer charges, distribution, fees or taxes specifically associated with services it continues to provide during the term of this Contract.

Continuation Notice: 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. 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.

Termination: 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 [customer-care@xoomenergy.com](mailto:customer-care@xoomenergy.com).

Moving: When moving to an address within Columbia's service territory, XOOM will make every effort to transfer your services to your new address provided that you notify XOOM within 30 days of your move. If a transfer of service is not successful or you move to a location outside Columbia service territory, or a territory not serviced by XOOM, this Contract will automatically terminate at no cost to you. Failure to notify XOOM of your move will be considered a cancellation of this Contract in accordance with its terms.

Cost Recovery Fee: You understand and agree that in order for XOOM to offer and fulfill its fixed rate obligation to you, it has to purchase gas 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 gas to others and related expenses.

Customer Service, Dispute Resolution: 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 [customer-care@xoomenergy.com](mailto:customer-care@xoomenergy.com). For questions about your Columbia bill, please contact Columbia 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 Columbia or with XOOM, you may contact the Pennsylvania Public Utility Commission for help, toll free, at 1-800-692-7380.

Assignment: This Contract or any XOOM obligations under this Contract are assignable by XOOM to a Pennsylvania licensed Alternative Gas Supplier.

Service Complaints: For service problems you should contact Columbia by calling: Columbia Gas at 888-460-4332. IN THE EVENT OF A GAS-RELATED EMERGENCY, SUCH AS A GAS LEAK, PLEASE VACATE THE AREA BY A SAFE DISTANCE AND CALL COLUMBIA or 911.

Authorization/Representation/Letter of Agency: By entering into this Contract, you authorize XOOM to act on your behalf under Columbia's tariffs in accordance with the rules and regulations of the Pennsylvania Public Utility Commission. You acknowledge that you are the account holder or legally authorized person to execute a contract on behalf of the account holder. You understand that by signing this Contract, you are switching the gas Supplier for this account to XOOM. You understand that gas purchased for this account by XOOM will be delivered through Columbia's delivery system. The account holder, or the



person who signed this contract on behalf of the account holder, has 3 days after today to cancel this contract for any reason through written or verbal notification to XOOM. You agree to authorize Columbia to release all information relating to your historical and current gas usage, billing and payment history to XOOM or its authorized representatives. You acknowledge that XOOM has full authority to make all rates and tariff selections necessary to meet its obligations under this Contract.

Limitation of Liability and Warranty: XOOM WILL NOT BE RESPONSIBLE FOR ANY SPECIAL, CONSEQUENTIAL, OR PUNITIVE DAMAGES WHATSOEVER. XOOM DOES NOT PROVIDE ANY TYPE OF WARRANTY, EXPRESS OR IMPLIED, AND TO THE FULL EXTENT OF THE LAW, DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

Force Majeure/Uncontrollable Circumstances: XOOM will not be responsible for supplying gas in the event of circumstances beyond its control such as events of Force Majeure, including but not limited to, acts of terrorism, sabotage, or acts of God. XOOM may cancel this Contract if your usage of gas changes substantially or if there is any change in regulation, law, pricing structure, tariff, or change in procedure required by any third party that results in XOOM being prevented or prohibited from carrying out the terms of this Contract.

Entire Contract: This Contract constitutes the entire contract and understanding between you and XOOM with respect to its subject matter and superseding all prior

written and oral contracts and representations made with respect to the subject matter.



## Residential Gas Customer Contract

### Variable Rate Gas Service

We Are Committed To Your Satisfaction: If you are not completely satisfied with XOOM Energy Pennsylvania's program for any reason, please contact us. If we are unable to resolve your concern to your full satisfaction, you may terminate this Contract at any time as allowed in the SimpleFlex Program Rules.

Service & Term: XOOM Energy Pennsylvania, LLC ("XOOM" or "Company") agrees to act as your exclusive natural gas supplier. The term of this Contract will begin on the day that Columbia switches your account to XOOM following your confirmation into the SimpleFlex program and will continue on a month-to-month basis.

Acceptance into the Program: These terms and conditions are subject to your acceptance into the program by both XOOM and Columbia. In addition to an email confirmation, a Confirmation Letter, which will include a hard copy of this Contract, will be mailed to you within 7 days of your enrollment with XOOM Energy.

Local Utility Services: XOOM is an alternative gas supplier of natural gas and is not affiliated with Columbia. Columbia will continue to deliver your gas, read your meter, make necessary repairs, and send you a bill. Columbia will also respond to emergencies and provide other basic utility services as required. XOOM Energy is not an agent of Columbia and Columbia will not

be liable for any of XOOM Energy's acts, omissions, or representations.

Price: Your rate for gas purchases will be a variable rate per ccf that may change on a monthly basis, plus taxes, if applicable. Your monthly variable rate is based on XOOM's Monthly Gas Acquisition Costs (MGAC), which is determined by XOOM's actual and estimated monthly wholesale gas costs, plus a Monthly Program Cost Adder (MPCA) not to exceed \$0.\_\_\_\_ per ccf. As an example, if XOOM's MGAC is \$0.40 per ccf and the MPCA is determined to be \$0.15 per ccf, your price would be \$0.55 per ccf. You will continue to be responsible for all charges billed by Columbia for all services it provides, including customer charges, distribution, fees or taxes specifically associated with services it continues to provide during the term of this Contract.

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

Moving: When moving to an address within Columbia's service territory, XOOM will make every effort to transfer your services to your new address provided that you notify XOOM within 30 days of your move. If a transfer of service is not successful or you move to a location outside Columbia's





service territory, or a territory not serviced by XOOM, this Contract will automatically terminate at no cost to you. Failure to notify XOOM of your move will be considered a cancellation of this Contract in accordance with its terms and a termination fee may apply.

Customer Service, Dispute Resolution: 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, 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 Columbia bill, please contact Columbia 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 Columbia or with XOOM, you may contact the Pennsylvania Public Utility Commission for help, toll free, at 1-800-692-7380.

Assignment: This Contract or any XOOM obligations under this Contract are assignable by XOOM to a Pennsylvania licensed Alternative Gas Supplier.

Service Complaints: For service problems you should contact Columbia by calling: Columbia at 888-460-4332. IN THE EVENT OF A GAS-RELATED EMERGENCY, SUCH AS A GAS LEAK, PLEASE VACATE THE AREA BY A SAFE DISTANCE AND CALL COLUMBIA or 911.

Authorization/Representation/Letter of Agency: By entering into this Contract, you

authorize XOOM to act on your behalf under Columbia's tariffs in accordance with the rules and regulations of the Pennsylvania Public Utility Commission. You acknowledge that you are the account holder or legally authorized person to execute a contract on behalf of the account holder. You understand that by signing this Contract, you are switching the gas Supplier for this account to XOOM. You understand that gas purchased for this account by XOOM will be delivered through Columbia's delivery system. The account holder, or the person who signed this contract on behalf of the account holder, has 3 days after today to cancel this contract for any reason through written or verbal notification to XOOM. You agree to authorize Columbia to release all information relating to your historical and current gas usage, billing and payment history to XOOM or its authorized representatives. You acknowledge that XOOM has full authority to make all rates and tariff selections necessary to meet its obligations under this Contract.

Limitation of Liability and Warranty: XOOM WILL NOT BE RESPONSIBLE FOR ANY SPECIAL, CONSEQUENTIAL, OR PUNITIVE DAMAGES WHATSOEVER. XOOM DOES NOT PROVIDE ANY TYPE OF WARRANTY, EXPRESS OR IMPLIED, AND TO THE FULL EXTENT OF THE LAW, DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

Force Majeure/Uncontrollable Circumstances: XOOM will not be responsible for supplying gas in the event of circumstances beyond its control such as events of Force Majeure, including but not



limited to, acts of terrorism, sabotage, or acts of God. XOOM may cancel this Contract if your usage of gas changes substantially or if there is any change in regulation, law, pricing structure, tariff, or change in procedure required by any third party that results in XOOM being prevented or prohibited from carrying out the terms of this Contract.

Entire Contract: This Contract constitutes the entire contract and understanding between you and XOOM with respect to its subject matter and superseding all prior written and oral contracts and representations made with respect to the subject matter.

SAMPLE

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ATTACHMENT D

XOOM ENERGY PENNSYLVANIA, LLC

SAMPLE DISCLOSURE STATEMENT

ATTACHMENT D

Sample Disclosure Statement Format

RECEIVED

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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 supply natural gas 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.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

**Definitions**

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - Define each nonbasic service being offered.

**Terms of Service**

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

**Fixed Price Product:** The rate for gas purchases will be a fixed price of \$\_\_\_\_\_ per ccf, plus taxes if applicable. You will continue to be responsible for all charges assessed and billed by Columbia for all services it provides, including customer charges, distribution, fees or taxes specifically associated with services it continues to provide during the term of this Contract.

**Variable Price Product:** The rate for gas purchases will be a variable rate per ccf that may change on a monthly basis, plus taxes, if applicable. The monthly variable rate is based on XOOM's Monthly Gas Acquisition Costs (MGAC), which is determined by XOOM's actual and estimated monthly wholesale gas costs, plus a Monthly Program Cost Adder (MPCA) not to exceed \$0.\_\_\_\_ per ccf. As an example, if XOOM's MGAC is \$0.40 per ccf and the MPCA is determined to be \$0.15 per ccf, your price would be \$0.55 per ccf. You will continue to be responsible for all charges billed by Columbia for all services it

provides, including customer charges, distribution, fees or taxes specifically associated with services it continues to provide during the term of this Contract.

2. Length of Agreement

**Fixed Rate Products:** The term of this Contract will begin on the day that Columbia Gas ("Columbia") switches your account to XOOM following your confirmation into the SmartGuard program and will continue for 12 months.

**Variable Rate Products:** The term of this Contract will begin on the day that Columbia switches your account to XOOM following your confirmation into the SimpleFlex program and will continue on a month-to-month basis.

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

*Sign-up bonuses*

*Add-ons*

*Limited time offers*

*Other Sales Promotions*

*Exclusions*

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

5. Penalties, Fees and Exceptions— You understand and agrees that in order for XOOM to offer and fulfill its fixed rate obligation to you, it has to purchase gas 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 gas 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 Columbia bill, please contact Columbia 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 Columbia 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)  
Distribution Company Name: Columbia Gas of Pennsylvania  
Provider of Last Resort Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Phone Number: \_\_\_\_\_

Public Utility Commission (PUC)

Address:

P.O. Box 3265 Harrisburg, PA 17105-3265\_

Natural Gas Competition Hotline Number:

1-888-xxx-xxxx \_\_\_\_\_

Universal Service Program Name:

\_\_\_\_\_

Phone Number:

\_\_\_\_\_

SAMPLE

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

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**“Financial Fitness”**

- 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.



DEC 16 2011

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

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

**“Financial Fitness”**

B. Applicant must provide the following information:

- *Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.*

**Evidence of XOOM Energy Pennsylvania’s compliance with Columbia Gas of Pennsylvania credit requirements is attached hereto. XOOM Energy Pennsylvania will provide evidence of the bonding/credit requirements for the other NGDC XOOM Energy Pennsylvania is intending to serve as supplements to this application prior to as soon as they are complete.**

- **IDENTIFY APPLICANT’S CHIEF OFFICERS INCLUDING NAMES AND THEIR PROFESSIONAL RESUMES.**

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

**The resumes of Tom Ulry, Robert Blake, and Michelle W. Harding are attached hereto.**

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.

---

**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

---

**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.

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

**“Technical Fitness”** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

**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. Ulry, CEO - Mr. Ulry 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 Ulry and Blake's resumes have been provided in Attachment F, above. A copy of Mr. Coppola's resume is attached hereto.**

**In addition to the resumes of the above individuals, XOOM Energy Pennsylvania is submitting a copy of its Business Plan in support of technical fitness. As this information is confidential and proprietary the business plan is being submitted under confidential cover.**

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

## 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.



---

**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

---

**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:**

- ◆ 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

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED  
DEC 16 2011  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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 and confidential business plan, is being provided as a required part of XOOM Energy Pennsylvania’s Application to become a Natural Gas 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 and business plan under which XOOM Energy Pennsylvania conducts and/or plans to conduct its business constitutes 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 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.

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 and business plan around 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 natural gas 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 and business plan 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

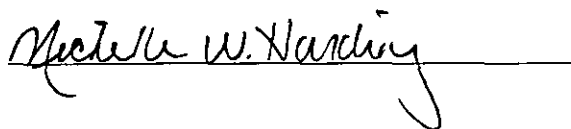
For the reasons set forth above, XOOM Energy Pennsylvania requests that the Commission protect from public disclosure the financial statements and business plan of XOOM Energy Pennsylvania, LLC as part of XOOM Energy Pennsylvania's applications to become an Electric Supplier and Natural Gas Supplier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

**RECEIVED**

DEC 16 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Respectfully Submitted,



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



J11201108050225

Ship Date: 16DEC11  
Act/Wgt: 4.0 LB  
CAD: 102822439/NET3210

Delivery Address Bar Code



SHIP TO: (704) 274-1420  
**Secretary**  
**Pennsylvania Public Utility Comm**  
**2 KEYSTON BLDG 400 NORTH ST RM N201**  
**2 ND FLOOR 2ND FLOOR ROOM N201**  
**HARRISBURG, PA 17120**

BILL SENDER

Ref # Secretary  
Invoice #  
PO #  
Dept #

1 of 2

**MON - 19 DEC A1**  
**STANDARD OVERNIGHT**

TRK# 7930 2453 1625

0201

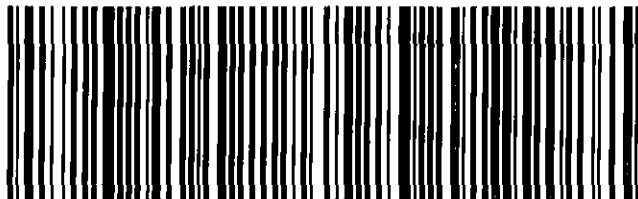
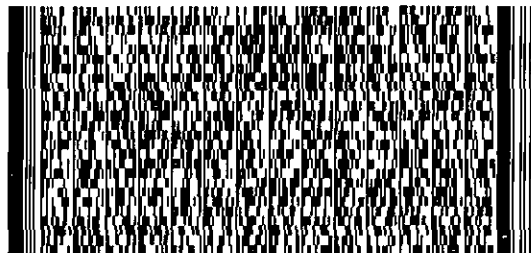
## MASTER ##

17120

PA-US

MDT

**XH MDTA**



50FG1859F#5F4

**After printing this label:**

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
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.