

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Verdigris Energy LLC, d/b/a Verdigris Energy, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

Verdigris Energy LLC
1711 Bur Oak Drive
Allen, Texas 75002

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- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

InCorp Services, Inc.
7208 Red Top Road
Hummelstown, PA 17036

Phone: (800) 246-2677

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Jeffrey Nottingham
Vice President
1711 Bur Oak Drive
Allen TX 75002

Phone: 469-853-8506

Fax: 972-692-7414

Email: jnottingham@verdigrisenergy.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

No attorney

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

Jeffrey Nottingham
Vice President
1711 Bur Oak Drive
Allen Texas 75002

Phone: 469-853-8506

Fax: 972-692-7414

Email: jnottingham@verdigrisenergy.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

or

The Applicant will not be using a fictitious name.

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

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or



The Applicant is a:

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

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

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

No affiliates

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

No predecessors

4. OPERATIONS

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

- The Applicant is presently doing business in Pennsylvania as a
- municipal electric corporation
 - electric cooperative
 - local gas distribution company
 - provider of electric generation, transmission or distribution services
 - Other; Identify the nature of service being rendered.

or

- The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a *(may check multiple)*:

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services
- Electric Cooperative and supplier of electric power
- Other (Describe):

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

c. **PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

Energy consulting and procurement services
to end-use retail customers

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

Allegheny Power PECO
Duquesne Light PPL
Met-Ed, Penedec, PennPower UGI

e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Large Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

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

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

g. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- No

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

- Yes
- No

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

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

2/1/2012

5. **COMPLIANCE**

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

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

None

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

N/A

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

None

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

N/A

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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

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

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

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

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

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

Allegheny Power:

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

PECO:

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

Duquesne Light:

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

PPL:

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

Met-Ed, Penelec, and Penn Power:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI:

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

Citizens' Electric Company:

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

Pike County Light & Power Company:

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

Wellsboro Electric Company:

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

7. FINANCIAL FITNESS

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

Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

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

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

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

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

See Supporting Documents

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

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

See supporting documents

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

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

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

8. TECHNICAL FITNESS:

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

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

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

See supporting documents

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

See supporting documents

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

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number _____.
- Not applicable

9. DISCLOSURE STATEMENT:

- a. **Disclosure Statements:** If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.
- Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:
- proof of registration as a PJM Load Serving Entity (LSE), or
 - proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

(Select only one of the following)

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

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

- AGREED

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

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

AGREED

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

AGREED

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

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS

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

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

12. NEWSPAPER PUBLICATIONS

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

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

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

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

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

(Example Publication is provided at Appendix H)

Proof provided in Exhibit H

13. SIGNATURE

Applicant: Jeff Nottingham
 By: Jeff Nottingham
 Title: Vice President

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SECTION 7. FINANCIAL FITNESS

a. BONDING

Applicant prays for modification to the \$250,000 requirement, and includes with this application a bond in the amount of \$10,000. As supporting information, applicant's requested licensing as an energy broker entails a commitment to not being a party to an energy supply agreement and further to not handle client payments to their energy supplier. Applicant will be solely engaged in activities related to managing energy solicitations on behalf of clients and facilitating contract execution between clients and energy suppliers.

SECTION 7. FINANCIAL FITNESS

b. FINANCIAL RECORDS, STATEMENTS, AND RATINGS

Applicant is a small business in operation since mid 2010 with limited coverage by ratings agencies as the company has no debt. Below is a statement from D&B with account status as of December 2011, and Profit & Loss report from inception through 12/31/2011.

Report Printed: December 01, 2011




Live Report : VERDIGRIS ENERGY LLC

D.U.N.S.® Number: 03-492-7072

Company Summary

Currency: Shown in USD unless otherwise indicated 

Score Bar

PAYDEX®	 80
Commercial Credit Score Class	 3
Financial Stress Class	 3
Credit Limit - D&B Conservative	-
D&B Rating	DS

Company News

Today: Thursday, December 01, 2011

This company is not currently tracked for Company News.

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D&B Company Overview

This is a single location

Manager	JEFFREY NOTTINGHAM, PRIN
Year Started	2010
Employees	UNDETERMINED
SIC	9999
Line of business	Undetermined
NAICS	999990

Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	0	-

Verdigris Energy, LLC
Profit & Loss
January 2010 - December 2011

	Total
Income	
Services	392,163.20
Total Income	<u>\$392,163.20</u>
Gross Profit	<u>\$392,163.20</u>
Expenses	
Advertising	387.52
Bank Charges	226.00
Commissions & Fees	311,390.45
Dues & Subscriptions	40.00
Education & Training	153.83
License Expense	3,123.58
Meals and Entertainment	548.18
Office Expenses	628.18
Other General and Admin Expenses	87.72
Promotional	711.85
Repair & Maintenance	488.14
Stationery & Printing	302.07
Supplies	2,144.63
Taxes & Licenses	14.25
Travel	1,545.15
Travel Meals	264.21
Total Expenses	<u>\$322,055.76</u>
Net Operating Income	<u>\$70,107.44</u>
Other Income	
Other Income	22.91
Total Other Income	<u>\$22.91</u>
Other Expenses	
Penalties & Settlements	11,959.15
Total Other Expenses	<u>\$11,959.15</u>
Net Other Income	<u>\$ -11,936.24</u>
Net Income	<u><u>\$58,171.20</u></u>

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SECTION 7. FINANCIAL FITNESS

c. ACCOUNTING RECORDS CUSTODIAN

Verdigris Energy LLC maintains its own records and books.

SECTION 8. TECHNICAL FITNESS

a. EXPERIENCE, PLAN, STRUCTURE

Day to day operational management of Verdigris Energy LLC is provided by Jeff Nottingham, a 20+ year veteran of the energy industry with significant experience in both electricity and natural gas suppliers on both regulated and competitive aspects of these industries. A complete resume is provided in the next section.

Presently Verdigris Energy is licensed as an aggregator or broker in the states of Texas, Illinois and Ohio. We represent a total approximate load of 180,000,000 kWh/yr among commercial and industrial clients. Services provided to our client include helping to manage electricity supply, natural gas supply and participation in demand-response programs.

Business plans within the Commonwealth of Pennsylvania, as of this filing, are limited to providing services to existing clients with operations in the Commonwealth. Over time we expect to attract new clients through a combination of direct marketing and in-person meetings with prospective new clients.

b. OFFICERS

Jeff Nottingham, M.A., CEM, CEP
Executive Vice-President

EDUCATION

M.A., Economics, University of Oklahoma (1997)

B.A., Economics, Washington State University (1991)

EXPERIENCE

Energy Economist and Executive Vice-President, Verdigris Energy, LLC

August 2010 – Present (1 year 3 months)

Electricity and natural gas supply procurement and management services. We deliver best in class energy management strategies for our clients with exceptional execution.

Major Accounts Director, Power Brokers, LP

August 2008 – August 2010 (2 years 1 month)

Team leadership, product development, sales operations leadership and market development for one of the largest energy consultancy firms in the United States.

Director - Major Accounts - ERCOT, Direct Energy / Strategic Energy (acquired by D.E.)

November 2006 – September 2008 (1 year 11 months)

Focused primarily on building Strategic Energy's market share among large C&I accounts in the North Texas market. Also supporting client energy requirements in other geographies, including CA, IL, MA, MD, NY and other competitive states.

President, Cirro Energy Services

November 2004 – October 2006 (2 years)

Created the concept and built this energy consultancy during the first two years of its existence. Created several unique products in the Texas (ERCOT) market for both energy procurement (both electric and natgas) and load management, including 4CP Warnings, Turnkey LaaR enrollment and turnkey TXU-ELM enrollment.

Director, Energy Marketing, Reliant Energy Solutions

*Before the Pennsylvania Public Utility Commission
Application of Verdigris Energy LLC*

December 1999 – October 2004 (4 years 11 months)

Lead two major account sales teams in ERCOT. First team was the key accounts (3000 kW+) for north Texas, second was the mid C&I (500kW - 3000 kW) in north, south and west Texas. The former was built from a starting position of 0MW to over 3000 MW of contracted load, and the latter was taken from an underperforming team losing five of every six deals to winning more than half of the deals we pursued. Left to accept an executive leadership role at a well-backed startup consultancy.

Manager, Pricing Products, Central and South West Corporation

November 1991 – November 1999 (8 years 1 month)

Led in the development of innovative regulated rates including real-time pricing and market-based time-of-use rates. Participated in 6-month product development and rate filing phase, then delivered training to sales organization in a series of presentations in TX, OK & LA. Delivered seminars to customers over a 2-year period, tracked product enrollment and performance, developed economic models to compare rate options and presented key findings at EPRI conferences.

Elizabeth Nottingham

President and CEO at Verdigris Energy, LLC

Owner at Nottingham Station

EDUCATION

BA, Psychology & Cross Cultural Communication, University of Tulsa, 1992

Past

Community Organizer at Various Political Candidate and Issue Campaigns

Assisted non-profit and for-profit entities in cost saving and revenue enhancement strategies including but not limited to procurement, traffic flow, staffing, grant development and marketing.

Developed and implemented marketing campaigns for political candidates, commercial entities, and non profit organizations, utilizing direct mail, print advertising, use of radio, television and internet.

Developed and managed public and private events. Conceptualized and organized entities from ad hoc committees to statewide organizations. Managed paid staff and volunteers.

Specialties

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

Applicant: Verdigris Energy LLC

Applicant's Use	✓	Signature		PUC Secretary's Bureau Use
	✓	Filing Fee		
	✓	Application Affidavit		
	✓	Operations Affidavit		
	✓	Proof of Publication <i>Placed as APPENDIX H</i>		
	✓	Bond or Letter of Credit <i>Placed as Appendix: D</i>		
	✓	Tax Certification Statement <i>Appendix F</i>		
	✓	Commonwealth Department of State Verification <i>Attached after Proof of Publication</i>		
	✓	Certificate of Service		

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix A

APPLICATION AFFIDAVIT

RECEIVED

[Commonwealth/State] of Texas :

JAN 11 2012

ss.

County of Collin :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

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

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

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

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

That the Applicant herein Verdigris Energy 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 Verdigris Energy 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.

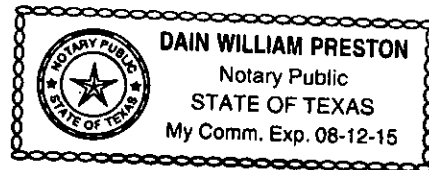
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

Jeff Nottingham
Signature of Affiant

Sworn and subscribed before me this 11 day of January, 2011.

[Signature]
Signature of official administering oath

My commission expires 8/12/15



Appendix B

OPERATIONS AFFIDAVIT

RECEIVED

[Commonwealth/State] of Texas :

JAN 11 2012

SSPA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Collin :

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

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

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

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

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


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

Appendix B (Continued)

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

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

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



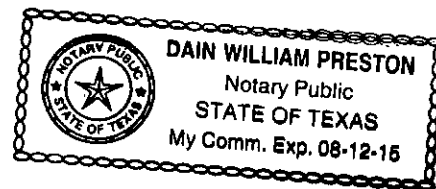
Signature of Affiant

Sworn and subscribed before me this 11 day of January, 2011.



Signature of official administering oath

My commission expires 8/12/15.



RECEIVED

JAN 11 2012

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

JAN 11 2012

COMMONWEALTH OF PENNSYLVANIA PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

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

1. CORPORATE OR APPLICANT NAME: Verdigris Energy LLC
2. BUSINESS PHONE NO. (469) 853-8506
CONTACT PERSON(S) FOR TAX ACCOUNTS: Jeff Nottingham

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)
1711 Bur Oak Drive Allen TX 75002

5. TYPE OF ENTITY: [X] LLC [] SOLE PROPRIETOR [] PARTNERSHIP [] CORPORATION [] OTHER (Describe...)

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)
NAME (PRINT) SOCIAL SECURITY NUMBER (OPTIONAL)
Elizabeth Nottingham
Jeff Nottingham

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.

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING [] N/A []
B. EMPLOYER ID (EIN) (9 DIGITS): APPLICATION PENDING [] N/A []
C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING [] N/A []
6184 640

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

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS
PA SALES AND USE TAX: Jeff Nottingham
EMPLOYER TAXES: Jeff Nottingham
CORPORATE TAXES: Jeff Nottingham

PHONE (469) 853-8506 PHONE (469) 853-8506 PHONE (469) 853-8506

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)

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of Verdigris Energy LLC For Approval To Offer, Render, Furnish, services as a Marketer/Broker Engaged in The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania:
Verdigris Energy LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Verdigris Energy LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Verdigris Energy LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Verdigris Energy LLC at the address listed below.
By and through
Verdigris Energy LLC
1711 Bur Oak Drive
Allen, TX 75002
Phone: 469-853-8506
Fax: 972-692-7414

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

County of Cambria, and Commonwealth of Pennsylvania and above matter published in said publication in the regular issues PA, on December 6, 2011; and that the Affiant is not

On this 12th day of December A.D. 2011, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 12th day of December, 2011.

Jillian Ohs

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

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Vivian Ohs, Notary Public
City of Johnstown, Cambria County
My Commission Expires Dec. 6, 2012
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

(Name of Newspaper)

By _____

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

Appendix H

The Patriot-News
Now you know

VERDIGRIS ENERGY LLC
1711 BURK OAK DRIVE

ALLEN

TX 75002

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

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

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

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

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

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

PUBLICATION COPY

This ad # 0002183811 ran on the dates shown below:

December 07, 2011

Miscellaneous Notices

PUBLIC UTILITY COMMISSION
NOTICE

Application of Verdigris Energy LLC For Approval To Offer, Render, Furnish services as A Marketer/ Broker, Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

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

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

By and through:
Verdigris Energy LLC
1711 Burk Oak Drive
Allen, TX 75002
Phone: 469-853-8506
Fax: 972-492-7414

Holly Blain

Sworn to and subscribed before me this 12 day of December, 2011 A.D.
Sherrie L. Owens

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Sherrie L. Owens, Notary Public
Lower Paxton Twp., Dauphin County
My Commission Expires Nov. 26, 2015

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Appendix H

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

VERDIGRIS ENERGY LLC
JEFF NOTTINGHAM
1711 BUR OAK DRIVE ALLEN TX 75002

Account # 552556
Order # 80751774
Ad Price: 182.45

Gina Krushinski

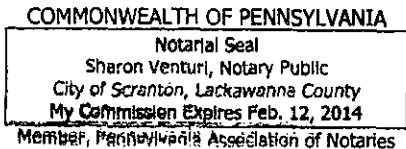
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

12/03/2011

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

Sworn and subscribed to before me
this 5th day of December A.D., 2011

Sharon Venturi
(Notary Public)



RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION
Application of Verdigris Energy LLC For Approval To Offer, Render, Furnish services as A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
Verdigris Energy, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/ marketer engaged in the business of supplying electricity. Verdigris Energy LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Verdigris Energy, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Verdigris Energy LLC at the address listed below.

By and through:
Verdigris Energy LLC
1711 Bur Oak Drive
Allen, TX 75002
Phone: 489-853-8506
Fax: 972-692-7414

Exhibit H

No. _____ Term, _____

Proof of Publication of Notice in Pittsburgh Post-Gazette

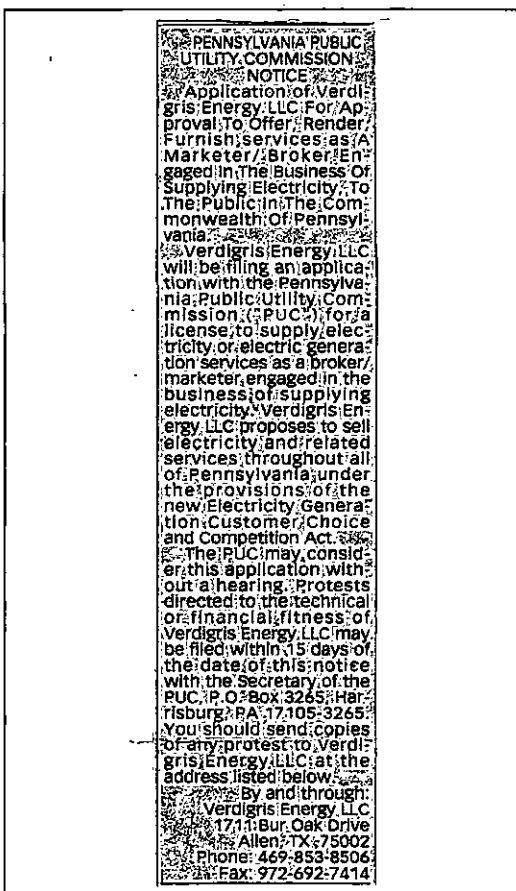
Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

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

06 of December, 2011

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

COPY OF NOTICE OR PUBLICATION



H. Java
PG Publishing Company
Sworn to and subscribed before me this day of:
December 06, 2011

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

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JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS
Verdigris Energy LLC
1711 BUR OAK DR
ALLEN TX 75002-6394

To PG Publishing Company

Total ----- \$397.50

Publisher's Receipt for Advertising Costs

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

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

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

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

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

December 9, 2011

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

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 6th day of December 2011

Cathy A. Billey
Notary Public

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Verdigris Energy LLC For Approval To Offer, Render, Furnish services as a Broker/Market/Broker Engaged in The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania
Verdigris Energy LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as a broker/market/engaged in the business of supplying electricity
Verdigris Energy LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act
The PUC may consider this application without a hearing
Protests directed to the technical or financial fitness of Verdigris Energy LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC
P.O. Box 3285 Harrisburg, PA 17105-3285
You should send copies of any protest to Verdigris Energy LLC at the address listed below
By and through Verdigris Energy LLC
1711 Bur Oak Drive
Allen, TX 75002
Phone: 469-853-8506
Fax: 972-652-7414

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ 196.50

Probated same.....\$

Total.....\$ 196.50

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and we have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

Exhibit H

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

VERDIGRIS ENERGY LLC
1711 BUR OAK DR
ALLEN TX 75002

REFERENCE: L0005375
2026533 PUC NOTICE

RECEIVED

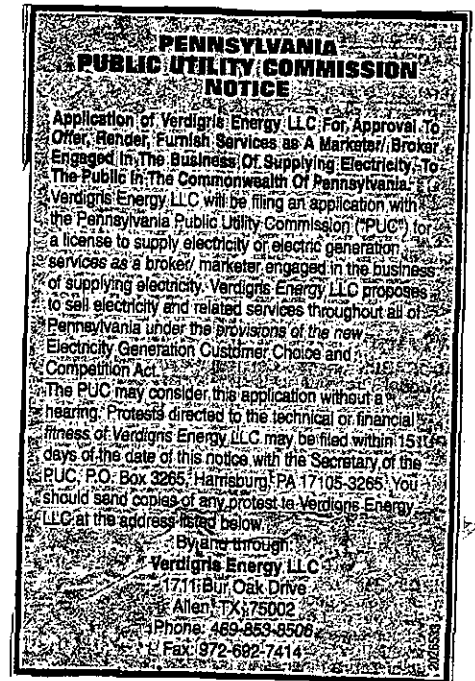
JAN 11 2012

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

PUBLISHED ON: 12/06



TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 12/06/11

Sworn to and subscribed before me this

6 day of December 2011 Affiant: *Rosanne Cheeseman*

NOTARY: *Laurene A. Daugherty*

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

Exhibit H

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Anna Dickerson being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

December 5, 2011

Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Anna Dickerson

Sworn to and subscribed before me this 5th day of
December, 2011

Mary Anne Logan
Notary Public

My Commission Expires:

NOTARIAL SEAL
Mary Anne Logan, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 30, 2013

Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of Verdigris Energy LLC For Approval To Offer, Render, Furnish, services as a Marketer, Broker Engaged in The Business of Supplying Electricity To The Public in The Commonwealth Of Pennsylvania. Verdigris Energy LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as a broker, marketer engaged in the business of supplying electricity. Verdigris Energy LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Verdigris Energy LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 9265, Harrisburg, PA 17105-9265. You should send copies of any protest to Verdigris Energy LLC at the address listed below.
By and through:
Verdigris Energy LLC
1711 Bur Oak Drive
Allen, TX 75002
Phone: 409-633-6306
Fax: 972-682-7414

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

RECEIVED

JAN 11 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Verdigris Energy LLC

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

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

ENTITY NUMBER: 4067444

Nottingham, Jeff
1711 Bur Oak Dr
Allen, TX 75002

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Registration - Foreign
(15 Pa.C.S.)

- Registered Limited Liability General Partnership (§ 8211)
- Registered Limited Liability Limited Partnership (§ 8211)
- Limited Partnership (§ 8582)
- Limited Liability Company (§ 8981)

Name <u>Jeff Nottingham</u>		
Address <u>1711 BurOak Drive</u>		
City <u>Allen</u>	State <u>TX</u>	Zip Code <u>75002</u>

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

←

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 4 Page(s)



T1131960175

Fee: \$250

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

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

Verdigris Energy LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

Verdigris Energy LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Texas Date of Formation: 6/10/2010

4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider

IN Corp Services, Inc.

County
Dauphin

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PA. DEPT. OF STATE

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

1711 Bur Oak Dr Allen TX 75002
 Number and street City State Zip

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

 Number and street City State Zip

For Restricted Professional Limited Liability Company Only. Strike out if inapplicable: The company is a restricted professional company organized to render the following professional service(s):

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

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

Name	Business Address

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

 Number and street City State Zip County

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

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

28th day of OCT, 2011.

Verdigris Energy LLC
 Name of Partnership/Company

Jeff Rothman
 Signature

Executive Vice President
 Title

RECEIVED

JAN 11 2012

Appendix C

CERTIFICATE OF SERVICE

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

On this, the 11th day of January, 2012, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

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

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

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

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

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

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

Legal Department
PPL
Two North Ninth Street
Allentown, PA 18108-1179

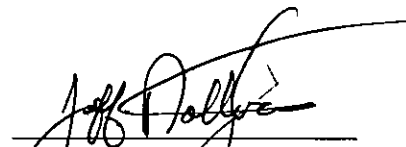
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

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

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


Jeff Nottingham, Vice-President
Verdigris Energy LLC



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