

June 1, 2012

Pennsylvania Public Utility Commission  
Secretary  
Keystone Building, 2nd Floor Room N201  
Harrisburg, PA 17120



CUSTOMIZED  
ENERGY SOLUTIONS

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JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Re: Service of Electric Generation Services Application for Ethical Electric as Filed with the Pennsylvania Utility Commission**

Dear Secretary,

Enclosed please find a one original and verified copy of Ethical Electric Benefit Co.'s (d/b/a "Ethical Electric") Electric Generation Services Application, including confidential attachments, under seal. Also enclosed is a public version of the filing as served in compliance with the enclosed Certificate of Service, as well as a CD-ROM containing a searchable PDF of the public filing.

Ethical Electric is a private company and as such, its financial information is not a part of the public record in any jurisdiction. Additionally, the enclosed business plan contains privileged trade information and should not be available to any potential competitors.

Please direct any correspondence and communication regarding this application to the undersigned.

Respectfully Submitted,

Erika Schmitt  
Customized Energy Solutions  
Phone: 267-331-4242  
Email: [eschmitt@ces-ltd.com](mailto:eschmitt@ces-ltd.com)

On behalf of Ethical Electric

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Ethical Electric Benefit Co., d/b/a Ethical Electric, 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:

Ethical Electric Benefit Co., d/b/a Ethical Electric  
2 Wisconsin Circle, Suite 700  
Chevy Chase, MD 20815  
Phone: 888-444-9452  
www.ethicalelectric.com

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SECRETARY'S BUREAU

- 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.

Vcorp Services, LLC  
722 Clay Ave  
Scranton, PA 18510  
570-905-4988 phone

- 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.

Erika Schmitt, Compliance Analyst  
1528 Walnut Street, 22nd Floor  
Philadelphia, PA 19102  
Ph: 267-331-4242, email: eschmitt@ces-ltd.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.

Richard M. Graf  
Graf Business Law  
3540 Ordway Street, NW Washington, DC 20016  
Phone: 202.499.5600  
Fax: 202.595.1100

- 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.

Thomas C. Matzzie, President  
2 Wisconsin Circle, Suite 700  
Chevy Chase, MD 20815  
Phone: 888-444-9452  
Fax: 888-392-0861  
Email: tom@ethicalelectric.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.
- Please see Attachment 1

### 3. AFFILIATES AND PREDECESSORS

*(both in state and out of state)*

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

Applicant does not have any affiliates.

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

Applicant does not have any predecessors.

#### 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.

Ethical Electric plans to provide retail electric service to residential and commercial customers in Pennsylvania.

- d. **PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.  
Ethical Electric Plans to serve customers throughout the entire Commonwealth of Pennsylvania.

- 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.

Ethical Electric will primarily use Third Party Verification, Inc., or a similar company to execute third party verification.

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

July 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.*

Ethical Electric has not been and is not currently the defendant of a criminal or civil proceeding, and has not been involved in any criminal proceeding in the last 5 years.

- 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.

Ethical Electric has not had any formal complaints filed against them by any customers, regulatory agencies of prosecutory agencies in the last 5 years.

- 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: Please see Attachment 2

- 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.

Tom Matzzie, President  
2 Wisconsin Circle, Suite 700  
Chevy Chase, MD 20815

Email: tom@ethicalelectric.com  
Phone: 888-444-9452  
Fax: 888-392-0861

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

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

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

## 8. TECHNICAL FITNESS:

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

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include: Please see Attachment 3

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

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

Included in Attachment 3

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 ER12-543-002.
- 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. Proof of PJM Membership is included in Attachment 3

*(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)

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JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**13. SIGNATURE**

Applicant: Ethrid Electric Benefit Co  
 By: Tom Matyja  
 Title: President

**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:** Ethical Electric

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

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JUN 1 2012

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

OPERATIONS AFFIDAVIT

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JUN 1 2012

District of Columbia

: ss.

County/City of Washington

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Thomas Matzzie Affiant, being duly sworn according to law, deposes and says that: He is the President of Ethical Electric Benefit Co.; That he is authorized to and does make this affidavit for said Applicant;

That Ethical Electric Benefit Co. the Applicant herein, acknowledges that Ethical Electric Benefit Co. 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 Ethical Electric Benefit Co. the Applicant herein, asserts that he possesses the requisite technical, managerial, and financial fitness to render electrical 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 Ethical Electric Benefit Co. 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

That Ethical Electric Benefit Co. 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 knowledge, information, and belief.

*Ther...*  
Signature of Affiant

Sworn and subscribed before me this 1st day of May, 2012.

*Shawn M. Matthews*  
Signature of official administering oath

My commission expires March 31, 2015  
Shawn Michael Matthews  
District of Columbia, Notary Public  
My Commission Expires

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JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

APPLICATION AFFIDAVIT

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

District of Columbia :  
: ss.  
County/City of Washington :

Thomas Matzzie, Affiant, being duly affirmed according to law, deposes and says that: He is the President of Ethical Electric Benefit Co.;

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

That the Applicant herein Thomas Matzzie 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. §2209(B).

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

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

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

Thomas Matzzie  
Signature of Affiant

Sworn and subscribed before me this 1st day of May, 2012.

Shawn M. Matthews  
Signature of official administering oath

My commission expires

Shawn Michael Matthews  
District of Columbia, Notary Public  
My Commission Expires  
March 31, 2015

## CERTIFICATE OF SERVICE

On this the 15 day of May 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  
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 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

**RECEIVED**

JUN 1 2012

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



Tom Matzgie, President, Ethical Electric

RECEIVED

JUN 1 2012

Appendix F

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: Ethical Electric Benefit Co.
2. BUSINESS PHONE NO. (202) 248-9900 CONTACT PERSON(S) FOR TAX ACCOUNTS: Tom Matzzie
3. TRADE/FICTITIOUS NAME (IF ANY): Ethical Electric
4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP): 2 Wisconsin Circle, Suite 700, Chevy Chase, MD 20815
5. TYPE OF ENTITY: [ ] SOLE PROPRIETOR [ ] PARTNERSHIP [X] CORPORATION [ ] LLC [ ] OTHER (Describe...)

Table with 2 columns: NAME (PRINT) and SOCIAL SECURITY NUMBER (OPTIONAL). Rows for Tom Matzzie and five blank entries.

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): 10348280
B. EMPLOYER ID (EIN) (9 DIGITS): 453831904
C. CORPORATE BOX NUMBER (7 DIGITS): 4102964

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
Tom Matzzie PA SALES AND USE TAX 888-444-9452
Tom Matzzie EMPLOYER TAXES 888-444-9452
Tom Matzzie CORPORATE TAXES 888-444-9452

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)

## Residential/Small Bus. Under 25kW Disclosure Statement for Electric Generation Suppliers

This is an agreement for electric generation service, between Ethical Electric and [customer's name] located at [customer's full address].

### Background

- We at Ethical Electric are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is \_A-110XXX.
- 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 [billing agent] that will contain [insert distribution utility name] charges and Ethical Electric Benefit Co. 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.
- Nonbasic Charges – [TO BE INSERTED ON A CUSTOMER-BY-CUSTOMER BASIS, DEFINE EACH NONBASIC SERVICE BEING OFFERED].

### Terms of Service

1. (a) Basic Service Prices -
  - You will pay a variable rate for electric generation service. The rate will be calculated as a pass through of the wholesale costs of electric generation service. Specifically, the Energy, Losses, Congestion, Capacity, Transmission, and other Ancillary Service charges from the suppliers PJM billing statement will be charged to the customer based on the customer's usage.
  - You will pay [EGS rate to be determined at start of contract] per kWh for electric transmission service.
  - The rate will include Transmission Charges and Estimated Total State Taxes, including the Gross Receipts Tax, but excluding the applicable state and local Sales Taxes.(b) Nonbasic Service Prices - **Itemize Nonbasic Services you are offering and their prices.**
2. Length of Agreement
  - You will buy your electricity generation service for the above street address from Ethical Electric Benefit Co. beginning on a [date] and will continue for [insert time frame].
3. Special Terms and Conditions - List and explain all that apply.  
**[TO BE INSERTED ON A CUSTOMER-BY-CUSTOMER BASIS].**
  - Sign-up bonuses
  - Add-ons
  - Limited time offers
  - Other Sales Promotions
  - Exclusions
4. Special Services - Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.  
**[TO BE INSERTED ON A CUSTOMER-BY-CUSTOMER BASIS].**
5. Penalties, Fees and Exceptions - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.  
**[TO BE INSERTED ON A CUSTOMER-BY-CUSTOMER BASIS].**
6. Cancellation Provisions - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

**[TO BE INSERTED ON A CUSTOMER-BY-CUSTOMER BASIS].**

**7. Renewal Provision/Agreement Expiration/Change in Terms**

If you have 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 Ethical Electric Benefit Co.

**9. Contact Information**

Generation Supplier Name: Ethical Electric Benefit Co.  
Address: 2 Wisconsin Circle, Suite 700  
Chevy Chase, MD 20815  
Phone Number: 888-444-9452  
Internet Address: www.ethicalelectric.com

Electric Distribution Company Name: [Insert]  
Provider of Last Resort Name: [Insert]  
Address: [Insert]  
Phone Number: [Insert]

Public Utility Commission (PUC) Address: P.O. Box 3265 Harrisburg, PA 17105-3265  
Electric Competition Hotline Number: 1-800-692-7380  
Universal Service Program Name: [Insert]  
Phone Number: [Insert]

## Appendix H

### PENNSYLVANIA PUBLIC UTILITY COMMISSION

#### NOTICE

Application of **Ethical Electric Benefit Co.** (d/b/a “**Ethical Electric**”) For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

**Ethical Electric** will be filing an application with the Pennsylvania Public Utility Commission (“PUC”) for a license to supply electricity or electric generation services as a supplier, broker/marketer and aggregator engaged in the business of supplying electricity. **Ethical Electric** 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 **Ethical Electric** 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 **Ethical Electric**’s attorney at the address listed below.

By and through Counsel:

Richard M. Graf

Graf Business Law

3540 Ordway Street, NW Washington, DC 20016

Phone: 202.499.5600

Fax: 202.595.1100

**RECEIVED**

JUN 1 2012

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

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, success-  
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 pub-  
lished 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 4, 2012

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.

LEGAL NOTICES

LEGAL NOTICES

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Ethical  
Electric Benefit Co.  
(d/b/a "Ethical Electric")  
For Approval To Offer  
Electricity As A Supplier,  
Marketer/Broker, And An  
Aggregator Engaged In  
The Business Of Supply-  
ing Electricity, To The  
Public In The Com-  
monwealth Of Pennsylva-  
nia.  
Ethical Electric will be  
filing an application with  
the Pennsylvania Public  
Utility Commission  
("PUC") for a license to  
supply electricity or elec-  
tric generation services  
as a supplier,  
broker/marketer and  
aggregator engaged in the  
business of supplying  
electricity. Ethical Elec-  
tric proposes to sell elec-

tricity and related ser-  
vices 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 direct-  
ed to the technical or  
financial fitness of Eth-  
ical Electric may be filed  
within 15 days of the date  
of this notice with the  
Secretary of the PUC,  
P.O. Box 3265, Harris-  
burg, PA 17105-3265.  
You should send copies  
of any protest to Ethical  
Electric's attorney at the  
address listed below.

By and through Counsel:  
Richard M. Graf  
Graf Business Law  
3540 Ordway Street, NW  
Washington, DC 20018  
Phone: 202-462-5600  
Fax: 202-391-1100

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs  
and certifies that the same have been fully paid.

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me  
the 10<sup>th</sup> day of May 2012

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.....\$ 232.40  
Probated same.....\$  
Total.....\$ 232.40

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

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

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

Florence Devlin 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 2, 2012

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.

*Florence Devlin*

Sworn to and subscribed before me this 2<sup>nd</sup> day of  
May, 2012.

*Mary Anne Logan*  
Notary Public

My Commission Expires:

NOTARIAL SEAL  
Mary Anne Logan, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires 3/30/2013

Copy of Notice of Publication

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Ethical Electric will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier, broker / marketer and aggregator engaged in the business of supplying electricity. Ethical Electric 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 Ethical Electric 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 Ethical Electric's attorney at the address listed below.

By and through Counsel:  
Richard M. Graf  
Graf Business Law  
3540 Ordway Street  
NW Washington, DC 20018  
Phone: 202.499.5600  
Fax: 202.595.1100

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }  
 County of Cambria } SS

PENNSYLVANIA PUBLIC  
 UTILITY COMMISSION  
 NOTICE

Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Ethical Electric will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier, broker/marketer and aggregator engaged in the business of supplying electricity. Ethical Electric 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 Ethical Electric 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 Ethical Electric's attorney at the address listed below.

By and through Counsel:  
 Richard M. Graf  
 Graf Business Law  
 3540 Ordway Street, NW  
 Washington, DC 20016  
 Phone: 202.499.5600  
 Fax: 202.595.1100

On this 2nd day of May A.D. 2012, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Mary Anne Rizzo, who being duly sworn according to law, deposes and says as Retail 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,

publish that the of The the subj said publication are true. of Cambria, and Commonwealth of Pennsylvania and of a notice in the above matter published in said publication in the regular issues of the Tribune-Democrat, Johnstown, PA, on May 2, 2012; and that the Affiant is not interested in the publication of the notice or advertising and that all of the allegations as to time, place and character of

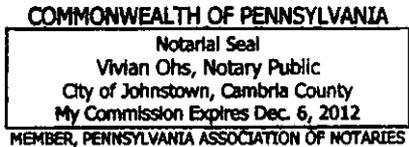
*Mary Anne Rizzo*

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 2nd day of May, 2012.

*[Signature]*

55 Lines @	\$2.50 per line	137.50
0.00 Inches @	\$25.00 per inch	0.00
Notary Fee		5.00
Clerical Fee		2.50
<b>Total Cost</b>		<b>145.00</b>



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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

\_\_\_\_\_  
 (Name of Newspaper)

By \_\_\_\_\_

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
 SECRETARY'S BUREAU

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

CAITLIN JOYCE CUSTOMIZED ENERGY SOLUTIONS  
1528 WALNUT ST 22ND FLR  
PHILADELPHIA PA 19102

Account # 534352  
Order # 80901509  
Ad Price: 209.75

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

05/01/2012

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 1st day of May A.D., 2012

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

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

LEGAL NOTICE  
APPENDIX H

PENNSYLVANIA PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Ethical Electric will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier, broker/marketer and aggregator engaged in the business of supplying electricity. Ethical Electric 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 Ethical Electric 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 Ethical Electric's attorney at the address listed below.

By and through Counsel:  
Richard M. Graf  
Graf Business Law  
3540 Ordway Street, NW Washington,  
DC 20018  
Phone: 202.499.5600  
Fax: 202.595.1100

PROOF OF PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

CUSTOMIZED ENERGY SOLUTIONS  
1528 WALNUT ST 22ND FLOOR  
PHILADELPHIA PA 19102

REFERENCE: L0005573  
2051145 PUC NOTICE

STATE OF PENNSYLVANIA)  
COUNTY OF ERIE ) SS:

Debra McGraw, being duly sworn, deposes and says that: (1) she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, a true and correct copy of which is attached, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 05/03

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 05/03/12

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Appendix H  
PENNSYLVANIA PUBLIC  
UTILITY COMMISSION  
NOTICE**

Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Ethical Electric will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier, broker/marketer and aggregator engaged in the business of supplying electricity.

Ethical Electric 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 Ethical Electric 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 Ethical Electric's attorney at the address listed below.

By and through Counsel: ..

Richard M. Graf  
Graf Business Law

3540 Ordway Street, NW Washington, DC 20016  
Phone: 202.499.5600  
Fax: 202.595.1100

2051145

Sworn to and subscribed before me this

3<sup>rd</sup> day of May 2012 Affiant: Debra McGraw

NOTARY: Barbara J. Moore

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Barbara J. Moore, Notary Public  
City of Erie, Erie County  
My Commission Expires March 23, 2016  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

### Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

**02 of May, 2012**

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

#### COPY OF NOTICE OR PUBLICATION

**PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE**

Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Ethical Electric 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 Ethical Electric's attorney at the address listed below.

M. Goodwin  
PG Publishing Company  
Sworn to and subscribed before me this day of:  
May 02, 2012

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

**RECEIVED**  
JUN 1 2012

**PA PUBLIC UTILITY COMMISSION  
STATEMENT OF ADVERTISING COSTS  
SECRETARY'S BUREAU**  
Customized Energy Solutions  
1528 WALNUT ST FL 22  
ATTN: Erika Schmitt  
PHILADELPHIA PA 19102-3614

To PG Publishing Company

Total ----- \$552.50

#### Publisher's Receipt for Advertising Costs

I, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, of the aforesaid advertising and publication costs and certifies that the same have

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

By Maria Juarez

PG PUBLIS hereby ackn been fully p  
Offi 34 Boulevard PITTSBURGH Phone 412

By and through Counsel: Richard M. Graf Graf Business Law 3540 Ordway Street, NW Washington, DC 20016 Phone: 202.499.5600 Fax: 202.595.1100

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

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

The Patriot-News  
Now you know

CUSTOMIZED ENERGY SOLUTIONS  
1528 WALNUT STREET  
22ND FLOOR

PHILADELPHIA PA 19102

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JUN 1 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 # 0002207706 ran on the dates shown below:

May 03, 2012

*Holly Blain*

Sworn to and subscribed before me this 10 day of May, 2012 A.D.

*Sherrie L. Owens*

Notary Public

PENNSYLVANIA PUBLIC UTILITY COMMISSION  
NOTICE  
Application of Ethical Electric Benefit Co. (d/b/a "Ethical Electric") For Approval To Offer Electricity As A Supplier, Marketer/Broker, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.  
Ethical Electric will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier, broker/marketer and aggregator engaged in the business of supplying electricity. Ethical Electric 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 Ethical Electric 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 Ethical Electric's attorney at the address listed below.  
By and through Counsel:  
Richard M. Graf  
Graf Business Law  
3540 Ordway Street, NW Washington, DC 20016  
Phone: 202.499.5600  
Fax: 202.595.1100

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

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Appendix I

Electronic Data Interchange and Internet Requirements

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Prior to doing business in an EDC service territory, the EGS must meet the Electronic Data Interchange (EDI) certification requirements of the EDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the EGS is encouraged to contact the EDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. EDC requirements of new suppliers may be found on the respective EDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at [http://www.puc.state.pa.us/electric/electric\\_electronic\\_data\\_exchange.aspx](http://www.puc.state.pa.us/electric/electric_electronic_data_exchange.aspx). The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed EGS is strongly encouraged to participate in the EDEWG by contacting the following:

PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Annunciata Marino	717-772-2151	annmarino@state.pa.us	None
PA EDEWG LDC Co-Chair	Sue Scheetz	610-774-3616	smscheetz@pplweb.com	Email
PA EDEWG ESP Co-Chair	George Behr	717-975-1927	GBehr@EnergyServicesGroup.net	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	bsiegel@ista-na.com	Email

PA EDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
Allegheny Power	Tom Graham	724-838-6528	EDISupport-EDC@alleghenypower.com	Email
Duquesne Light Co	Supplier Service Center	412-393-6282	DLC_SSC@duqlight.com	Email
FirstEnergy - Metropolitan Edison Co, Pennsylvania Electric, Penn Power, & JCP&L	Supplier Support	330-761-4348	SupplierSupport@firstenergycorp.com	Email
PECO	Electric & Gas Choice Hotline	215-841-3700	egc@exeloncorp.com	Email
PPL Electric Utilities	Donna M. Hirst	610-774-6349	dmhirst@pplweb.com	None
	Susan Scheetz	610-774-3616	smscheetz@pplweb.com	Email
	Supplier Support	610-774-6396	PPLUtilitiesSupplier@pplweb.com	Email
	EDI Team	610-774-5757	EDIUtilAdm@pplweb.com	Email
UGI Utilities Inc.	EDI Technical Support	610-736-5471	edi@ugi.com	Email

**Attachment 1:**

Articles of Incorporation  
Certificate of Good Standing Maryland  
Pennsylvania Business Registration  
Pennsylvania d/b/a Registration  
List of Officers

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

State of Maryland  
Department of  
Assessments and Taxation



Martin O'Malley  
Governor

Robert E. Young  
Director

Paul B. Anderson  
Administrator

Charter Division

Date: 11/02/2011

CORPASSIST OF BALTIMORE  
2ND FLOOR  
836 PARK AVE  
BALTIMORE MD 21201-4753

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : ETHICAL ELECTRIC BENEFIT CO.  
DEPARTMENT ID : D14365027  
TYPE OF REQUEST : ARTICLES OF INCORPORATION  
DATE FILED : 11-02-2011  
TIME FILED : 08:30 AM  
RECORDING FEE : \$100.00  
ORG. & CAP FEE : \$20.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$30.00  
FILING NUMBER : 1000362002460865  
CUSTOMER ID : 0002664094  
WORK ORDER NUMBER : 0003880674

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ARTICLES OF INCORPORATION

OF

ETHICAL ELECTRIC BENEFIT CO.

(A MARYLAND BENEFIT CORPORATION)

The undersigned, a natural person over the age of 18 (the "Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereafter stated, under the provisions of and subject to the laws of the State of Maryland, hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is Ethical Electric Benefit Co. The Corporation is a "benefit corporation" in accordance with the provisions of Section 5-6C-03 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (the "Code").

**SECOND:** The Corporation's registered office in the State of Maryland is to be located at 836 Park Avenue, Second Floor, Baltimore, MD 21201, , and its registered agent at such address is Vcorp Services MD, Inc.

**THIRD:** The purpose or purposes of the Corporation shall be to engage in the purchase, production and sale of "green" electrical energy to businesses and consumers and to carry on any and all business and to engage in any other lawful act or activity for which corporations may be organized under the Code. In addition, the Corporation has the purpose of creating a general public benefit in accordance with Section 5-6C-03 of the Code. The Corporation shall have all of the general powers granted to corporations by the laws of the State of Maryland, and all other powers necessary or appropriate to such purposes not specifically prohibited by law, subject only to the limits imposed on benefit corporations under Section 5-6C-03 of the Code.

**FOURTH:**

Section 1. General. The Corporation is authorized to issue 6,000,000 shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), 4,000,000 shares of Class B Common Stock, par value \$0.0001 per share (the "Class B Common Stock", and together with the Class A Common Stock, the "Common Stock") and 2,000,000 shares of Preferred Stock, par value \$0.0001 per share. The aggregate par value of all shares of capital stock having par value is \$1,200.00.

The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of Common Stock of the Corporation, voting together as a single class.

Section 2. Common Stock. A statement of the designations of each class of Common Stock and the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

NOV 02 2011

(a) Voting Rights.

(i) Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock and Class B Common Stock shall at all times vote together as *one class* on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation.

(ii) Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(iii) Each holder of shares of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(b) Dividends. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor; provided, however, that if such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

(c) Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any outstanding at any time, upon the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

(d) Subdivision or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

(e) Equal Status. Except as expressly provided in this Article FOURTH, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

(f) Conversion.

(i) As used in this Section 2(f), the following terms shall have the following meanings:

(1) "Founder" shall mean Thomas C. Matzzie, a natural living person, and any other person subsequently designated as a Founder by resolution of the Board and approved by vote of

a majority of the then outstanding shares of Class B Common Stock, and "Founders" shall mean all of them.

(2) "Class B Stockholders" shall mean (a) the Founders and (b) the initial registered holders of any shares of Class B Common Stock that were originally issued by the Corporation after the Effective Time.

(3) "Permitted Entity" shall mean, with respect to any individual Class B Stockholder, any trust, account, plan, corporation, partnership, or limited liability company specified in Section 2(f)(iii)(2) of this Article FOURTH established by or for such individual Class B Stockholder, so long as such entity meets the requirements of the exception set forth in said Section 2(f)(iii)(2) applicable to such entity.

(4) "Transfer" of a share of Class B Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, a transfer of a share of Class B Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class B Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Section 2(f)(i)(4):

a) the granting of a proxy to officers or directors of the Corporation at the request of the Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of stockholders;

b) entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with stockholders who are Class B Stockholders, that (A) is disclosed either in a Schedule 13D filed with the Securities and Exchange Commission or in writing to the Secretary of the Corporation, (B) either has a term not exceeding one (1) year or is terminable by the Class B Stockholder at any time and (C) does not involve any payment of cash, securities, property or other consideration to the Class B Stockholder other than the mutual promise to vote shares in a designated manner; or

c) the pledge of shares of Class B Common Stock by a Class B Stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as the Class B Stockholder continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class B Common Stock or other similar action by the pledgee shall constitute a "Transfer".

(5) "Voting Control" with respect to a share of Class B Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class B Common Stock by proxy, voting agreement or otherwise.

(ii) Each share of Class B Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.

(iii) Each share of Class B Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon a Transfer of such share, other than a Transfer:

(1) from a Founder, or one or more of such Founder's Permitted Entities, to another Founder, or one or more of such Founder's Permitted Entities.

(2) by a Class B Stockholder who is a natural person to any of the following "Permitted Entities," and from any of the following Permitted Entities back to such Class B Stockholder and/or any other Permitted Entity established by or for such Class B Stockholder:

a) a trust for the benefit of such Class B Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class B Stockholder and, provided further, that if such Class B Stockholder is no longer the exclusive beneficiary of such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

b) a trust for the benefit of persons other than the Class B Stockholder so long as the Class B Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class B Stockholder, and, provided further, that if the Class B Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

c) a trust under the terms of which such Class B Stockholder has retained a "qualified interest" within the meaning of §2702(b)(1) of the Internal Revenue Code of 1986, as amended (the "IRC") and/or a reversionary interest so long as the Class B Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such trust; provided, however, that if the Class B Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

d) an Individual Retirement Account, as defined in Section 408(a) of the IRC, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class B Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Internal Revenue Code; provided that in each case such Class B Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held in such account, plan or trust, and provided, further, that if the Class B Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such account, plan or trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

e) a corporation in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation,

or otherwise has legally enforceable rights, such that the Class B Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such corporation; provided that if, on any date, the Class B Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class B Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such corporation, each share of Class B Common Stock then held by such corporation automatically shall convert on such date into one (1) fully paid and nonassessable share of Class A Common Stock;

f) a partnership in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class B Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such partnership; provided that if, on any date, the Class B Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class B Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such partnership, each share of Class B Common Stock then held by such partnership automatically shall convert on such date into one (1) fully paid and nonassessable share of Class A Common Stock; or

g) a limited liability company in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class B Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such limited liability company; provided that if, on any date, the Class B Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class B Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held by such limited liability company, each share of Class B Common Stock then held by such limited liability company automatically shall convert on such date into one (1) fully paid and nonassessable share of Class A Common Stock.

Notwithstanding the foregoing, if the shares of Class B Common Stock held by the Permitted Entity of a Class B Stockholder would constitute stock of a "controlled corporation" (as defined in Section 2036(b)(2) of the IRC) upon the death of such Class B Stockholder, and the Transfer of shares Class B Common Stock by such Class B Stockholder to the Permitted Entity did not involve a bona fide sale for an adequate and full consideration in money or money's worth (as contemplated by Section 2036(a) of the IRC), then such shares will not automatically convert to Class A Common Stock if the Class B Stockholder does not directly or indirectly retain Voting Control over such shares until such time as the shares of Class B Common Stock would no longer constitute stock of a "controlled corporation" pursuant to the Code upon the death of such Class B Stockholder (such time is referred to as the "Voting Shift"). If the Class B Stockholder does not, within five (5) business days following the mailing of the Corporation's proxy statement for the first annual or special meeting of stockholders following the Voting Shift, directly or indirectly through one or more Permitted Entities assume sole dispositive power and exclusive Voting Control with respect to such shares of Class B Common Stock, each such share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock.

(iv) Each share of Class B Common Stock held of record by a Class B Stockholder who is a natural person, or by such Class B Stockholder's Permitted Entities, shall automatically, without any

further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the death of such Class B Stockholder; provided, however, that:

(1) If a Founder, or such Founder's Permitted Entity (in either case, the "Transferring Founder") Transfers exclusive Voting Control (but not ownership) of shares of Class B Common Stock to another Founder (the "Transferee Founder") which Transfer of Voting Control is contingent or effective upon the death of the Transferring Founder, then each share of Class B Common Stock that is the subject of such Transfer shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the date upon which the Transferring Founder died, or (b) the date upon which the Transferee Founder ceases to hold exclusive Voting Control over such shares of Class B Common Stock; provided , further , that if the Transferee Founder shall die within nine (9) months following the death of the Transferring Founder, then a trustee designated by the Transferee Founder and approved by the Board of Directors may exercise Voting Control over: (x) the Transferring Founders' shares of Class B Common Stock and, in such instance, each such share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the date upon which the Transferring Founder died, or (B) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class B Common Stock; and (y) the Transferee Founders' shares of Class B Common Stock (or shares held by an entity of the type referred to in paragraph (2) below established by or for the Transferee Founder) and, in such instance, each such share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the date upon which the Transferee Founder died, or (B) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class B Common Stock; and

(2) If all Founders die simultaneously, a trustee designated by the Founders and approved by the Board of Directors may exercise Voting Control over the Founders' shares of Class B Common Stock and, in such instance, each such share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the date upon which all Founders died, or (b) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class B Common Stock.

(v) The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class B Common Stock to Class A Common Stock and the general administration of this dual class common stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class B Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Class A Common Stock shall be conclusive absent manifest error.

(vi) Upon a conversion of shares of Class B Common Stock to shares of Class A Common Stock pursuant to this Section 2, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred. Upon any conversion of Class B Common Stock to Class A Common Stock, all rights of the holder of shares of Class B Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock. Shares of Class B Common Stock that are converted

into shares of Class A Common Stock as provided in this Section 2 shall be retired and may not be reissued.

(g) Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

**FIFTH:** The name and mailing address of the Incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Richard M. Graf	Graf Business Law 3540 Ordway Street, NW Washington, DC 20016

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

**SEVENTH:** The number of directors that shall constitute the whole Board of Directors shall be fixed from time to time by the Board of Directors in the manner set forth in the by-laws of the Corporation, but shall never be less than the number required by Section 2-402 of the Code. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide. The name of the initial director, who shall act until the first annual meeting of the Corporation and until his successors are duly elected and qualified is Thomas C. Matzzie.

**EIGHTH:** A liability of directors for monetary damages for breach of fiduciary duty as a director or otherwise shall be eliminated to the fullest extent permitted by the Code and other applicable law. No amendment, modification or repeal of this Article EIGHTH shall adversely affect the rights and protection afforded to a director of the Corporation under this Article EIGHTH Section for acts or omissions occurring prior to such amendment, modification or repeal.

**NINTH:** The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized by the laws of the State of Maryland at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article NINTH.

**TENTH:**

Section 1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal,

administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article TENTH, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

Section 2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article TENTH or otherwise.

Section 3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article TENTH is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

**ELEVENTH:** Any action required or permitted by law to be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office, by hand or by certified mail, return receipt requested, or to the Corporation's principal place of business or to the officer of the Corporation having custody of the minute book. Every written consent shall bear the date of signature and no written consent shall be effective unless, within sixty (60) days of the earliest dated consent delivered pursuant to these Article ELEVENTH, written consents signed by a sufficient number of stockholders entitled to take action are delivered to the Corporation in the manner set forth in this Article ELEVENTH and the by-laws of the Corporation. Notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given not later than 10 days after the effective date of the action to those stockholders who have not consented in writing.

CUST ID:0002664094  
WORK ORDER:0003880674  
DATE:11-02-2011 03:38 PM  
AMT. PAID:\$220.00

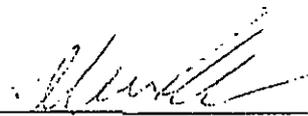
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has executed, signed, and acknowledged these Articles of Incorporation this 28<sup>th</sup> day of October, 2011.



Richard M. Graf, Incorporator

We hereby consent to act as resident agent in Maryland for the entity named in the attached instrument.

Vcorp Services MD, Inc.

By: 

Name: Isaac Muller

Title: President

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ETHICAL ELECTRIC BENEFIT CO., INCORPORATED NOVEMBER 02, 2011, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 06, 2012.



Paul B. Anderson  
Charter Division



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

crblnk

R7513263

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 30, 2012

RECEIVED

JUN 1 2012

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ETHICAL ELECTRIC BENEFIT CO.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct  
copy of

CERTIFICATE OF AUTHORITY filed on April 19, 2012

which appear of record in this department.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's Office to  
be affixed, the day and year above  
written.

*Carol Aichele*

Secretary of the Commonwealth

Entity #: 4102964  
Date Filed: 04/19/2012  
Carol Aichele  
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**RECEIVED**

JUN 1 2012

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

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

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

Name	Vcorp Services, LLC		
Address	25 Robert Pitt Dr., Ste. 204		
City	State	Zip Code	
Monsey, NY		10952	

Document will be returned to the same address you enter to the left.

Commonwealth of Pennsylvania  
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T1211167001

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:  
**ETHICAL ELECTRIC BENEFIT CO.**

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

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

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

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

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

636 Park Avenue, Second Floor	Baltimore	MD	21201
Number and street	City	State	Zip

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 d/o: Vcorp Services, LLC				County Lackawanna

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 18th day of April, 2012.

ETHICAL ELECTRIC BENEFIT CO.

Name of Corporation	Thomas Metzela
Signature	
Title	President



5. Each entity, other than an individual, interested in such business is (are):

ETHICAL ELECTRIC BENEFIT CO.	Corporation	Maryland
Name	Form of Organization	Organizing Jurisdiction

850 Sligo Ave., Ste 502A, Silver Spring, Maryland 20910

Principal Office Address

PA Registered Office, if any

Name	Form of Organization	Organizing Jurisdiction
------	----------------------	-------------------------

Principal Office Address

PA Registered Office, if any

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

30th day of April, 2012

Individual Signature

Individual Signature

Individual Signature

Individual Signature

Ethical Electric Benefit Co.

Entity Name

Entity Name



Signature

Signature

President

Title

Title

**Ethical Electric**

**List of Officers**

**Thomas C. Matzzie, President and Owner**  
2 Wisconsin Circle, Suite 700  
Chevy Chase, MD 20815  
Ph: 888-444-9452  
Fax: 888-392-0861  
Email: [tom@ethicalelectric.com](mailto:tom@ethicalelectric.com)

**RECEIVED**

JUN 1 2012

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

From: (215) 875-9440  
 Sharon Barra  
 Customized Energy Solutions  
 1528 Walnut Street, 22nd Floor

Origin ID: MUVA

**FedEx**  
 Express



J12101112190225

Philadelphia, PA 19102

Ship Date: 01JUN12  
 ActWgt: 1.0 LB  
 CAD: 7872057/NET3250

Delivery Address Bar Code



Ref #  
 Invoice #  
 PO #  
 Dept #

SHIP TO: (215) 875-9440

BILL SENDER

**Secretary**  
**Pennsylvania Public Utility Commiss**  
**Keystone Building**  
**2 ND FLOOR ROOM N201**  
**HARRISBURG, PA 17120**

MON - 04 JUN A1  
 STANDARD OVERNIGHT

TRK# 7984 6243 8918

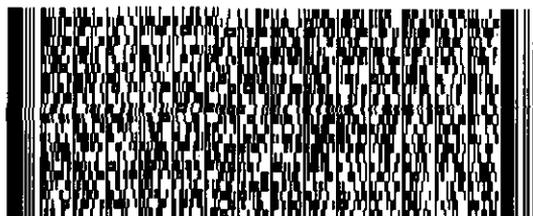
0201

17120

PA-US

MDT

**SH MDTA**



512G361AA/A278

**After printing this label:**

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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

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