

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Sperian Energy Corp, d/b/a N/A, 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:

A-2011-2250633

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:

Sperian Energy Corp
2605 Camino Del Rio South
San Diego CA 92108
888.881.2622
www.sperianenergy.com

ORIGINAL

- 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.

- 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.

Max Smith
Executive VP
2605 Camino Del Rio South
San Diego CA 92108
Office. 888.881.8082 Fax. 800.256.6181
msmith@sperianenergy.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.

Stephen L Trichler
505 9th St NW Suite 1000
Washington DC 2004-2166
Phone. 202.776.7890 Fax. 202.379.9827
Sltichler@duanemorris.com

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

Primary Contact: Shelby Hanna, Executive Secretary 2605 Camino Del Rio South San Diego CA 92108 Office. 888.881.8082 Fax. 800.256.6181 shanna@sperianenergy.com
Secondary Contact: Max Smith, Executive VP 2605 Camino Del Rio South San Diego CA 92108 Office. 888.881.8082 Fax. 800.256.6181 msmith@sperianenergy.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.
 - o See attachment titled; State of Nevada
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
 - o See attachment titled; State of Nevada
- Give name and address of officers.
 - o See attachment titled; Executive Bios

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.

N/A

- 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.

N/A

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.

Sperian Energy intends to sell retail electricity to residential and small commercial customers.

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

Sperian Energy plans to offer throughout the commonwealth of Pennsylvania in PECO and PPL territories.

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.

June 1, 2011

5. COMPLIANCE

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

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

N/A

- 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.

N/A

- 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:

UGI:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

Citizens' Electric Company:

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

Wellsboro Electric Company:

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

Pike County Light & Power Company:

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

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:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
Sackett National Holdings Company (SNH)
- 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.

N/A – Startup Company.

- 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.

N/A

- 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.

General Liability Insurance, Hartford Casualty Insurance Company
Policy # 20 SBA TF4106 DV
General \$2,000,000
Aggregate \$4,000,000

- Audited financial statements exhibiting accounts over a minimum two year period.

N/A

- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

N/A

- 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.

Cindy Hsieh, Controller – 2605 Camino Del Rio South Suite 400 San Diego CA 92108
619.209.3610 x106 chsieh@settlementone.com

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

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

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

8. TECHNICAL FITNESS:

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

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

- Applicant's previous experience in the electricity industry.
- 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.

Submitted and currently in process.

- Any other information appropriate to ensure the technical capabilities of the Applicant.

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

See attachment titled; Executive Bios

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)

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

SHELBY HANNA
SETTLEMENTONE
2605 CAMINO DEL RIO SOUTH SUITE 400
SAN DIEGO, CA 92108

Job: C20110214-2114
February 14, 2011

Special Handling Instructions:

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Incorporation	2011011828-05	2/14/2011 2:54:39 PM	1	\$75.00	\$75.00
Total					\$75.00

Payments

Type	Description	Amount
Credit	288881 11021475013415	\$75.00
Total		\$75.00

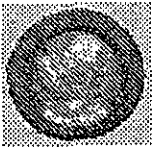
Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s): 1
Corp Charter(s): 1
ILO-ALO Profit(s): 1

SHELBY HANNA
SETTLEMENTONE
2605 CAMINO DEL RIO SOUTH SUITE 400
SAN DIEGO, CA 92108

RECEIVED
2011 APR 18 AM 9:44
PA.F.U.C.
SECRETARY'S BUREAU



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



040101

SECRETARY'S BUREAU

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20110111828-05
	Filing Date and Time 02/14/2011 2:54 PM
	Entity Number E0083912011-5

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	SPERIAN ENERGY CORP		
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) JEVIN SACKETT-SEE ATTACHED Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity 2700 LAS VEGAS BLVD SOUTH LAS VEGAS Nevada 89109 Street Address City Zip Code Mailing Address (if different from street address) City Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: _____	Par value per share: \$ _____	Number of shares without par value: 10000
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) JEVIN SACKETT-SEE ATTACHED Name 2700 LAS VEGAS BLVD SOUTH LAS VEGAS NV 89109 Street Address City State Zip Code 2) BILL THOMPSON-SEE ATTACHED Name 2605 CAMINO DEL RIO SOUTH SAN DIEGO CA 92108 Street Address City State Zip Code		
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	SHELBY HANNA-SEE ATTACHED X SHELBY HANNA Name Incorporator Signature 2605 CAMINO DEL RIO SOUTH SAN DIEGO CA 92108 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. X JEVIN SACKETT Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 2/14/2011 Date		

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

CONTINUED

*Includes data that is too long to fit in the fields on the NRS 78 Form and
all additional director/trustees and incorporators*

ENTITY NAME: **SPERIAN ENERGY CORP**

FOREIGN NAME **Not Applicable**
TRANSLATION:

PURPOSE: **Not Applicable**

REGISTERED **JEVIN SACKETT**
AGENT NAME:
STREET **2700 LAS VEGAS BLVD SOUTH UNIT 3203, LAS VEGAS, NV**
ADDRESS: **89109**
MAILING **..**
ADDRESS:

ADDITIONAL	Directors/Trustees
Name: JEVIN SACKETT	Name: BILL THOMPSON
Address: 2700 LAS VEGAS BLVD SOUTH UNIT 3203	Address: 2605 CAMINO DEL RIO SOUTH SUITE 315
City: LAS VEGAS	City: SAN DIEGO
State: NV	State: CA
Zip Code: 89109	Zip Code: 92108
Name: MAX SMITH	Name: SHELBY HANNA
Address: 2605 CAMINO DEL RIO SOUTH SUITE 315	Address: 2605 CAMINO DEL RIO SOUTH SUITE 315
City: SAN DIEGO	City: SAN DIEGO
State: CA	State: CA
Zip Code: 92108	Zip Code: 92108

ADDITIONAL	Incorporators
Name: SHELBY HANNA	
Address: 2605 CAMINO DEL RIO SOUTH SUITE 315	
City: SAN DIEGO	
State: CA	
Zip Code: 92108	

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

CONTINUED

***Includes data that is too long to fit in the fields on the NRS 78 Form and
all additional director/trustees and incorporators***

SECRETARY OF STATE

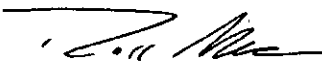


CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SPERIAN ENERGY CORP**, did on February 14, 2011, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 14, 2011.


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20110214-2114
You may verify this certificate
online at <http://www.nvsos.gov/>

2011 APR 18 AM 9:44
PA.F.U.C.
SECRETARY'S BUREAU



ROSS MILLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708
Website: www.nvsos.gov

Instructions for Initial List, Registered Agent and State Business License Application

ATTENTION: You may now file your initial or annual list online at www.nvsos.gov

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

ATTENTION – Effective October 1, 2009, filing and payment of the State Business License will be processed by the Secretary of State's office. Entities that are required to file an initial or annual list of officers with the Secretary of State are now required to file for the State Business License at the time their list is due as part of the annual list filing, unless specifically exempt. The State Business License fee is \$200. Those holding a current State Business License may receive a proration credit for the unexpired portion of their current State Business License.

TYPE or PRINT the following information on the Initial List and Registered Agent Form:

1. The **NAME** and **FILE NUMBER** of the entity **EXACTLY** as it is registered with this office.
2. The **FILING PERIOD** is the month and year of filing **TO** the month and year 12 months from that date. Example: if the entity date was 1/12/99 the filing period would be 1/1999 to 1/2000.
3. The name and address of the **REGISTERED AGENT** and **OTHER** names and addresses as required on The list should be entered in the boxes provided on the form. Limited-Liability Companies **MUST** Indicate whether **MANAGER** or **MANAGING MEMBER** is being listed.
4. If qualified for the statutory exemption from the State Business License, enter the applicable code in the area provided. If you have a current State Business License, enter the expiration date in the area provided for proper proration of business license fees.
5. The **SIGNATURE**, including his/her title and date signed **MUST** be included in the areas provided at the bottom of the form.
6. Completed **FORM, FEES and applicable PENALTIES** must be returned to the Secretary of State. Pursuant to NRS 225.085, all Initial and Annual Lists must be in the care, custody and control of the Secretary of State by the close of the business on the due date. Lists received after the due date will be returned unfiled, and will require any associated fees and penalties as a result of being late. Trackable delivery methods such as Express Mail, Federal Express, UPS Overnight may be acceptable if the package was guaranteed to be delivered on or before the due date yet failed to be timely delivered.

The filing fee for an initial list is \$125.00, in addition to the State Business License. Nonprofit corporations and corporations sole are not required to maintain a State Business License or pay the additional fee. Nonprofit corporation initial lists are \$25.00.

ADDITIONAL FORMS may be obtained on our website at www.nvsos.gov or by calling 775-684-5708.

FILE STAMPED COPIES: To receive one file stamped copy, please mark the appropriate check box on the list. Additional copies require \$2.00 per page and appropriate order instructions.

CERTIFIED COPIES: To order a certified copy, enclose an additional \$30.00 and appropriate instructions. A copy fee of \$2.00 per page is required for each copy generated when ordering 2 or more certified copies.

EXPEDITE FEE: Filing may be expedited for an additional \$75.00 fee.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

MAIN OFFICE:
Regular and Expedited Filings

Secretary of State
Status Division
202 North Carson Street
Carson City NV 89701-4201
Phone: 775-684-5708
Fax: 775-684-7123

SATELLITE OFFICES:
Expedited Filings Only

Secretary of State – Las Vegas
Commercial Recordings Division
555 East Washington Ave, Suite 5200
Las Vegas NV 89101
Phone: 702-486-2880
Fax: 702-486-2888

**(PROFIT) INITIAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND
STATE BUSINESS LICENSE APPLICATION OF:**

SPERIAN ENERGY CORP

FILE NUMBER



E0083912011-5

NAME OF CORPORATION

FEB, 2011

TO

FEB, 2012. Due by Mar 31, 2011

FOR THE FILING PERIOD OF

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

JEVIN SACKETT
2700 LAS VEGAS BLVD SOUTH UNIT 3203
LAS VEGAS NV 89109

100101

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. If there are additional officers, attach a list of them to this form.
3. List fee is \$125.00 filing fee. A \$75.00 penalty must be added for failure to file this form by the deadline.
4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the first month following the incorporation/initial registration date. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include initial list and business license fees will result in rejection of filing.

FILING FEE: \$125.00 LATE PENALTY: \$75.00

BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00

CHECK ONLY IF APPLICABLE

- ☐ Pursuant to NRS, this entity is exempt from the business license fee. Exemption code:
- ☐ Month and year your State Business License expires: 20
- ☐ This corporation is a publicly traded corporation. The Central Index Key number is:
- ☐ This publicly traded corporation is not required to have a Central Index Key number.

Section 7(2) Exemption Codes

- 001 - Governmental Entity
002 - 501(c) Nonprofit Entity
003 - Home-based Business
005 - Motion Picture Company
006 - NRS 680B.020 Insurance Co.

NAME	TITLE(S)		
<input type="text"/>	PRESIDENT (OR EQUIVALENT OF)		
ADDRESS	CITY	STATE	ZIP CODE
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
NAME	TITLE(S)		
<input type="text"/>	SECRETARY (OR EQUIVALENT OF)		
ADDRESS	CITY	STATE	ZIP CODE
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
NAME	TITLE(S)		
<input type="text"/>	TREASURER (OR EQUIVALENT OF)		
ADDRESS	CITY	STATE	ZIP CODE
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
NAME	TITLE(S)		
<input type="text"/>	DIRECTOR		
ADDRESS	CITY	STATE	ZIP CODE
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X

Signature of Officer

Title

Date

Nevada Secretary of State Initial List Profit
Revised: 8-28-09

Jevin Sackett, CEO

Jevin Sackett began his foray in to the entrepreneurial world as the co-founder of a real estate publishing company that developed a system to deliver real estate data to thousands of end-users throughout the industry. Through this business venture, he gained unparalleled experience, training, and industry comprehension that paved the way for his future endeavors.

As the co-founder and EVP of National Credit Center (NCC), Jevin continued to add strength, growth, and stability through his extensive knowledge and direction. Through the development and introduction of an application that enabled the secure delivery of consumer credit data, Jevin quickly drove NCC to become the third largest credit provider to the automotive industry in the United States. This still-growing entity is widely recognized as an industry leader and continues to process millions of credit reports annually for auto dealers nationwide.

From NCC, Jevin became the co-founder and COO of National Mortgage Reporting (NMR), currently known as SettlementOne. Through Jevin's influence, SettlementOne became one of the leading providers of data to the mortgage lending industry and has grown one thousand percent. Jevin first launched SettlementOne Valuation and provided both HVCC and Appraiser Independence compliant appraisals, which has since seen an exponential growth quarter after quarter. Jevin then unveiled SettlementOne Title, a title company licensed in 18 states offering title insurance and escrow services. Jevin is now the CEO of SNH, Inc., the parent company which provides executive service and houses six companies: SettlementOne Valuation, SettlementOne Credit, SettlementOne Escrow, SettlementOne Title, NCC, and Clear Escrow. Jevin has continued to provide leadership and strategy to each company and continues to achieve twenty percent growth in a declining market.

Grayson Sackett - COO

Grayson Sackett was born in Santa Monica CA-attended college in Los Angeles- married 1971-2 children-operated and sold several small service and retail businesses-started NCC in 1996-now third largest provider of consumer credit data to the retail automotive industry-currently involved in managing Sackett National Holdings Inc. and its subsidiary corporations that cover valuation management, escrow, title, credit data and ancillary products, and software development.

Bill Thompson, CFO

Bill Thompson is a dynamic and highly-focused executive with twenty years experience optimizing the performance, efficiencies, and growth of a wide range of organizations across several industries. He is a proven strategic alliance builder with Fortune 500 companies and industry leading organizations, private equity market savvy fluent in the language of the investment banking community, and a creative thinker known for establishing unique distribution channels and launching products across multiple market segments with immediate results.

Throughout his career, Bill has held senior executive management roles within various companies. Notably, he served as CEO for ACRAnet, Inc., a settlement services company headquartered in Simi Valley, California, where his major accomplishments include creating millions of dollars in revenue by developing a 36-state title and escrow business through strategic alliances with major title insurance partners. While at ACRAnet, Bill also guided the company's collective entities through multiple years of unprecedented double-digit profitability. By acquiring and managing key account relationships from leading mortgage lenders, he helped ACRAnet establish itself as an industry leader.

As an independent management consultant, Bill provided guidance for both closely held and Fortune 500 companies. For American Airports, Inc., the country's largest independent airport operator, Bill engineered process improvements, redeployed working capital, and established best practices for FBO activities, delivering millions to the bottom line. For Anschutz

Entertainment Group, a major professional sports franchise and facilities operator, he evaluated core business strategies, developed and helped implement an organizational effectiveness model, and provided CRM solutions for the company's high profile operations at the Staples Center in Los Angeles. In addition, Bill also consulted for Boeing, Inc.'s Integrated Defense Systems Division, where he assisted in aligning various geographically dispersed assets and MRP platforms to develop a more streamlined process for requisitioning parts and support for projects such as the Delta II and Delta IV programs.

As the Chief Operating Officer for SNH, Inc., Bill is responsible for operational oversight for the entire SNH family of companies. Bill's goals as COO are to ensure each business unit is profitably managed through the optimization of people, processes, and technologies, and to help guide the growth of the businesses from positions of market leadership to market dominance.

Bill graduated with an MBA from the Marshall School of Business at the University of Southern California in Los Angeles, and a BA in Economics and Accounting from Claremont McKenna College in Claremont, California.

Max Smith – EVP

Max Smith is a dynamically driven entrepreneur with hands-on business experience in multiple foreign markets around the globe. Through out his early college career, Max was a highly successful sales executive for local San Diego firms where he was nationally recognized and rewarded for his achievements. From these ventures he gained valuable experience in sales and marketing, and core business development.

During his later years in college, he jumped on board as a junior business analyst with a local start up; Clarity MD. Clarity MD was a globally managed company with offices in both San Diego and Beijing, specializing in global medical device supply chain, channel integration, and hospital fulfillment in the US, Asia, Africa, and Europe. Max was responsible for locating and acquiring distribution partners in the US market as well as the coordination of various supply chain operations for Asian medical technology to be introduced into the United States. When Clarity dissolved and reformed into Anvil MD, Max left the company and furthered his entrepreneurial passion when he graduated college by starting an independently run supply chain brokerage underneath the Stephen Gould Corp umbrella.

Underneath Stephen Gould, Max coordinated supply chain operations for clients ranging from small local firms to large fortune 500 corporations. Max was responsible for sourcing, manufacturing, quality control operations, as well as fulfilling a large scale safety equipment operation for Honeywell Inc. that was operated in Shenzhen and Dongguan, China. He also created and managed supply chain operations in Pakistan, Mexico, and Asia, ranging from global Orthodontic companies such as Ortho Organizers as well as Las Vegas Hotel Corporations like the Las Vegas Sands Corp and Wynn Resorts.

Max earned his Bachelor of Science degree in Business Management from San Diego State University.

Appendix A

APPLICATION AFFIDAVIT

2011 APR 18 AM 9:44
PA.P.U.C.
SECRETARY'S BUREAU

[Commonwealth/State] of Nevada :

ss.

County of Clark :

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

[He/she is the Executive Vice President (Office of Affiant) of Sporian Energy Corp (Name of Applicant);]

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

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

That the Applicant herein Sporian Energy Corp 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 Sporian Energy Corp 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.

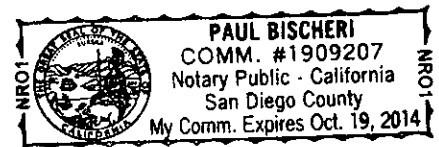
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

[Signature]
Signature of Affiant Max Smith

Sworn and subscribed before me this 9th day of March, 20 11.

[Signature]
Signature of official administering oath

My commission expires 10-19-14.



Appendix B

OPERATIONS AFFIDAVIT

RECEIVED
2011 APR 18 AM 9:44
PA.P.U.C.
SECRETARY'S BUREAU

[Commonwealth/State] of Nevada :

: SS.

County of Clark :

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

[He/she is the Executive Vice President (Office of Affiant) of Sperian Energy Corp (Name of Applicant);]

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

That Sperian Energy Corp, 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 Sperian Energy Corp, 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 Sperian Energy Corp 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)

2011 APR 18 AM 9:44

That Spurian Energy Corp, 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.

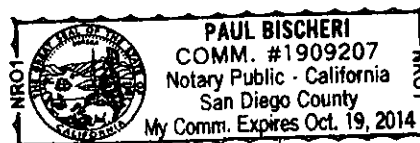
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

MS
max Smith Signature of Affiant

Sworn and subscribed before me this 9th day of March, 20 11.

PB
Signature of official administering oath

My commission expires 10-19-14.



Appendix C
CERTIFICATE OF SERVICE

2011 APR 18 AM 9:45

On this the 9th day of March 2011, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

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

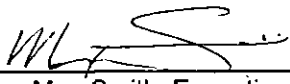
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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 Coordi
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


Max Smith, Executive Vice President

PA P.U.C.
SECRETARY'S BUREAU

2011 JUL -7 AM 9:49

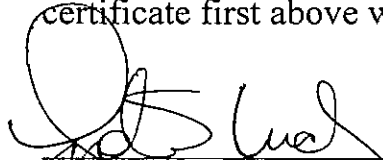
RECEIVED

ACKNOWLEDGEMENT BY SURETY

STATE OF ILLINOIS
COUNTY OF COOK

On this 1st day of July, 2011, before me, Judi Lucky, a Notary Public, within and for said County and State, personally appeared Marcia K. Cesafsky to me personally known to be the Attorney-in-Fact of and for International Fidelity Insurance Company and acknowledged that she executed the said instrument as the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid County, the day and year in this certificate first above written.



Notary Public in the State of Illinois
County of Cook



Appendix F

COMMONWEALTH OF PENNSYLVANIA PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

2011 APR 18 AM 9:45

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 <u>Sperian Energy Corp</u>	2. BUSINESS PHONE NO. (800) 340-2009 * CONTACT PERSON(S) FOR TAX ACCOUNTS: <u>Shelby Hanna - (500) 340-2009 x 118</u>
3. TRADE/FICTITIOUS NAME (IF ANY)	

4. LICENSED ADDRESS <u>2700 Las Vegas Blvd. Unit 3203 Las Vegas, NV 89109</u>	(STREET, RURAL ROUTE, P.O. BOX NO.)	(POST OFFICE)	STATE	(ZIP)
5. TYPE OF ENTITY <input type="checkbox"/> SOLE PROPRIETOR <input type="checkbox"/> PARTNERSHIP <input checked="" type="checkbox"/> CORPORATION <input checked="" type="checkbox"/> LLC <input type="checkbox"/> OTHER (Describe:)				

6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)	
NAME (PRINT) <u>Max Smith</u>	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT) <u>Kevin Sackett</u>	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)

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

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

Item A - Designated by the Pennsylvania Department of Revenue.

Item B - Designated by the Internal Revenue Service.

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

A. SALES TAX LICENSE (8 DIGITS) [][] - [][][][][][][][] APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) [][][][][][][] APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS) [2][7] - [5][4][3][7][5][9][0] APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>	

8. Do you have PA employees, resident or non-resident?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
9. Do you own any assets or have an office in PA?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

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

<u>Shelby Hanna or CPA</u> PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES
PHONE (800) 340-2009 x 118	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)

Disclosure Statement
for Electric Generation Suppliers

RECEIVED
2011 APR 18 AM 9:45
PA. P.U.C.
SECRETARY'S BUREAU

This is an agreement for electric generation service, between **Sperian Energy** and

Customer Name

Address

City, State, Zip

Background

- We at Sperian Energy are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is _____.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- You will receive a single bill from your electric distribution company ("EDC") that includes our generation supply charges as well as the EDC's delivery charges.
- Right of Rescission - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- **Generation Charge** - Charge for production of electricity.
- **Transmission Charge** - Charge for moving high voltage electricity from a generation facility to the distribution lines of an electric distribution company.

Terms of Service

1. **Price**
Variable

Electricity

Price will vary by month and is based on the PJM Market conditions and the wholesale cost of electricity. Starting price is _____.

Fixed

Price will remain the same for a set number of months according to PJM market conditions and the wholesale cost of electricity. Starting price is _____.

Length of Agreement

- **Variable**
- **Fixed**

Month to Month
6 Month or 12 Month

Basic Service Prices

You will have the option to pay a variable fixed rate per kWh for electric generation service. Variable rate is based upon current market conditions and projected wholesale electric prices.

Price per kWh can range from ____ cents to ____ cents, plus all applicable taxes. This price includes Transmission Charges and Estimated Total State Taxes, including the Gross Receipts Tax, but excludes applicable state and local Sales Taxes. All pricing can be viewed at <http://www.sperianenergy.com>

Exclusions

4. Special Services – N/A

5. Penalties, Fees and Exceptions – Sperian has the right to charge a late fee for any past due payments past 15 days. Fee's will be determined upon monthly usages.

6. Cancellation Provisions - Customer may cancel this Agreement within three (3) business days after the signing or receipt of this Agreement, whichever comes first, by contacting Sperian Energy Corp. at 888.682.8082 or in writing at info@sperianenergy.com. Customer is liable for all Sperian Energy charges until Customer returns to the local distribution utility or goes to another supplier. A final bill will be rendered within twenty (20) days after the final scheduled meter reading or if access is unavailable, an estimate of consumption will be used in the final bill which will be trued-up subsequent to the final meter reading. Customer may cancel this Agreement at anytime by providing 30 days verbal or written notice. Customers may contact Sperian Energy Corp at 888.682.8082 or at the address below to provide notice.

7. Renewal Provision/Agreement Expiration/Change in Terms

If the customer has a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you two advance written notices either in our bills or in separate mailings between 45 and 90 days before either the expiration date or the effective date of the changes. We will explain your options in these two advance notices.

8. Dispute Procedures

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

9. Contact Information

Generation Supplier Name: **Sperian Energy Corp**

Address: **2605 Camino Del Rio S.
San Diego, CA 92109**

Phone Number: **888.682.8082**

Email: info@sperianenergy.com

Electric Distribution Company Name: **PPL**

Provider of Last Resort Name: **PPL**

Address: **Two North 9th Street, Allentown PA 18101**

Phone Number: **610-774-5151**

Public Utility Commission (PUC)

Address: **P.O. Box 3265 Harrisburg, PA 17105-3265_**

Choice Hotline Number: **1-800-692-7380**

Universal Service Program Name: **PPL**

Phone Number:

The Philadelphia Inquirer



philly.com

[HOME](#) | [MYADS](#) | [FAQS](#) | [CONTACT](#) | [WHY ADVERTISE](#) | [ALL ADVERTISING SOLUTIONS](#) | [LOGOUT](#) Sperianenergy**THANK YOU for your ad submission!**

Your ad has been submitted for publication. Below is a confirmation of your ad placement. You will also receive an email confirmation.

Job Details

Order Number: WO00010728
Order Status: Submitted
Business Type: Miscellaneous
Ad Size: Small Tab Size (1/16)
Ad Cost: \$125.00
Payment Type: Visa
User ID: WC00010427

Account Information

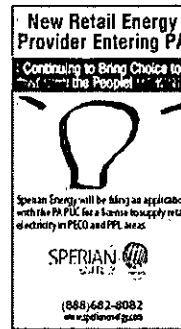
Max Smith 2605 camino del rio s.
san diego, CA 92109
619-454-1048
msmith@sperianenergy.com
Sperian Energy

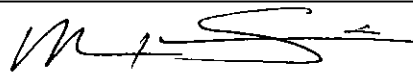
Payment Details

Visa *****8506 12/2014

Schedule for ad number WO000107280

Wed, Mar 16, 2011
All Zones
Philadelphia Daily News Retail

Preview for ad number WO000107280



Max Smith, EVP

3/11/11


[Logout](#)

**New Retail Energy
Provider Entering PA**

**Continuing to Bring Choice to
the People!**



Spelian Energy will be filing an application
with the PA PUC for a license to supply retail
electricity in PECO and FPL areas.

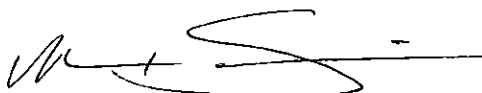
SPERIAN 
ENERGY

(888) 682-8082
www.spelianenergy.com

SECRETARY

2011 APR 18 AM 9:45

PA.P.U.C.
SECRETARY'S BUREAU


max Smith, EVP

3/11/11

The Patriot-News
Now you know | Home

the region's must

[PennLive.com](#) | [Today's News](#) | [Subscribe Now](#) | [Customer Service](#) | [Place a Classified Ad](#) | [Search Classifieds](#) | [Contact Us](#)

Options

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[Editing](#)

[Deadlines](#)

[Changes
& Cancellations](#)

If you are having problems with this Web site or wish to place your ad by phone, call The Patriot-News at (717) 255-8100 between 8 a.m. and 4:30 p.m. Monday through Friday or email your ad to classifieds@pnco.com.

Order Confirmation (Step 5 of 5)

Your selected Ad Category is:
Business Opportunities

Ad Preview

★ NEW ★

SPERIAN ENERGY

Spierian Energy has filed an application with the PA PUC to obtain a license to supply retail electricity in the PPL territory. Spierian Energy
888.682.8082
info@spierianenergy.com
www.spierianenergy.com

4/16/11 - 4/16/11

Order Confirmation Number: 0002138634

Ad Run Schedule(s):

- 1 day(s) starting 4/16/11 in The Patriot-News
- 1 day(s) starting 4/16/11 in [PennLive.com](#)

--Your [PennLive.com](#) ad may extend for additional days, included in the pricing.
-- PN Plus is a weekly publication delivered to non-subscribers.

Total Price:
\$76.87

Your order is complete. An order confirmation will be e-mailed to you shortly.

You may wish to print this page for your records.

!! ++ OrderConfirmation.jsp

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JOBS

HOMES

CARS

CLASSIFIEDS

PLACE AN AD

CONTACT

Place a Classified Ad Online - ANNOUNCEMENTS

Your ad has been successfully placed, and is pending approval by the Classified Department. Your ad number is 80568942.

You should receive a confirmation email shortly. If applicable, you will receive a second email confirmation once your credit card has been charged.

Please [print this page](#) for your records.[Click here](#) to place another ad.

Ad Summary

Your ad will run with the following schedule:

Preview

Publication	Run Dates
THE SCRANTON TIMES	4/17/2011 - 4/19/2011
THE SCRANTON TIMES - INTERNET	4/16/2011 - 4/18/2011
THE CITIZENS' VOICE	4/16/2011 - 4/18/2011



Package: Standard Ad
 Category: X1045 - ANNOUNCEMENTS
 Total Cost: \$88.75

SPERIAN ENERGY
 Sperian Energy has filed with the PA
 PUC to obtain a license to supply retail
 electricity in the RPL territory.

Welcome, Max
[My Account](#) | [Logout](#)

- 1 [Select a Category and Classification](#)
- 2 [Select a Package](#)
- 3 [Build Your Ad](#)
- 4 [Publications & Schedule](#)
- 5 [Previews](#)
- 6 [Payment](#)
- 7 [Confirmation](#)

-1606

Copyright ©2011 Times-Shamrock Communications | 149 Penn Ave. | Scranton, PA 18503 | 1-800-228-4637 ext. 9157
[thetimes-tribune.com](#), [citizensvoice.com](#), [thedailyreview.com](#), [standardspeaker.com](#), [republicanherald.com](#), [newsitem.com](#), [the570.com](#)

[Handwritten Signature]
 4/15/11



Dozens Of Newspapers and Thousands Of Ads.



Hot-Ads.com is an online Classified Ad service combining the strength of newspapers representing 10 states and growing. Creative promotion in all of our newspapers will ensure maximum Internet traffic.

Place An AdStep 1:
Personal InfoStep 2:
Create AdStep 3:
Ad PreviewStep 4:
Payment InfoStep 5:
Complete

Search Hot-Ads

--Williamsport

Ad Preview**FIRST DAY****Sperian Energy**

Sperian Energy has filed with the PA PUC to obtain a license to supply retail electricity in the PPL territory. You can contact us at info@sperianenergy.com or at 888.682.8082.

www.sperianenergy.com

Browse Hot-Ads

Florida	▶ view all
Hawaii	▶ view all
Iowa	▶ view all
Michigan	▶ view all
Minnesota	▶ view all
New York	▶ view all
North Dakota	▶ view all
Ohio	▶ view all
Pennsylvania	▶ view all

--Altoona
 --Lewistown
 --Lockhaven
 --Warren, PA
 --Williamsport

West Virginia ▶ view all

*First Day Logo and type style may vary by newspaper.
 Fee for First Day Logo may apply.
 Minimum days and run times vary by newspaper.

<--- Return to Step 2

Continue to Step 4 ---->

[Signature]
 4/15/11

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

SPERIAN ENERGY CORP

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.

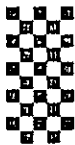
IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE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

ENTITY NUMBER: 4033971

RECEIVED
2011 JUN 13 AM 10:26
PA P.U.C.
SECRETARY'S BUREAU

Sperian Energy Corp
2605 Camino Del Rio South 400
San Diego, CA 92108

71838



-26-2011 THU 09:44 AM

S EMENT ONE

FAX No. 619923

Entity #: 4033971
Date Filed: 05/23/2011
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Name SPERIAN ENERGY CORP		
Address 2605 CAMINO DEL RIO SOUTH #400		
City SAN DIEGO	State CA	Zip Code 92108

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

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)



T1114660088

Fee: \$250

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

1. The name of the corporation is:
SPERIAN ENERGY CORP

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

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

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

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

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

2700 LAS VEGAS BLVD S 3203	LAS VEGAS	NV	89109
Number and street	City	State	Zip

MAY 26 PM 12:55

DEPT. OF STATE

RECEIVED TIME MAY. 26. 12:51PM

RECEIVED
2011 JUN 13 AM 10:26
PA P.U.C. SECRETARY'S BUREAU

DSCB:15-4124/6124-2

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

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider
c/o: INCORP SERVICES INC

County
DAUPHIN

7. Check one of the following:

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

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

IN TESTIMONY WHEREOF, the undersigned
corporation has caused this Application for Certificate of
Authority to be signed by a duly authorized officer thereof
this
16th day of May

2011

Sperian Energy Corp

Name of Corporation



Signature

Executive Vice President

Title

RECEIVED TIME MAY. 26. 12:51PM



Dear Mrs. Chiavetta,

Enclosed are the (4) notarized newspaper proofs, as well as a Department of Revenue certificate with a sales tax license. If you need a Department of State confirmation I can send that over right away.

The bond will be sent to you in the next package.

Thank you for your kind patience with Sperian.

Best Regards,

Max Smith
Executive Vice President
Sperian Energy Corp

REC'D
2011 MAY 20 AM 10:19
SECRETARY'S BUREAU

70768



BUREAU OF BUSINESS TRUST FUND TAXES
PO BOX 280406
HARRISBURG PA 17128-0406

CERTIFICATE OF REGISTRATION SALES TAX LICENSE

Account ID:..... 85386689
Notice Date:..... April 26, 2011
Notice Number:..... 979-734-011-042-1
Expiration Date:..... April 30, 2016

SPERIAN ENERGY CORP
2700 LAS VEGAS BLVD S
UNIT 3203
LAS VEGAS NV 89109-1169

THIS LICENSE MUST BE PROMINENTLY DISPLAYED

This license authorizes the holder to collect Local and/or State Sales, Use and Hotel Occupancy Tax.
Always refer to the **Account ID** above in correspondence.

This license is non-assignable and non-transferable.

RETAIN THIS PORTION FOR YOUR RECORDS

The Department received and processed your application for registration for a Sales Tax License. The license, attached above, must be prominently displayed in the location for which it was issued. The account number on this license is used by the Department to identify the account and must be included on all reports and correspondence. This account is registered to file on a **QUARTERLY** basis. However, the Department has the right to change filing frequency based on amount of tax remitted and will notify you in writing if a change in filing frequency is to be made.

On the back of this page, please find important information regarding payment of tax, change of address, cancellation of business and contact information.

Returns are to be filed whether or not taxable transactions occur. You must file and remit payments using one of the following electronic options:

- ❑ File tax returns and remit payments to the Department for Employer Withholding and Sales, Use and Hotel Occupancy Taxes online using e-TIDES (Electronic Tax Information Data Exchange System). e-TIDES is a free business tax filing system available to all registered account holders. Visit www.etides.state.pa.us to register for e-TIDES.
- ❑ TeleFile provides a fast and secure way to file Sales, Use and Hotel Occupancy Tax returns and remit payments by phone. To file returns and make payments using TeleFile, call, toll-free, 1-800-748-8299.
- ❑ Third party vendors approved by the Department to file Sales, Use and Hotel Occupancy Tax returns and remit payments through secure transmission can be found on the Revenue Web site. Visit www.revenue.state.pa.us to learn more about this electronic filing option.

IMPORTANT NOTICE

If you fail to file and pay Pennsylvania tax liabilities, the Department can refuse to issue, suspend or revoke your license pursuant to Section 208 (b.1) of Article II of the Tax Reform Code. Department enforcement agents have the authority to issue citations to people who sell or lease items subject to PA Sales Tax without a valid license. The penalties for making such sales can include a fine between \$300 and \$1,500 for each violation. In addition, the Department may publish the status and basis for revocation of your license.

REC'D
2011 MAY 20 AM 10:20
SECRETARY'S BUREAU

GENERAL INFORMATION

RETAILERS' INFORMATION GUIDE: The Retailers' Information Guide (REV-717 AS) is a resource published by the Department every three years that contains a description of taxable services and taxability lists of common items.

CHANGE IN OWNERSHIP OF BUSINESS: A change to or from a sole proprietorship, partnership, corporate entity or death of a proprietor constitutes a change in ownership and voids a Sales, Use and Hotel Occupancy Tax License. A new registration form must be completed online at www.paopen4business.state.pa.us or a hard copy of PA-100, Enterprise Registration Form, must be submitted to the Department.

CHANGE OF ADDRESS: Notify the Department immediately of any change to your business location or mailing address by updating your e-TIDES account or completing a Tax Account Information Change/Correction Form (REV-1705).

PERMANENT DISCONTINUANCE OF BUSINESS: License holders must notify the Department of the exact date of the last taxable sale or date operations ceased for a business by updating your e-TIDES account or completing a Business/Account Cancellation Form (REV-1706).

REGISTRATION FOR ELECTRONIC FUNDS TRANSFER (EFT): All payments of \$20,000 or more must be remitted by EFT. Taxpayers can make EFT payments by TeleFile or by registering at www.etides.state.pa.us For EFT assistance, call (717) 783-6277.

FORMS ORDERING INFORMATION: All documents referenced above can be downloaded from www.revenue.state.pa.us or requested from the Department's toll-free 24-hour Forms Ordering Service at 1-800-362-2050.

PAYMENT OF TAX: Please make checks and money orders payable to **PA Department of Revenue** and include on the payment your Account ID, Entity ID, phone number and tax period end date for which your payment is intended. Mail payments to the address below.

PA DEPARTMENT OF REVENUE
PO BOX 280406
HARRISBURG, PA 17128-0406

CONTACT NUMBERS

Taxpayer Service and Information Center	(717) 787-1064
e-Business Tax Unit	(717) 783-6277
Service for taxpayers with special hearing/speaking needs:	1-800-447-3020
Assessments Notice Assistance	(717) 787-8326
Assistance with Credits or Refunds	(717) 783-7828

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:

May 9, 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 9th day of
May, 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

PUBLIC UTILITY COMMISSION
NOTICE

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

On April 18th 2011, **Sperian Energy** filed 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. **Sperian Energy** proposes to sell electricity and related services throughout the PPL territory 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 **Sperian Energy** 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 **Sperian Energy's** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence.

By and through Counsel:
Stephen L. Telchier
Duane Morris
505 9th St. N.W. St. 1000
Washington, DC 20004-2166
202.776.7830

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

The Patriot-News
Now you know

SPERIAN ENERGY
2605 CAMINO DEL RIO SOUTH
ATTN: MAX SMITH

SAN DIEGO CA 92108

**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 # 0002142871 ran on the dates shown below:

May 06, 2011

**PUBLIC UTILITY COMMISSION
NOTICE**
Application of Sperian Energy For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
On April 18th 2011, Sperian Energy filed 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. Sperian Energy proposes to sell electricity and related services throughout the PPL territory 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 Sperian Energy 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 Sperian Energy's attorney at the address listed below. Please include the PUC's "docket number" on any correspondence.
By and through Counsel:
Stephen L. Telchier
Duane Morris
505 9th St. N.W. St. 1000
Washington, DC 20004-2164
202.776.7830

Sworn to and subscribed before me this 06 day of May, 2011 A.D.

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

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

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

SHELBY HANA/ MAX SMITH
2605 CAMINO DEL RIO S.
SAN DIEGO CA 92108

Account # 539256
Order # 80586615
Ad Price: 191.55

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:

05/06/2011

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

Sworn and subscribed to before me
this 6th day of May A.D., 2011

Sharon Venturi
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2014
Member, Pennsylvania Association of Notaries

LEGAL NOTICE

PUBLIC UTILITY COMMISSION
Application of Sperian Energy. For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania. On April 18th 2011, Sperian Energy filed 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. Sperian Energy proposes to sell electricity and related services throughout the PPL territory 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 Sperian Energy 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 Sperian Energy's attorney at the address listed below. Please include the PUC's "docket number" on any correspondence.

By and through Counsel:
Stephen L. Teichler
Duane Morris
505 9th St. N.W. St. 1000
Washington, DC 20004-2166
202.776.7830

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:

May 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 10th day of May 2011
Cathy A. Billey
Notary Public

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

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ 277.76

Probated same.....\$

Total.....\$ 277.76

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-
and certifie

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

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

PUBLIC UTILITY
COMMISSION
NOTICE

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

On April 18th, 2011, Sperian Energy filed 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. Sperian Energy proposes to sell electricity and related services throughout the PPL territory 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 Sperian Energy 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 Sperian Energy's attorney at the address listed below. Please include the PUC's "docket number" on any correspondence.

By and through
Counsel:
Stephen L. Teichler
Duane Morris
505 9th St. N.W. St.
1000 Washington, DC
20004-2166
202.776.7830

13. SIGNATURE

Applicant: Max Smith

By: Max Smith

Title: Executive VP

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: Sperian Energy Corp

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

~~RECEIVED~~
2011 APR 18 AM 9:44
PA.P.U.C.
SECRETARY'S BUREAU

RECEIVED
2011 JUL -7 AM 9:48
PA.P.U.C.
SECRETARY'S BUREAU
PUC Secretary's Bureau Use