

MP2 Energy NE, LLC.
24 Waterway Ave. Suite 625
The Woodlands, TX 77380
August 22, 2012

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AUG 24 2012

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

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

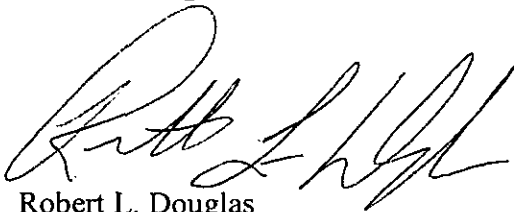
SUB: MP2 Energy NE, LLC. – Electric Generation Supplier (EGS) License Application

To Whom It May Concern:

Attached you will find contents of the Electric Generation Supplier (EGS) License Application Package for MP2 Energy NE, LLC. The contents consist of one original application, confidential attachments, and one cd-rom.

Please contact me at 832.460.1890 if you have any questions and/or concerns.

Foremost Regards,



Robert L. Douglas
Vice President
robert.douglas@mp2energy.com
832.460.1890

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **MP2 Energy NE, LLC.**, d/b/a **MP2 Energy NE, LLC.**, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) **Supplier of Electricity, Aggregator engaged in the business of supplying electricity, Broker/Marketer engaged in the business of supplying electricity** to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

MP2 Energy NE, LLC.
24 Waterway Ave. Suite 625
The Woodlands, TX 77380
www.mp2energy.com
832.460.1890

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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.

116 Pine St #320
Harrisburg, PA 17101
Ph. 717-234-6004

- 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.

Robert L. Douglas - Vice President
24 Waterway Ave. Suite 625
The Woodlands, TX 77380
ph. 832.460.1890
fax. 832.813.8643

- 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.

Amanda Mussalli
Law Office of Matthew J. Mussalli, P.C.
2441 High Timbers Drive, Suite 220
The Woodlands, TX 77380
ph. 281.651.5577
fax. 832.218.1171

- 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.

Roy (Trey) E. Price, III.
Waterway Ave. Suite 625
The Woodlands, TX 77380
ph. 832.239.5184
fax. 832.813.8643
trey.price@mp2energy.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.

SEE ATTACHMENT 1

- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

SEE ATTACHMENT 1

- Give name and address of officers.

Officers	Role
Jeffrey A. Starcher	Chairman
Matthew K. Adams	President
Roy E. Price, III.	Vice President
Joshua P. Weiser	Secretary

All Officers are located at 24 Waterway Ave. Suite 625 The Woodlands, TX 77380

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.

Affiliates	Address	Jurisdictional Public Utility (Yes/No)
MP2 Energy, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No
MP2 Energy Texas, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No
Mpower2, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No
MP2 Energy NE, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No
EPP, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No
MP2 Energy GenCo, LLC.	24 Waterway Ave. Suite 625 The Woodlands, TX 77382	No

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

N/A

4. OPERATIONS

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

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

or

The Applicant is not presently doing business in Pennsylvania.

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

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

Definitions

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

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

MP2 Energy NE, LLC. plans to sell electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC. In addition, MP2 Energy NE, LLC. plans to provide Demand Response and Asset Management services.

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

Duquesne, MetEd, PECO, Penelec, Penn Power, PPL, UGI, West Penn

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

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

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

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

Other (Describe):

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

- Yes
 No

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

- Yes
 No

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

h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth. **12/1/2012**

5. COMPLIANCE

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

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

SEE ATTACHEMENT - CONFIDENTIAL 1

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

SEE ATTACHEMENT - CONFIDENTIAL 1

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.

SEE ATTACHEMENT - CONFIDENTIAL 2

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

6. PROOF OF SERVICE

SEE ATTACHMENT 2

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

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

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

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

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

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

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

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

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

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

Met-Ed, Penelec, and Penn Power:

UGI:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

Citizens' Electric Company:

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

Wellsboro Electric Company:

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

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

Pike County Light & Power Company:

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

7. FINANCIAL FITNESS

SEE ATTACHEMENT - CONFIDENTIAL 3

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

- Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.
 - *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
 - *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
 - *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

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

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- 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.

SEE ATTACHEMENT - CONFIDENTIAL 3

- 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.

**Joshua P. Weiser Vice President of Finance and Accounting 24 Waterway Ave. Suite 625
The Woodlands, TX 77382 (p) 832-239-5152 (f) 832-813-8643 josh.weiser@mp2energy.com**

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

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

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

SEE ATTACHEMENT - CONFIDENTIAL 3

8. TECHNICAL FITNESS:

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

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

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

SEE ATTACHEMENT - CONFIDENTIAL 4

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

Officers	Role
Jeffrey A. Starcher	Chairman
Matthew K. Adams	President
Roy E. Price, III.	Vice President
Joshua P. Weiser	Secretary

Professional Resumes: SEE ATTACHEMENT - CONFIDENTIAL 5

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

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

9. DISCLOSURE STATEMENT:

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.

Not applicable for an applicant applying for a license exclusively as a broker/marketer.

SEE ATTACHMENT 3

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

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

(Select only one of the following)

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

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

AGREED

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

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

AGREED

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

AGREED

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

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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



AGREED

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



AGREED

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



PAYMENT ENCLOSED

11. AFFIDAVITS

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
SEE ATTACHMENT 4
- 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.
SEE ATTACHMENT 5

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)

SEE ATTACHMENT 6

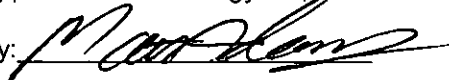
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13. SIGNATURE

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Applicant: MP2 Energy NE, LLC.

By: 

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: MP2 Energy NE, LLC.

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

PUC Secretary's Bureau Use

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AUG 24 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT

1

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



Filed in the Office of the
Secretary of State of Texas
Filing #: 801323011 09/27/2010
Document #: 331305490002
Image Generated Electronically
for Web Filing

Filing Fee: \$300

**Certificate of Formation
Limited Liability Company**

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

MP2 Energy PJM LLC

Article 2 - Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

MP2 Energy LLC

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:

**24 Waterway Ave
Suite 625 The Woodlands TX 77380**

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Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

AUG 24 2012

OR

B. The consent of the registered agent is maintained by the entity.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Manager 1: (Business Name) **MP2 Energy LLC**

Address: **24 Waterway Ave Suite 625 The Woodlands TX, USA 77380**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

MP2 Energy LLC 24 Waterway Ave, Suite 625, The Woodlands, TX 77380

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Eric Miller

Signature of Organizer

FILING OFFICE COPY

Form 424

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate
of Amendment**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801323011 10/26/2010
Document #: 336639540002
Image Generated Electronically
for Web Filing

Filing Fee: See instructions

Entity Information

The filing entity is a: **Domestic Limited Liability Company (LLC)**

The name of the filing entity is: **MP2 Energy PJM LLC**

The file number issued to the filing entity by the secretary of state is: **801323011**

Amendment to Name

The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows:

The name of the filing entity is:

MP2 Energy NE LLC

A letter of consent, if applicable, is attached.

Statement of Approval

The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument.

Date: **October 26, 2010**

Eric Miller, Member

Signature of authorized person



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for MP2 Energy NE LLC (file number 801323011), a Domestic Limited Liability Company (LLC), was filed in this office on September 27, 2010.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 26, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

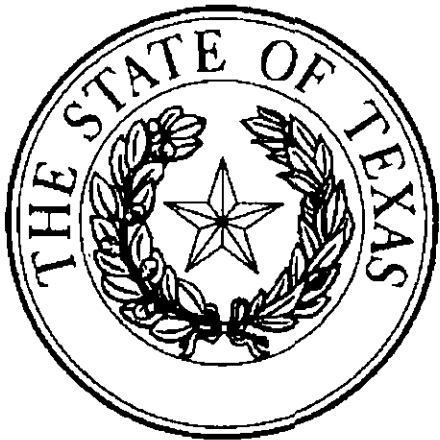
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

MP2 Energy NE LLC
Filing Number: 801323011

Certificate of Amendment

October 26, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 26, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

MP2 Energy NE LLC
Filing Number: 801323011

Certificate of Formation

September 27, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 26, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 401
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions

This space reserved for office use.



**Statement of Change of
Registered Office/Agent**

Entity Information

1. The name of the entity is:

MP2 Energy NE LLC

State the name of the entity as currently shown in the records of the secretary of state.

2. The file number issued to the filing entity by the secretary of state is: 801323011

3. The name of the registered agent as currently shown on the records of the secretary of state is:

MP2 Energy LLC

Registered Agent Name

The address of the registered office as currently shown on the records of the secretary of state is:

24 Waterway Avenue, Suite 625

Street Address

The Woodlands

City

TX 77380

State Zip Code

Change to Registered Agent/Registered Office

4. The certificate of formation or registration is modified to change the registered agent and/or office of the filing entity as follows:

Registered Agent Change

(Complete either A or B, but not both. Also complete C if the address has changed.)

A. The new registered agent is an organization (cannot be entity named above) by the name of:

Law Office of Matthew J. Mussalli, P.C.

OR

B. The new registered agent is an individual resident of the state whose name is:

First Name

M.I.

Last Name

Suffix

Registered Office Change

C. The business address of the registered agent and the registered office address is changed to:

2441 High Timbers Drive, Suite 220

Street Address (No P.O. Box)

The Woodlands

City

TX 77380

State Zip Code

The street address of the registered office as stated in this instrument is the same as the registered agent's business address.

Statement of Approval

The change specified in this statement has been authorized by the entity in the manner required by the BOC or in the manner required by the law governing the filing entity, as applicable.

Effectiveness of Filing (Select either A, B, or C.)

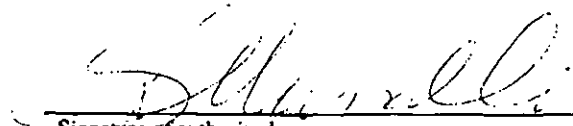
- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: April 18, 2012



Signature of authorized person

Amanda L. Mussalli
Printed or typed name of authorized person (see instructions)



Corporations

[Online Services](#) | [Corporations](#) | [Forms](#) | [Contact Corporations](#) | [Business Services](#)

- Search
- By Business Name
- By Business Entity ID
- Verify
- Verify Certification
- Online Orders
- Register for Online Orders
- Order Good Standing
- Order Certified Documents
- Order Business List
- My Images
- Search for Images

Business Entity Filing History

Date: 8/8/2012 (Select the link above to view the Business Entity's Filing History)

Business Name History

Name	Name Type
MP2 Energy NE LLC	Current Name

Limited Liability Company - Foreign - Information

Entity Number:	4126291
Status:	Active
Entity Creation Date:	7/24/2012
State of Business.:	TX
Registered Office Address:	% Ct Corporation System PA Dauphin
Mailing Address:	No Address



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Commonwealth of PA Privacy Statement

Amy Odom

From: ra-pa100reg@pa.gov
Sent: Wednesday, August 08, 2012 10:01 PM
To: Amy Odom
Subject: Registration Notification for MP2 ENERGY NE LLC

Your Pennsylvania Enterprise Registration has been processed successfully by the Pennsylvania Department of Revenue.

Your account number(s) is/are as follows:

Sales Tax License Number: 85780105

You will receive your licenses and/or registration notices in the mail within seven to ten business days.

For your convenience, the department offers two free electronic filing methods for filing returns and remitting payments:

* E-TIDES is the Internet-based system most convenient for taxpayers that file for multiple accounts. Registration takes only a few minutes and allows you to take advantage of an online account history for record keeping, increased security

and the option to schedule payments in advance. E-TIDES provides for the electronic filing of returns, payments and registration

of electronic funds transfer (EFT) for the following taxes:

- Bank Shares Tax, Title Insurance & Trust Company Shares Tax, Bank Loans Tax
- Corporation Taxes (Capital Stock/Foreign Franchise Tax, Loans Tax, Corporate Net Income Tax)
- Employer Withholding
- Insurance Premiums Tax
- Liquid Fuels and Fuels Tax
- Marine Insurance Premiums Tax
- Mutual Thrift Institutions Tax
- Public Utility Realty Tax
- Sales, Use and Hotel Occupancy Tax
- Utilities Gross Receipts Tax

Visit www.etides.state.pa.us to get started.

* The TeleFile system allows business taxpayers to file returns and remit payments using a toll-free, touch-tone telephone service. To use TeleFile, call 1-800-748-8299.

You may also file electronically online using third-party software vendors approved to file Pennsylvania returns. A list of such companies is available on the department's website, www.revenue.state.pa.us.

If you have any questions or comments regarding your registration, email the department at ra-pa100reg@pa.gov. For additional assistance, visit our Online Customer Service Center at www.revenue.state.pa.us.

Commonwealth of Pennsylvania
Department of Revenue

**Bureau of Business Trust Fund Taxes
Registration Division**

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ATTACHMENT

2

CERTIFICATE OF SERVICE

On this the 22 day of August 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

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

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

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

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

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

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

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

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

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

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU


Matthew K. Adams, President

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT

3

Disclosure Statement

This is an agreement for electric generation service, between MP2 Energy NE, LLC. and customer's name and full address.

Background

- We at MP2 Energy NE, LLC. are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-XXXX-XXXXXXX.
- 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.
- MP2 Energy NE, LLC. will include one of the two following options:
 - 1) You will receive a single bill from billing agent name that will contain distribution utility name charges and MP2 Energy NE, LLC. charges.
 - 2) You will receive a separate bill from MP2 Energy NE, LLC. for generation charges and a separate bill from distribution utility name for its 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 – *MP2 Energy NE, LLC will stipulate each nonbasic service being offered.*

Terms of Service

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

You will pay MP2 Energy NE, LLC rate per kWh for electric generation service.

(b) **Nonbasic Service Prices** – *MP2 Energy NE, LLC. will itemize Nonbasic Services*

2. **Length of Agreement**

You will buy your electricity generation service for the above street address from MP2 Energy NE, LLC. beginning date through date of expiration, if any.

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SECRETARY'S BUREAU**

3. **Special Terms and Conditions** – Not Applicable

4. **Special Services** – Not Applicable

5. **Penalties, Fees and Exceptions** – MP2 Energy NE, LLC. will charge a 4% late fee.

6. **Cancellation Provisions** – *You have the right to rescind the terms of service within three federal business days without penalty. If you wish to terminate service prior to expiration of your contract you will be responsible for all charges pertaining to days of service.*

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 us.

9. **Contact Information**

Generation Supplier Name: MP2 Energy NE, LLC.
Address: 24 Waterway Ave. Suite 625
The Woodlands, TX 77382

Phone Number: 877.238.5343
Internet Address: www.mp2energy.com

Electric Distribution Company Name: _____

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)
Address: P.O. Box 3265 Harrisburg, PA 17105-3265
Choice Hotline Number: 1-800-692-7380

Universal Service Program Name: _____

Phone Number: _____

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4

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SECRETARY'S BUREAU

APPLICATION AFFIDAVIT

[Commonwealth/State] of Texas :

: ss.

County of Montgomery :

Matthew K. Adams, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of MP2 Energy NE, LLC. (Name of Applicant);]

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

That the Applicant herein MP2 Energy NE, LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein MP2 Energy NE, LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein MP2 Energy NE, LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein MP2 Energy NE, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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


Signature of Affiant

Sworn and subscribed before me this 22 day of August, 2012.

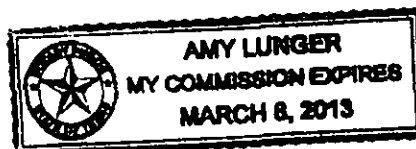

Signature of official administering oath

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My commission expires March 8, 2013.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



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AUG 24 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ATTACHMENT

5

OPERATIONS AFFIDAVIT

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[Commonwealth/State] of Texas :

AUG 24 2012

PA^{SS} PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Montgomery :

Matthew K. Adams, Affiant, being duly [sworn/affirmed] according to law,
deposes and says that:

[He/she is the President (Office of Affiant) of MP2 Energy NE, LLC
(Name of Applicant);]

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

That MP2 Energy NE, LLC, the Applicant herein, acknowledges that [Applicant] may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That MP2 Energy NE, LLC, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That MP2 Energy NE, LLC, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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

That MP2 Energy NE, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

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

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



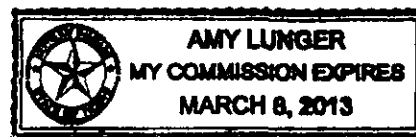
Signature of Affiant

Sworn and subscribed before me this 22 day of August, 2012.



Signature of official administering oath

My commission expires March 8, 2013.



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SECRETARY'S BUREAU

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6

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SECRETARY'S BUREAU

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

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AUG 24 2012

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

August 9, 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.

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE
Application of MP2 Energy NE, LLC (d/b/a "MP2 Energy NE, LLC") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania:
MP2 Energy NE, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MP2 Energy NE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 10th day of August 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.....\$ 276.64
Probated same.....\$
Total.....\$ 276.64

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.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

J. Russell, P.C.
MP2 Energy NE, LLC
24 Waterbury Avenue,
Suite 625
The Woodlands, TX
77380
832 239 5225 phone
832 813 8943 fax

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

MP2 ENERGY
AMY ODOM
24 WATERWAY AVENUE, SUITE 625 SPRING TX 77380

Account # 566724
Order # 80988483
Ad Price: 232.50

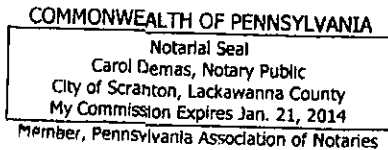
Gina Krushinski
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed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

08/07/2012

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 7th day of August A.D., 2012

Carol Demas
(Notary Public)



LEGAL NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Application of MP2 Energy NE, LLC (d/b/a "MP2 Energy NE, LLC") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

MP2 Energy NE, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MP2 Energy NE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MP2 Energy NE, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA, 17105-3265. You should send copies of any protest to Company's Name attorney at the address listed below:

By and through Counsel: Law Offices of Matthew J. Mussalli, P.C.
MP2 Energy NE, LLC
24 Waterway Avenue, Suite 625
The Woodlands, TX 77380
832.239.5225 phone
832.613.8643 fax

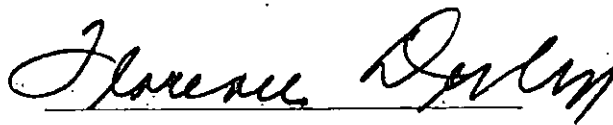
Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

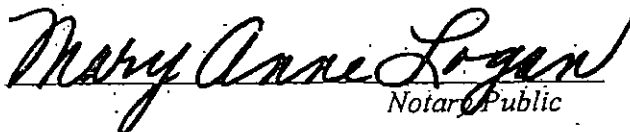
Florence Devlin being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of 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:

August 9, 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.



Sworn to and subscribed before me this 9th day of
August, 2012.



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 MP2 Energy NE, LLC (d/b/a MP2 Energy NE, LLC) For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services (As A Generator And Supplier Of Electric Power, A Marketer/Broker, Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania. MP2 Energy NE, LLC will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker, marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MP2 Energy NE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MP2 Energy NE, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to Company's Name attorney at the address listed below.

By and through Counsel:
Law Offices of Matthew J. Muscell, P.C.
MP2 Energy NE, LLC
24 Waterway Avenue, Suite 825
The Woodlands, TX 77380
832.259.5225 phone
832.813.8643 fax

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 C. Mohamed, 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:

08 of August, 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.

C Mohamed
PG Publishing Company
Sworn to and subscribed before me this day of:
August 08, 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

STATEMENT OF ADVERTISING COSTS
MP2 Energy, LLC
24 WATERWAY AVE STE 625
Attn Amy Odom
THE WOODLANDS TX 77380-3197

To PG Publishing Company

Total ----- \$585.00

Publisher's Receipt for Advertising Costs

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

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

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

By Marisa Juarez

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.

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of MP2 Energy NE, LLC (d/b/a "MP2 Energy NE, LLC") For Approval to Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/ Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania:
MP2 Energy NE, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/ marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MP2 Energy NE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MP2 Energy NE, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P. O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Company's Name at the address listed below.
By and through Counsel:
Law Offices of Matthew J. Muscell, P.C.
MP2 Energy NE, LLC
24 Waterway Avenue, Suite 625
The Woodlands, TX 77380
832.239.5225 phone
832.813.8643 fax

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

MP2 ENERGY NE LLC
24 WATERWAY AVE SUITE 625
THE WOODLANDS TX 77380

REFERENCE: L0005697
2071064 PUC NOTICE

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Ross Lockwood, being duly sworn, deposes and says that: (1) he 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 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: 08/14

TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 08/14/12

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of MP2 Energy NE, LLC (d/b/a "MP2 Energy NE, LLC") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/ Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

MP2 Energy NE, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services, as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. MP2 Energy NE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of MP2 Energy NE, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Company's Name attorney at the address listed below.

By and through Counsel:
Law Offices of Matthew J. Mussall, P.C.
MP2 Energy NE, LLC
24 Waterway Avenue, Suite 625
The Woodlands, TX 77380
832.239.5225 phone
832.813.8643 fax

2071064

Sworn to and subscribed before me this

14th day of August 2012 Affiant: Ross Lockwood

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

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of MP2 Energy NE, LLC (d/b/a "MP2 Energy NE, LLC") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

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By and through Counsel:
 Law Offices of Matthew J. Mussali, P.C.
 MP2 Energy NE, LLC
 24 Waterway Avenue, Suite 625
 The Woodlands, TX 77380
 832.239.5225 phone
 832.813.8643 fax

published that the c of The Jo in the sub of said pu

On this 15th day of August A.D. 2012, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863, of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on August 9, 2012; and that the Affiant is not interested that all of the allegations as to time, place and character

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 15th day of August, 2012.

Vivian Ohs

0.00 Lines @	\$2.50 per line	0.00
7 Inches @	\$25.00 per inch	175.00
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		182.50

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

 (Name of Newspaper)

By _____

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

The Patriot-News
Now you know

MP2 ENERGY
24 WATERWAY AVENUE, SUITE 625

SPRING TX 77380

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 # 0002223771 ran on the dates shown below:

August 09, 2012

Holly Blain

Sworn to and subscribed before me this 23 day of August, 2012 A.D.

Sherrie L. Owens
Notary Public

will att.

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

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

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By and through Counsel: Law Offices
of Matthew J. Mussalli, P.C.
MP2 Energy NE, L.L.C.
24 Waterway Avenue, Suite 625
The Woodlands, TX 77380
832.239.5225 phone
832.813.8643 fax

FedEx *NEW Package*
Express *US Airbill*

FedEx
Tracking
Number

8010 6365 4547

Form
ID No.

0215

Recipient's Copy

MUR 4

RECIPIENT: PEEL HERE

1 From This option can be removed for Recipient's records.

Date 02/11/12 FedEx Tracking Number 801063654547

Sender's Name STACIE WILSON Phone 832 239-5224

Company MP2 ENERGY LLC

Address 24 WATERWAY AVE
Dept./Floor/Suite/Floor

City THE WOODLANDS State TX ZIP 77380-3195

2 Your Internal Billing Reference

3 To

Recipient's Name Secretary Phone

Company Pennsylvania Public Utility Commission

Address Keystone Bldg. 2nd floor
We cannot deliver to P.O. boxes or P.O. ZIP codes Dept./Floor/Suite/Floor

Address Room N201
Use this line for the HOLD location address or for continuation of your shipping address

City HARRISBURG State PA ZIP 17120

0453605131



8010 6365 4547

4 Express Package Service * To most locations.

NOTE: Service order has changed. Please select carefully.

Packages up to 150 lbs.

For packages over 150 lbs., use the new
FedEx Express Freight US Airbill.

Next Business Day

FedEx First Overnight
Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Priority Overnight
Next business morning * Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight
Next business afternoon * Saturday Delivery NOT available.

2 or 3 Business Days

NEW FedEx 2Day A.M.
Second business morning Saturday Delivery NOT available

FedEx 2Day
Second business afternoon * Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Express Saver
Third business day Saturday Delivery NOT available.

5 Packaging * Declared value limit \$500

FedEx Envelope* FedEx Pak* FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

SATURDAY Delivery
NOT available for FedEx Standard Overnight, FedEx 2Day A.M., or FedEx Express Saver.

No Signature Required
Package may be left without obtaining a signature for delivery.

Direct Signature
Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery for residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

One box must be checked.

No Yes As per attached Shipper's Declaration Yes Shipper's Declaration not required Dry Ice Dry Ice 9, UN 1845 _____ x _____ kg

Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box. Cargo Aircraft Only

7 Payment Bill to:

Enter FedEx Acct. No. or Credit Card No. below. Obtain recip Acct. No.

Sender Acct. No. in Section Recipient Third Party Credit Card Cash/Check

Total Packages Total Weight Recipient Third Party Credit Card Cash/Check

*Our liability is limited to \$100 unless you declare a higher value. See the current FedEx Service Guide for details.

611

fedex.com 1.800.GoFedEx 1.800.463.3339

fedex.com 1.800.GoFedEx 1.800.463.3339