



RPA ENERGY, INC.

Corporate: 1220 North Market Street, Suite 808, Wilmington, DE 19801

Mailing address: 304 Indian Trace, Suite 177, Weston FL 33326

Tel: +1-404-850-0203 Fax: +1-404-521-4733

Email: mh@rpa-energy.com

September 17th, 2012

Pennsylvania Public Utility Commission
Keystone Building
2nd Floor, Room N201
400 North Street
Harrisburg, PA 17120

Dear Sirs,

Due to unexpected delays in obtaining the required Letter of Credit, our application was returned to us.

We have now been notified by our bank (HSBC) that Letter of Credit No. SDCMTN562285 for \$250,000 has now been issued (copy attached) and the original is being sent by courier to the PUC directly from the bank.

I therefore resubmit the application.

Please direct any enquiries to the email, mailing address or phone listed above.

Sincerely,

Michael Harris
President,
RPA Energy, Inc.

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RPA ENERGY, INC.

Corporate: 1220 North Market Street, Suite 808, Wilmington, DE 19801
Operations: 1835 Shackleford Court, Suite 165, Norcross, GA 30093
Tel: +1-404-850-0203 Fax: +1-404-521-4733
Email: mh@rpa-energy.com

March 26th, 2012

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

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~~MAR 27 2012~~

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SECRETARY'S BUREAU~~

Dear Sirs,

I hereby submit a completed application with all attachments and appendices.

As this is an electronic filing, the application fee and Bond are being sent separately.

Please contact me (preferably by email as shown above) should any further information be required at any time.

Sincerely,

Michael Harris
President,
RPA Energy, Inc.

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BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

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

To the Pennsylvania Public Utility Commission:

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SECRETARY'S BUREAU

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:

RPA ENERGY, INC
1835 SHACKLEFORD COURT, SUITE 165 NORCROSS GA 30093
404-850-0203 RPA-ENERGY.COM

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.

PENNCORP SERVICE GROUP, INC.
600 N. SECOND ST. SUITE 401
HARRISBURG PA 17101

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.

MICHAEL HARRIS - DIRECTOR (ADDRESS AS 1a)
TEL: 404-850-0203
FAX: 404-521-4733 MH@RPA-ENERGY.COM

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

NO ATTORNEY

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SECRETARY'S BUREAU

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.

MARTIN HARTMAN - CUSTOMER SERVICE MANAGER
1835 SHACKLEFORD COURT, SUITE 165, NORCROSS, GA 30093
TEL: 404-850-0203 FAX: 404-521-4733
EMAIL: SUPPORT@RPA-ENERGY.COM

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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. **DELAWARE**
- Give name and address of officers.

MICHAEL HARRIS
1835 SHACKLEFORD COURT, SUITE 165
NORCROSS, GA 30093

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.

NONE

- 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.

NONE

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.

RETAIL ENERGY PROVISION TO RESIDENTIAL CUSTOMERS MAINLY. SOME RETAIL ENERGY SUPPLY TO SMALL BUSINESS CUSTOMERS WILL BE CONSIDERED.

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

ALLEGHENY POWER

DUQUESNE LIGHT

MET-ED, PENNPEC & PENN POWER

CITIZEN'S ELECTRIC CO

WELLSBORO ELECTRIC CO

PECO

PPL

UGI

PIKE COUNTY LIGHT + POWER CO

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

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

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

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

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

- Yes
- No

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

- Yes
- No

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

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

JUNE 30th 2012

5. **COMPLIANCE**

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

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

NONE

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

N/A

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

NONE

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

N/A

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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

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

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

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

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

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

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

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

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

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

Met-Ed, Penelec, and Penn Power:
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

Pike County Light & Power Company:
Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

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

7. FINANCIAL FITNESS

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

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

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

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

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

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

SEE ATTACHMENT ONE

MICHAEL HARRIS - CFO
1835 SHACKLEFORD COURT, SUITE 165, NORCROSS GA 30093
TEL: 404-850-0203 FAX: 404-521-6733 Email: MH@RPA-ENERGY.GA

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

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

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

8. TECHNICAL FITNESS:

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

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

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

SEE
ATTACHMENT
TWO

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

MR. MICHAEL HARRIS - PRESIDENT & CFO
MR. ONDER ACET - CIO
MR. KARL AHMED - CTO
MR. ERIC WINGENS - COO

SEE
ATTACHMENT
THREE

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

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

9. DISCLOSURE STATEMENT:

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

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

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

(Select only one of the following)

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

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

AGREED

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

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

AGREED

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

AGREED

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

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS

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

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

12. NEWSPAPER PUBLICATIONS

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

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

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

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

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

(Example Publication is provided at Appendix H)

13. SIGNATURE



Applicant: RPA ENERGY INC

By: MICHAEL HARRIS

Title: PRESIDENT

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SECRETARY'S BUREAU

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Attachment ONE

Relating to Section 7(b) of Application

Financial Fitness

RPA Energy, Inc. is a new and independent company formed for the specific purpose of being an EGS in the Pennsylvania market. As such, there are no historic financials or group company structure. However as shown on the application and other attachments, the company has an experienced team of professionals more than capable of meeting the requirements to make RPA Energy a successful operation.

Financially there are initial cash resources totaling over \$750,000 to cover the necessary Bonds and deposits, plus the funds necessary to procure a starting customer base and the energy required to service it. Phase two funding for an additional \$950,000 have also been secured for energy procurement once the customer base becomes active and begins its growth and the company gets to positive and profitable cash flow.

Balance Sheet

(while application is processed and company starts operations) is expected to be as follows:

Current Assets	\$
Cash in Hand	450,000
PA PUC Deposit	250,000
PJM Deposit	<u>50,000</u>
Total Assets	<u>\$750,000</u>
Liabilities and Equity	\$
Liabilities	0
Retained Earnings	0
Capital Stock	<u>750,000</u>
Total Liabilities & Equity	<u>\$750,000</u>

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Attachment TWO

Relating to Section 8(a) of Application

Technical Fitness

Although RPA Energy, Inc. itself is a new and independent company formed for the specific purpose of being an EGS in the Pennsylvania market, the people involved have, in addition to many national and international businesses, provided consulting services to various energy businesses. With their collective experience and knowledge, together with a quality support staff and specialist outside consultants, the confidence level is extremely high in achieving a successful EGS business in Pennsylvania.

The areas of expertise are in the fields of financial control and management, Technical direction and systems, Operational structure and logistics and Information Technology for website management and processes to best handle customer acquisition and retention.

RPA Energy has 4 main officers (see Attachment THREE for Bios), Customer services manager and administrative staff.

Lynx Technologies is a company well experienced in the PA energy market that will specialize in the planning and scheduling of the energy that RPA Energy will purchase to service its customer base.

iSigma and ECI are well established companies doing business in Pennsylvania and are the contracted parties to RPA Energy for Electronic Data Interchange and Internet-based requirements

The result is a technically fit company, able to be an active and compliant player in the Pennsylvania energy market.

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Attachment THREE

Relating to Section 8(b) of Application

Officer Bios

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Michael Harris, President & CFO

Michael has over 25 years of experience in the financial management of medium to large businesses of a local, state, national and international nature, mostly in the telecoms field. This founding in the utility of telecoms has proved to be a sound basis for the natural progression to *energy utilities where he has provided analysis and management to businesses in this field for the past two years.* He will be in charge of ensuring that the commercial and financial strategies and business plans are implemented as required and to maintain the correct direction of such strategies.

Karl Ahmed, CTO

Karl is a well-seasoned executive having worked in many large companies in many countries. He has over 20 years of experience in commercial and technical strategy in various technically based businesses. Karl was a founder of a machine-to-machine (M2M) technology company based on cellular networks. He is able to ensure the correct technical direction of the company in order that it can realize its full potential.

Eric Wingens, COO

Eric has spent over 15 years in the world of operations, logistics, planning and coordination. He is instrumental in ensuring that the various departments of the company work together in a synchronized and efficient manner and that there are clear lines of communication between them.

Onder Acet, CIO

Onder is has been working with computers, software and networks for over 15 years and will be in charge of the *proper integration of information technology into the operations of the company.* He will oversee all computer and network systems and ensure that all information and data processing is done securely and efficiently.

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SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BIUREAU

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of FLORIDA :

ss.

County of BROWARD :

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

[He/she is the PRESIDENT (Office of Affiant) of RPA ENERGY INC. (Name of Applicant);]

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

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

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

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


[Signature]
Signature of Affiant

RECEIVED
MAR 27 2012
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Sworn and subscribed before me this 26 day of March, 2012.

[Signature]
Signature of official administering oath

My commission expires December 19, 2014

 FLORIAN NAPP
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE049893
Expires 12/19/2014

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SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix B

OPERATIONS AFFIDAVIT

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of FLORIDA :

ss.

County of BROWARD :

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

[He/she is the PRESIDENT (Office of Affiant) of RPA ENERGY INC
(Name of Applicant);]

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

That RPA ENERGY INC, 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 RPA ENERGY INC, 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 RPA ENERGY INC, 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.

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SEP 17 2012

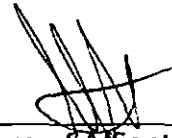
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix B (Continued)

That RPA ENERGY INC, 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 26 day of MARCH, 2012.



Signature of official administering oath

My commission expires December 19, 2014.



FLORIAN NAPP
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE049893
Expires 12/19/2014

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MAR 27 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix G

Disclosure Statement

This is an agreement for electric generation service, between RPA Energy Inc. and _____

(customer's name and full address)

Background

- We at RPA Energy Inc. 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.
- 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 RPA Energy Inc 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 - *Define 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 \$0.XXX per kWh for electric generation service, fixed for the duration of an agreement and including transmission charges.

(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 RPA Energy Inc beginning _____ through _____

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix G (Continued)

Provider of Last Resort Name:

Address:

Phone Number:

Public Utility Commission (PUC)

Address:

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

Choice Hotline Number:

1.1.8.0.0.6.9.2.7.3.8.0 _____

Universal Service Program Name:

Phone Number:

Appendix G (Continued)

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

Sign-up bonuses
Add-ons
Limited time offers
Other
Sales Promotions
Exclusions

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

5. **Penalties, Fees and Exceptions** - *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.*

6. **Cancellation Provisions** - *This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.*

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**

RPA Energy Inc

www.rpa-energy.com

support@rpa-energy.com

Tel-404-850-0203

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

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

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

February 10, 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.

Anna Dickerson

Sworn to and subscribed before me this 10th day of
February, 2012

Mary Anne Logun
Notary Public

My Commission Expires:

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

Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of RPA Energy, Inc. For Approval To Offer, Render, Furnish Or Supply Electricity Of 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.

RPA Energy, Inc. 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. RPA Energy, Inc. 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 RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.

RPA Energy, Inc.
1635 Shackelford Court,
Suite 165,
Norcross, GA 30093
Tel: 404-650-0203
Fax: 404-621-4733

RECEIVED

MAR 27 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

The Patriot-News

Now you know

RPA ENERGY, INC.
304 INDIAN TRACE, #177

FORT LAUDERDALE FL 33326

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MAR 27 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

SEP 17 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 # 0002193844 ran on the dates shown below:

February 15, 2012

Holly Blain

Sworn to and subscribed before me this 15 day of February, 2012 A.D.

Notary Public

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of RPA Energy, Inc. 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.

RPA Energy, Inc 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. RPA Energy, Inc. 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

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

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

RPA ENERGY INC
MICHAEL HARRIS
304 INDIAN TRACE, #177 WESTON FL 33326

Account # 556938
Order # 80829910
Ad Price: 223.40

~~RECEIVED~~

~~MAR 27 2012~~

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

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:

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SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

02/09/2012

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 9th day of February 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

LEGAL NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of RPA Energy, Inc. 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.

RPA Energy, Inc. 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. RPA Energy, Inc. 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 RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.

RPA Energy, Inc.
1835 Shackelford Court,
Suite 105,
Norcross, GA 30093
Tel: 404-850-0203
Fax: 404-521-4733

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

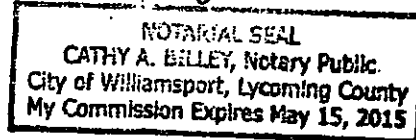
February 11, 2012

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.

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me
the 14th day of February 2012
Cathy A. Billey
Notary Public



PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Application of RPA Energy, Inc. 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.

RPA Energy, Inc 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. RPA Energy, Inc. 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 SUN-GAZETTE and certify this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.

RPA Energy, Inc.
1835 Shackelford Court,
Suite 112C

RECEIVED

SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$257.74
Probated same.....\$
Total.....\$257.74

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

ANY hereby acknowledges receipt of the aforesaid advertising and publication costs have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

RECEIVED

MAR 27 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

**PENNSYLVANIA
 PUBLIC UTILITY COM-
 MISSION
 NOTICE**

Application of RPA Energy, Inc. 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.

RPA Energy, Inc 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. RPA Energy, Inc. 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 RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.

RPA Energy, Inc.
 1835 Shackleford Court,
 Suite 185,
 Norcross, GA 30093
 Tel: 404-850-0203
 Fax: 404-521-4733

NOTARY SEAL
 COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Chris, Notary Public
 Johnstown, Cambria County
 Commission Expires Dec. 6, 2012
 PENNSYLVANIA ASSOCIATION OF NOTARIES

On this 9th day of February 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,

published continuing that the annexes of The Johnstown interested in the character of said

notice in the above matter published in said publication in the regular issues of Johnstown, PA, on February 9, 2012; and that the Affiant is not a notice or advertising and that all of the allegations as to time, place and

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

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

Sworn and Subscribed
 9th day of February

[Signature]

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

SEP 17 2012

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

RECEIVED

MAR 27 2012

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

RPA ENERGY
1835 SHACKLEFORD COURT SUITE 165
NORCROSS GA 30093

REFERENCE: L0005489
2037243 PUC NOTICE

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

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

PUBLISHED ON: 02/10

TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 02/10/12

Sworn to and subscribed before me this
10 day of February 2012 Affiant: Rosanne Cheeseman

NOTARY: Laurena A. Daugherty
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Laurena A. Daugherty, Notary Public
City of Erie, Erie County
My Commission Expires Nov. 6, 2013
Member, Pennsylvania Association of Notaries

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**
Application of RPA Energy, Inc. 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.
RPA Energy, Inc. 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. RPA Energy, Inc. 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 RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.
RPA Energy, Inc.
1835 Shackelford Court,
Suite 165,
Norcross, GA 30093
Tel: 404-850-0203 Fax: 404-521-4733

RECEIVED

SEP 17 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

MAR 27 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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 K. Flaherty, 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:

09 of February, 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

UUG 01-3
NOTICE

Application of RPA Energy, Inc. 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.

RPA Energy, Inc. 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. RPA Energy, Inc. 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 RPA Energy, Inc. 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 RPA Energy, Inc. at the address listed below.

RPA Energy, Inc.
1835 Shackelford Court,
Suite 165,
Norcross, GA 30093
Tel: 404-850-0203
Fax: 404-521-4733

K. Flaherty
PG Publishing Company
Sworn to and subscribed before me this day of:
February 09, 2012

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

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STATEMENT OF ADVERTISING COSTS
RPA Energy, Inc.
304 Indian Trace,
#177
Weston FL 33326

To PG Publishing Company

Total ----- \$442.50

Publisher's Receipt for Advertising Costs

PG PUBLI _____ NY, 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 Jinda M. Gaertner

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.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Name	PannCorp Service Group, Inc.		
Address	600 N. Second St. 22406		
City	State	Zip Code	
Harrisburg	PA	17101	

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

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



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

1. The name of the corporation is: RPA Energy Inc.

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: Delaware

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

Number and street	City	State	Zip
1220 N. Market Street, Ste. 808	Wilmington	DE	19801

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2012 APR 10 PM 12:43

PA DEPT OF STATE

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

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o: PennCorp Service Group, Inc.				Dauphin

7. Check one of the following:

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

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

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

this 22 day of March 2012

RPA Energy Inc.
Name of Corporation

[Signature]
Signature

President
Title

CERTIFICATE OF INCORPORATION
OF
RPA ENERGY INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:30 PM 10/31/2011
FILED 04:28 PM 10/31/2011
SRV 111151734 - 5059216 FILE

FIRST: The name of the Corporation is RPA Energy Inc..

SECOND: Its registered office is to be located at Suite 808, 1220 N. Market Street, Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

THIRD: The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

FIFTH: The name and address of the incorporator are as follows:

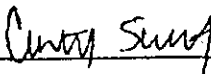
Curtis Sweltz
Suite 808, 1220 N. Market Street
Wilmington, DE 19801

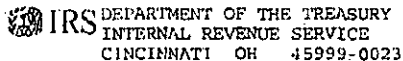
SIXTH: The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as director(s) until the first annual meeting of the stockholders or until a successor(s) is elected and qualified are:

Michael Harris
304 Indian Trace
Ste. 177
Weston, FL 33326

SEVENTH: Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.


Curtis Sweltz
INCORPORATOR



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 11-07-2011

Employer Identification Number:
45-3755310

Form: SS-4

Number of this notice: CP 575 A

RPA ENERGY INC
& MICHAEL HARRIS
1220 N MARKET ST STE 808
WILMINGTON, DE 19801

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 45-3755310. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

03/15/2012

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

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: RPA ENERGY INC

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

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Appendix C
CERTIFICATE OF SERVICE

~~RECEIVED~~
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SECRETARY'S BUREAU

On this the 21st day of MARCH 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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FedEx *NEW Package*
Express *US Airbill*

FedEx
Tracking
Number

8011 3730 1746

Form
ID No. 0200

Recipient's Copy

1 From
Date 9/17/12

Sender's Name MICHAEL HARRIS Phone 954 579 2122

Company RPA ENERGY INC

Address 304 INDIAN TRACE, SUITE 177

City WESTON State FL ZIP 33326

2 Your Internal Billing Reference

3 To Recipient's Name DIANE JACOB Phone

Company PENNSYLVANIA PUBLIC UTILITY COMMISSION

Address 400 NORTH STREET
We cannot deliver to P.O. boxes or P.O. ZIP codes Dept./Floor/Suite/Room

Address 2ND FLOOR ROOM N201
Use this line for the HOLD location address or for continuation of your shipping address

City HARRISBURG State PA ZIP 17120

HOLD Weekday
FedEx location address
REQUIRED. NOT available for
FedEx First Overnight.

HOLD Saturday
FedEx location address
REQUIRED. Available ONLY for
FedEx Priority Overnight and
FedEx 2Day to select locations.

4 Express Package Service * To meet location.
NOTE: Service order has changed. Please select carefully.

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
Saturday Delivery NOT available.

2 or 3 Business Days

FedEx 2Day A.M.
Second business morning. Secondary 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 Yes
As per attached Shipper's Declaration. Shipper's Declaration not required.

Dry Ice
Dry Ice 3, UN 1845 _____ to

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:

Sender Recipient Third Party Credit Card
I will be billed. Enter FedEx Acct. No. or Credit Card No. below.

Total Packages Total Weight Credit Card Auth.



8011 3730 1746

*Our liability is limited to US\$500 unless you declare a higher value. See the current FedEx Service Guide for details.

fedex.com 1.800.GoFedEx 1.800.463.3339

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