

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

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

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:

Company: Choose Energy, Inc.
Jerry Dyess
Chief Executive Officer, Choose Energy, Inc.
Address: 3740 N. Josey Lane, Suite 114, Carrollton, TX 75010
Web address: <http://www.choosenergy.com/>
Telephone Number: 312.450.5253

- 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.

001 Northwest Registered Agent, LLC.
1150 First Ave STE 511
King of Prussia, Pennsylvania 19406
Montgomery County

- 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.

Name: John Tough
Title: Director of Business Development
Address: 3740 N. Josey Lane, Suite 114, Carrollton, TX 75010
Phone: 312.450.5253
E-mail: jtough@choosenergy.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.

Legal Representation: Gunderson-Dettmer - contact:
Louis D. Soto, Corporate Partner. Phone: 650-463-5232; Fax: 877-881-9635
email: lsoto@gunder.com
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
1200 Seaport Blvd. Redwood City, CA 94063

- 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.

Name 1: John Tough
Title: Director of Business Development
Address: 3740 N. Josey Lane, Suite 114, Carrollton, TX 75010
Phone: 312.450.5253
E-mail: jtough@choosenergy.com
Fax: 469.574.7957

Name 2: Jerry Dyess
Title: Co-Chief Executive Officer
Address: 3740 N. Josey Lane, Suite 114, Carrollton, TX 75010
Phone: 469.361.2971
E-mail: jdyess@choosenergy.com
Dax: 469.574.7957

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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. (Operating as "Choose Energy, Inc.")

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. (Included in the Appendix A) "Pennsylvania - Department of State Filing"
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. (Included in the Appendix B) "State of Incorporation Proof" (Delaware)
- Give name and address of officers. (Included in the Appendix C) "Names and Address of Officers"

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

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

Choose Energy has no affiliates currently doing business - and this includes jurisdictional public utilities - we are currently not affiliated with these firms. In addition, no affiliate firms are currently applying.

- 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.

Choose Energy does not have any predecessors that have done business in the past five years.

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.

Choose Energy has created the most advanced system that allows customers to shop for energy rates based on price, provider, energy type and many other factors. This allows consumers to gain a greater understanding of their energy choices to make it easier to select an energy provider. We do not purchase electricity from suppliers but merely connect them with consumers.

Choose continues to innovate and provide outstanding Texas power choices for residential and commercial energy customers and now for customers nationwide. It is our mission to provide you with the most up to date information available to help you exercise your power to choose. Choose has created solutions for the deregulated energy market that have made it a leader in online customer acquisitions. More and more customers are looking to the Internet to make all of their buying decisions - including energy. Choose has built the technology & partnerships to take advantage of this and make it the market leader in this segment.

Choose Energy™ also operates a number of additional energy marketing websites including EnergyTX.com, ElectricityTX.com, PowerToChooseGreen.com, TexasPowerCompany.com, PowerIllinois.com and many others that focus on energy savings.

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

Choose Energy plans to contact many of the leading Retail Electricity Providers in the state of Pennsylvania as these REPs are already looking for new ways to gain customers. With this mutual interest, Choose Energy anticipates working with most / all of the electric distribution companies in the competitive supply area of Pennsylvania, including:

1) Duquesne Light 2) PECO Energy 3) Penn Power
and others

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 not applicable
- No

If yes, describe the Applicant's Third Party Verification procedures.
not applicable

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

The proposed start date for our current service is November 12, 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 of the individuals identified in this application, nor Choose Energy, Inc., has been or is currently a defendant of a criminal proceeding.

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

not applicable

- 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.

Choose Energy, Inc has not ever received an action or complaint. Similarly, the individuals identified in this application have never received an action or complaint.

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

not applicable

6. PROOF OF SERVICE

Appendix L

(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

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7. FINANCIAL FITNESS

Exhibit D

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:

(Appendix D)

- 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. (Appendix E)

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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.

(Appendix F)

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: (Appendix G)

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

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

Included in Appendix G.

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.

(Appendix H) (not applicable)

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

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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.

(Appendix I)

- original copy

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.

(Appendix I)

- original copy

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 <i>ADD Pub</i>		X		X		X		X	X
✓ Scranton Times Tribune		X		X		X	X		X
✓ Williamsport Sun Gazette <i>with</i>				X		X		X	X
✓ Johnstown Tribune Democrat				X				X	X
✓ Erie Times-News <i>ADD pub</i>				X	X				X
✓ Pittsburgh Post-Gazette <i>ADD</i>	X				X			X	X

(Example Publication is provided at Appendix H)

- Appendix K
for all

13. SIGNATURE

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Applicant: *[Signature]*
By: JOHN TOUGH, for Chase Energy, Inc
Title: Director of Business Development

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: Chose Energy, Inc

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

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Appendix A

Pennsylvania - Department of State Filing Proof

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

Choose Energy, Inc.

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

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

ENTITY NUMBER: 4130965

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Northwest Registered Agent LLC
906 West 2nd Avenue, Suite 100
Spokane, WA 99201

Entity #: 4130985
Date Filed: 08/13/2012
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Name
Northwest Registered Agent

Address
906 W 2nd Ave. Ste. 100

City State Zip Code
Spokane, WA 99201

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



Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 5 Page(s)



T1224341034

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:
Choose 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:

160 Greentree Drive, Suite 101, Dover, DE 19904

Number and street City State Zip

PA DEPT. OF STATE
AUG 13 2012

PA DEPT. OF STATE
AUG 29 2012

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: 001 Northwest Registered Agent, LLC				County Montgomery	


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 8th day of August 2012.

Choose Energy, Inc.
Name of Corporation


Signature

CEO
Title

Appendix B

State of Incorporation Proof

(Delaware)

RECEIVED

OCT - 4 2012

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHOOSE ENERGY, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2012, AT 10:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

RECEIVED

OCT - 4 2012


PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



5148128 8100

120510509

You may verify this certificate online
at corp.delaware.gov/authvar.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9549816

DATE: 05-04-12

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CHOOSE ENERGY, INC.

The undersigned, Jerry Dyess, hereby certifies that:

1. The undersigned is the duly elected and acting Chief Executive Officer of Choose Energy, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on May 1, 2012.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

"ARTICLE I

The name of this corporation is Choose Energy, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 12,400,000 shares, each with a par value of \$0.00001 per share. 8,400,000 shares shall be Common Stock and 4,000,000 shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the "Restated Certificate") may be issued from time to time in one or more series. 4,000,000 shares of Preferred Stock shall be designated "Series A Preferred Stock". The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(L).

1. **Dividend Provisions.** The holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, at the rate of \$0.08 per share (as adjusted for stock splits, stock dividends, reclassification and the like) per annum on each outstanding share of Series A Preferred Stock then held by them; payable when, as and if declared by the Board of Directors of the Corporation (the "**Board of Directors**"). Such dividends shall not be cumulative. After payment of such dividends, any additional dividends shall be distributed among the holders of Series A Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock).

2. **Liquidation.**

(a) **Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, by reason of their ownership thereof, an amount per share equal to \$1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each outstanding share of Series A Preferred Stock then held by them; plus any declared or accrued but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) **Remaining Assets.** Upon the completion of the distribution required by Section 2(a) above, if assets remain in the Corporation, the holders of the Common Stock of the Corporation shall receive all of the remaining assets of the Corporation.

(c) **Deemed Conversion.** Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation Transaction, as defined below, each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such series into shares of Common Stock immediately prior to the Liquidation Transaction if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) **Certain Acquisitions.**

(i) **Deemed Liquidation.** For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to occur if the Corporation shall sell, convey or otherwise dispose of all or substantially all of its property or business or merge with or into or consolidate with any other corporation, limited liability company or other entity (other than a wholly-owned subsidiary of the Corporation) (any such transaction, a "Liquidation Transaction"), provided that none of the following shall be considered a Liquidation Transaction: (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation, (B) an equity financing in which the Corporation is the surviving corporation or (C) a transaction in which the stockholders of the Corporation immediately prior to the transaction own 50% or more of the voting power of the surviving corporation following the transaction. In the event of a merger or consolidation of the Corporation that is deemed pursuant to this section to be a Liquidation Transaction, all references in this Section 2 to "assets of the Corporation" shall be deemed instead to refer to the aggregate consideration to be paid to the holders of the Corporation's capital stock in such merger or consolidation. Nothing in this subsection 2(d)(i) shall require the distribution to stockholders of anything other than proceeds of such transaction in the event of a merger or consolidation of the Corporation. The holders of at least a majority of the Corporation's outstanding Preferred Stock, voting together as a separate class on an as converted basis, shall be entitled to waive the treatment of a Liquidation Transaction under this section.

(ii) **Valuation of Consideration.** In the event of a deemed liquidation as described in Section 2(d)(i) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange, the value shall be based on a formula approved by the Board of Directors and derived from the closing prices of the securities on such exchange over a specified time period;

(2) If actively traded over-the-counter, the value shall be based on a formula approved by the Board of Directors and derived from the closing bid or sales prices (whichever is applicable) of such securities over a specified time period; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as specified above in Section 2(d)(ii)(A) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(e) **Notice of Liquidation Transaction.** The Corporation shall give each holder of record of Series A Preferred Stock written notice of any impending Liquidation Transaction not later than 10 days prior to the stockholders' meeting called to approve such Liquidation Transaction, or 10 days prior to the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than 10 days after the Corporation has given the first notice provided for herein or sooner than 10 days after the Corporation has given notice of any material changes provided for herein. Notwithstanding the other provisions of this Restated Certificate, all notice periods or requirements in this Restated Certificate may be shortened or waived, either before or after the action for which notice is required, upon the vote or written consent of the holders of a majority of the voting power of the outstanding shares of Preferred Stock that are entitled to such notice rights.

(f) **Effect of Noncompliance.** In the event the requirements of Section 2(e) are not complied with, the Corporation shall forthwith either cause the closing of the Liquidation Transaction to be postponed until the requirements of this Section 2 have been complied with, or cancel such Liquidation Transaction, in which event the rights, preferences, privileges and restrictions of the holders of Series A Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section 2(e).

3. **Redemption.** The Preferred Stock is not mandatorily redeemable.

4. **Conversion.** The holders of shares of Preferred Stock shall be entitled to conversion rights as follows:

(a) **Right to Convert.** Subject to Section 4(c), each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$1.00 in the case of the Series A Preferred Stock, by the Conversion Price applicable to such shares (the conversion rate for Preferred Stock into Common Stock is referred to herein as the "**Conversion Rate**"), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share shall be \$1.00 in the case of the Series A Preferred Stock. Such initial Conversion Price shall be subject to adjustment as set forth in Section 4(d) below.

(b) **Automatic Conversion.** Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate then in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), which results in aggregate cash proceeds to the Corporation of not less than \$50,000,000,

net of underwriting discounts and commissions, at a pre-issuance valuation of at least \$250,000,000 or (ii) the date specified by vote or written consent of the holders of a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted to Common Stock basis.

(c) **Mechanics of Conversion.** Before any holder of Preferred Stock shall be entitled to convert such Preferred Stock into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such series of Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of such series of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with a firm commitment underwritten public offering of securities, the conversion may, at the option of any holder tendering such Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event any persons entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(d) **Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations.** The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) **Issuance of Additional Stock Below Purchase Price.** If the Corporation should issue, at any time after the date upon which any shares of Series A Preferred Stock were first issued (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for the Series A Preferred Stock in effect immediately prior to the issuance of such Additional Stock (as adjusted for stock splits, stock dividends, reclassification and the like), the Conversion Price for such series in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 4(d)(i), unless otherwise provided in this Section 4(d)(i).

(A) **Adjustment Formula.** Whenever the Conversion Price is adjusted pursuant to this Section 4(d)(i), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the "Outstanding Common") plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock. For purposes of the foregoing calculation,

the term "Outstanding Common" shall include shares of Common Stock deemed issued pursuant to Section 4(d)(i)(E) below.

(B) **Definition of "Additional Stock"**. For purposes of this Section 4(d)(i), "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 4(d)(i)(E)) by the Corporation after the Purchase Date, other than:

(1) Up to 2,000,000 shares of Common Stock (or options therefor) (or such greater number of shares approved by the Board of Directors (including a Series A Preferred Director (as defined below)) issued to employees, consultants, or directors of the Corporation pursuant to the Company's 2012 Stock Plan or pursuant to stock option plans or restricted stock plans or agreements approved by the Board of Directors (including a Series A Preferred Director);

(2) securities issued in connection with the acquisition by the Corporation of other entities or assets, in each case approved by the Board of Directors (including a Series A Preferred Director);

(3) securities issued to banks, equipment lessors or other financial institutions in connection with debt financing transactions, commercial credit arrangements or equipment leasing transactions, in each case approved by the Board of Directors (including a Series A Preferred Director);

(4) securities issued in connection with (A) sponsored research, collaboration, technology licensing or development activities, (B) original equipment manufacturing or marketing of the Corporation's products or services or (C) other similar agreements or strategic partnerships, in each case as approved by the Board of Directors (including a Series A Preferred Director); and

(5) Common Stock issued in an initial public offering.

(C) **No Fractional Adjustments**. No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward.

(D) **Determination of Consideration**. In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be

deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) **Deemed Issuances of Common Stock.** In the case of the issuance of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents"), the following provisions shall apply for all purposes of this Section 4(d)(i):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any Common Stock Equivalents and subsequent conversion, exchange or exercise thereof shall be deemed to have been issued at the time such securities were issued or such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related Common Stock Equivalents (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 4(d)(i)(D)).

(2) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion, exchange or exercise of any Common Stock Equivalents, other than a change resulting from the antidilution provisions thereof, the Conversion Price of any series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the conversion, exchange or exercise of such Common Stock Equivalents.

(3) Upon the termination or expiration of the convertibility, exchangeability or exercisability of any Common Stock Equivalents, the Conversion Price of any series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Common Stock Equivalents that remain convertible, exchangeable or exercisable) actually issued upon the conversion, exchange or exercise of such Common Stock Equivalents.

(4) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Section 4(d)(i)(D) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 4(d)(i)(E)(2) or (3).

(F) **No Increased Conversion Price.** Notwithstanding any other provisions of this Section 4(d)(i), except to the limited extent provided for in Sections 4(d)(i)(E)(2) and (3), no adjustment of the Conversion Price pursuant to this

Section 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(ii) **Stock Splits and Dividends.** In the event the Corporation should at any time after the filing date of this Restated Certificate fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each series of Preferred Stock that is convertible into Common Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate number of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in Section 4(d)(i)(E).

(iii) **Reverse Stock Splits.** If the number of shares of Common Stock outstanding at any time after the filing date of this Restated Certificate is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each series of Preferred Stock that is convertible into Common Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) **Other Distributions.** In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 4(d)(i) or in Section 4(d)(ii), then, in each such case for the purpose of this Section 4(c), the holders of each series of Preferred Stock that is convertible into Common Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) **Recapitalizations.** If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in Section 2 or this Section 4) provision shall be made so that the holders of each series of Preferred Stock that is convertible into Common Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of such Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the

Conversion Price then in effect and the number of shares issuable upon conversion of such Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(g) **No Fractional Shares and Certificate as to Adjustments.**

(i) No fractional shares shall be issued upon the conversion of any share or shares of Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of such Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock at the time in effect and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of such series of Preferred Stock.

(h) **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(i) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of each series of Preferred Stock that is convertible into Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of such series of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of such series of Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without

limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(j) **Notices.** Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the U.S. mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

5. **Voting Rights.**

(a) **General.** Except as expressly provided by this Restated Certificate or as provided by law, the holders of Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) **Election of Directors.** With respect to the election of directors, the holders of Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) members of the Board of Directors of the Corporation (the "**Series A Preferred Directors**"); the holders of Common Stock, voting as a separate class, shall be entitled to elect one (1) member of the Board of Directors of the Corporation; and the holders of the Preferred Stock and the Common Stock, voting together as a single class on an as-converted to Common Stock basis, shall be entitled to elect two (2) members of the Board of Directors of the Corporation.

6. **Protective Provisions.** So long as at least 500,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Preferred Stock are outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as-converted to Common Stock basis:

(a) amend in any manner or otherwise change the rights, powers or preferences of the Preferred Stock;

(b) increase or decrease the total number of authorized shares of Common Stock or Preferred Stock;

(c) authorize any other equity security, including any security (other than Series A Preferred Stock) convertible into or exercisable for any equity security, having a preference over, or being on a parity with, the Series A Preferred Stock with respect to rights, powers or preferences set forth in this Restated Certificate;

(d) amend, alter, restate or repeal any provision of this Restated Certificate or Bylaws of the Corporation;

(e) redeem or repurchase any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at the original cost thereof upon the occurrence of termination of services;

(f) declare or pay any dividend or any other distribution with respect to any shares of the Corporation's capital stock;

(g) consent, agree, commit to, or effect a Liquidation Transaction;

(h) exclusively license any technology or intellectual property rights in a manner that constitutes the effective disposition of a material portion of the technology or intellectual property of the Corporation;

(i) increase or decrease the number of authorized directors;

(j) permit any subsidiary of the Corporation to do any of the foregoing.

7. **Status of Converted Stock.** In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. This Restated Certificate shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(C) **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. **Redemption.** The Common Stock is not mandatorily redeemable.

4. **Voting Rights.** Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Subject to the provisions in Section 6 of Article IV(B), the number of authorized shares of Common Stock may be increased or decreased (but

not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

ARTICLE V

Except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

1. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

3. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

ARTICLE VIII

The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"). unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

ARTICLE IX

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws or (D) any action or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine."

* * *

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed on May 3, 2012.



Jerry Dyess, Chief Executive Officer

Appendix C

Names & Address of Officers

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Corporate Address: 3740 N. Josey Lane, Suite 114, Carrollton, TX 75010

Individual # 1

Jerry Dyess, Chief Executive Officer

Bio: Jerry Dyess has over 15 years experience developing and leading strategies in the information technology and energy procurement industries. As CEO, Jerry oversees the company's business development and marketing campaigns, manages provider relations, and is responsible for driving the company's strategic growth.

Jerry's entrepreneurial career began in 2002 when he cofounded EnergyTX.com in Dallas, Texas at the start of electricity deregulation in Texas. With EnergyTX, Jerry developed partnerships and managed the company's sales and marketing before selling the book of business to Priority Power Management in 2005. Prior to EnergyTX, Jerry held a series of senior business development and management positions in the information technology, Internet and deregulated telecom industries.

Jerry Dyess has been leading ChooseEnergy.com in Texas since 2005, generating tens of thousands of residential and commercial leads for Retail Electricity Providers in the Texas area, cumulatively saving Texas consumers millions of dollars in energy bills. Jerry has guided

Individual # 2

Charlie Hewitt, Director of Provider Product

Bio:

Charlie Hewitt brings more than 20 years of in-depth experience in the energy industry and adds a tremendous amount of credibility to Choose Energy. He has served in executive and operational roles at some of the largest retail energy providers in North America. Prior to Choose Energy, Charlie was Vice President of Energy Management for Hudson Energy Services, a retail energy provider operating in US and Canadian deregulated markets. He directed the design and implementation of Hudson's energy management processes including portfolio management, risk management, forecasting, contracting, pricing, and retail credit.

Charlie previously served as the Director of Product Structuring for Direct Energy Business Services. He played a key role in designing Direct Energy's retail pricing and contracting platforms. During a 10-year career with TXU Energy, he held positions in product structuring, sales, and marketing. Charlie earned

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

an MBA from the University of Texas at Arlington. He also holds MA and BS degrees in Geological Sciences from the University of Texas at Austin.

Other Key Personnel:

Other key personnel at Choose Energy have experience spanning advertising, customer management, advertising technologies, digital platform creation, energy markets, and operational execution and risk management. Through these cumulative skills, the team has the ability to manage and protect large forms of data as the firm enters new regions. Additionally, many members of the Company have successfully implemented comparable platforms in similarly-regulated industries.

Appendix G

Technical Fitness

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Technical & Managerial Competency (aka: Exhibit AA)

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Expertise of Senior Management

Jerry Dyess, CEO

Jerry Dyess has over 15 years experience developing and leading strategies in the information technology and energy procurement industries. As CEO, Jerry oversees the company's business development and marketing campaigns, manages provider relations, and is responsible for driving the company's strategic growth.

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Charlie Hewitt, Director of Provider Product

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Other Key Personnel:

Other key personnel at Choose Energy have experience spanning advertising, customer management, advertising technologies, digital platform creation, energy markets, and operational execution and risk management. Through these cumulative skills, the team has the ability to manage and protect large

forms of data as the firm enters new regions. Additionally, many members of the Company have successfully implemented comparable platforms in similarly-regulated industries.

Company History

Choose Energy, Inc. (“Choose Energy” or “the Company”) is a privately funded company with a vision to offer an unbiased shopping experience for electricity and natural gas. The company is currently expanding its services from Texas to the entire deregulated energy network, including Ohio. With Choose Energy, consumers can do simple comparison shopping and power companies can bid on the commercial business to offer the consumer more power choices for their home or business. Historically the firm has focused on the Texas market given the state’s early competitive supply adoption. In these markets, Jerry Dyess and the rest of his Choose Energy team have built a robust technology platform that utilizes industry API to offer the best, real-time criterion selection for the consumer. Over the past few years the Choose team has perfected these technologies and built a steady network with various utilities and REPs, gaining trust and growing relationships in the northeast and Midwest.

Over the past 5 years, Choose Energy has directed well over 15,000 consumers and commercial entities to REPs in the Texas area. These high volumes have helped Choose stress test the site capacity as well as best tailor the customer acquisition, retention and customer service practices.

Technology

Choose Energy has created the most advanced system that allows customers to shop for energy rates based on price, provider, energy type and many other factors. This allows consumers to gain a greater understanding of their energy choices to make it easier to select an energy provider.

The Company also continues to innovate and provide outstanding power choices for residential and commercial energy customers and now for customers nationwide. It is our mission to provide you with the most up to date information available to help you exercise your power to choose. Everything moves fast in today's world. While it is clear business and residential customers want choice - they also want their information quickly. Choose Energy has created solutions for the deregulated energy market that have made it a leader in online customer acquisitions. More and more customers are looking to the Internet to make all of their buying decisions - including energy. Choose Energy has built the technology and partnerships to take advantage of this and make it the market leader in this high growth segment.

Choose Energy also operates a number of additional energy marketing websites including EnergyTX.com, ElectricityTX.com, PowerToChooseGreen.com, TexasPowerCompany.com, PowerIllinois.com and many others that focus on energy savings for consumers and businesses. While our other sites have more focus on customer education and creating awareness for the consumer, all are dedicated to helping lower your power costs. The addition of multiple websites and our recent expansion into additional deregulated energy markets, Choose Energy is poised to become the most used website for energy related transactions in the U.S today.

Mission

By helping more people switch to lower cost and more competitive Texas power, we will help lower energy prices through competition and help our customers lower their energy bill. This process also helps consumers save time. Many people simply don't know they have Texas power to choose when it comes to their Texas electric company. Well, we aim to change all of that and help create awareness and competition by allowing consumers of Texas electricity to select lower prices, better customer care, and more flexible payment and billing options from an easy to understand comparison chart. We aim to now transform this mission from a Texas focus to a US focus.

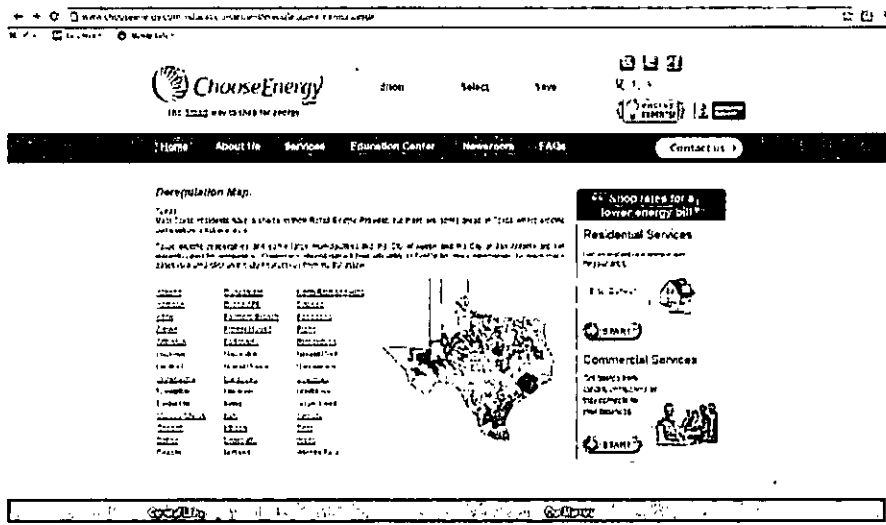
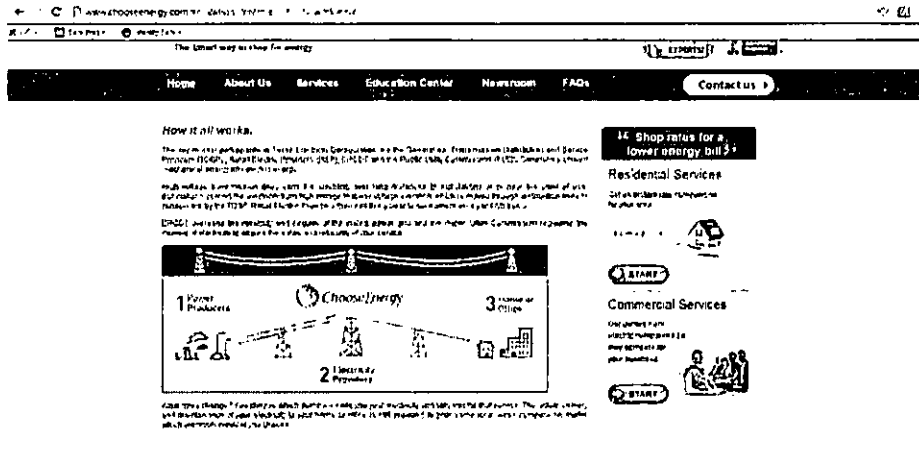
Site Marketing and Customer Focus

Choose Energy aims to make our website easy to navigate for the consumer. We have performed significant testing to maximize site operations and simplify the process of selecting energy for the consumer or commercial entity.



In addition, we have a full part to our website dedicated to educating the consumer about the intricacies, methods, and safety of the competitive retail electricity market. At this point of the site, the consumer gains confidence with the deregulated market mechanisms and can then easily reach out to us at Choose Energy through our support@chooseenergy.com email address to ask any more questions. These are a few of the education page screen shots:

Choose Energy, Inc. – Pennsylvania Power Broker Application
Filled out by: John Tough, 312.450.5253, jtough@chooseenergy.com



Once customers are comfortable with the Choose Energy platform, they are led through a series of steps, inputting the requisite information (such as: zip code, address and estimated energy usage). Choose Energy utilizes the latest in remote desktop server security systems to protect and secure customer information. Choose Energy is compliant with all PII server security requirements.

When browsing the customer can select which options in their electricity are most important to them, either: price, term, provider, pre-pay, most popular, or green options. And with those preferences selected, the consumer receives an optimized outcome specified precisely for their interests. Here is the landing selection site:

Choose Energy, Inc. – Pennsylvania Power Broker Application
Filled out by: John Tough, 312.450.5253, jtough@chooseenergy.com

Company	Contract Type	Contract Value	Contract Term	Contract Status
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46
reliant	11.000000	11.000000	11.000000	0.46

Summary of Experience: Other items of Information (Data Points) that demonstrate technical and managerial competency

We do not contract with customers to combine electric loads. We do assist in the representation for customers to purchase electricity from retail electricity providers.

Over the past 12 months, we have generated over 1,000 residential and 200 commercial lead customers for residential electricity providers in the state of Texas per month. Historically, our commercial accounts average approximately 75,000 KW/Hrs annually and the residential customers average approximately 18,000 KW/H per year, our 1,500 KW/H per month. The average length of our residential contract is just over 10 months, implying that the typical residential customer that uses our site consumes a minimum of 15,000 KW/H of competitive supply energy by finding their REP through our platform. In aggregate, over 7,500 residential customers currently remain with the REP competitive supplier that they discovered through the Choose platform, meaning that Choose customers are consuming over 112.5 million KW/H of electricity over the course of the next 10 months. With our expanding marketing team and enhanced site efficiency, we expect these statistics to increase.

Intended Operations in Pennsylvania

We at Choose Energy, Inc. are looking to bring our historical expertise in SEO, SEM and other direct and indirect sales channels to the Pennsylvania retail electricity market. We aim to assist these REPs enhance their existing customer acquisition methods by driving better understanding of the consumer's options, data and selection criterion. We aim to incorporate the lessons that we have learned expanding in Texas to further educate and convert those consumers that are not benefitting from competitive energy supply. Our target customer base will be greater than the 7,500 customers we currently have utilizing the Choose Energy, Inc. platform in Texas.

Appendix H

Disclosure Statements

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This is an indication that Choose Energy, Inc. has not filed a disclosure for electric generation servicers with the incumbent transmission & distribution suppliers.

Given that Choose Energy will not render or take ownership of electricity and has no plans to become a retail electricity provider, Choose Energy is not filing an electric generation supply disclosure. This disclosure is not relatable to our business model as Choose Energy is solely the lead generation for the retail electricity providers.

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Appendix I

Application Affidavit

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Application Affidavit

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Commonwealth of Pennsylvania:

County of San Mateo :

Choose Energy, Inc Affiant, being duly affirmed according to law, deposes and says that:

He is the Director of Business Development of Choose Energy, Inc.; that he is authorized to and does make this affidavit for said Choose Energy, Inc.

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

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

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

[Signature]

Signature of Affiant

Sworn and subscribed before me this 13th day of September, 2012.

[Signature]

Signature of official administering oath

My commission expires June 14, 2016.



Appendix J

Operations Affidavit

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SECRETARY'S BUREAU**

Operations Affidavit

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SECRETARY'S BUREAU

Commonwealth of Pennsylvania:

County of San Mateo :

Choose Energy, Affiant, being duly affirmed according to law, deposes and says that:

He is the Director of Business Development of Choose Energy, Inc.

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

That John Tough, the Applicant herein, acknowledges that Choose Energy 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 Choose Energy, the Applicant herein, asserts that 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 Choose 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.

That Choose 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.

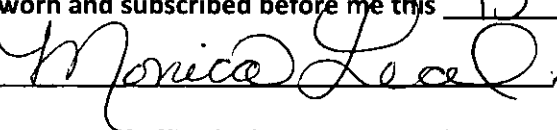
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the 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 13th day of September, 2012.



Signature of official administering oath

My commission expires June 14, 2016



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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix K

Newspaper Publications

- Proof of publication
- Photostatic copy of ad

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SECRETARY'S BUREAU**

Appendix K

Newspaper Publications

Between September 12th – September 16th, each of the seven required newspapers issued public notices for Choose Energy, Inc.

Attached behind this page are the proof of publication and photostatic copy of the notice for the following:

- 1) Johnstown Tribune Democrat (\$145 advertising fee)
- 2) Pittsburgh Post-Gazette (\$465 advertising fee) [add in page]
- 3) Harrisburg Patriot-News (\$540 advertising fee) [add in page]
- 4) Erie Times- News (\$294 advertising fee) [add in page]
- 5) Scranton Times Tribune (\$219 advertising fee) [add in page]
- 6) Williamsport Sun Gazette (\$261 advertising cost) [add in proof]
- 7) Philadel[hia Daily News (\$690 advertising cost) [add in proof]

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE

Application of Choose Energy, Inc. (d/b/a "Choose Energy") for approval to offer Electric Generation Services as a marketer/broker engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania.

Choose Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Choose Energy 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 Choose Energy may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to Choose Energy's attorney at the address listed below.

By and through Counsel: Attorney's Name
Gunderson Dettmer Stough Villeneuve Franklin & Hochligian, LLP

published 1200 Seaport Blvd. Redwood City, CA 94063
that the a Phone: 650-463-5232 / Fax: 877-881-8635

of The Johnstown Tribune-Democrat, Johnstown, PA. on September 13, 2012; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

On this 13th day of September 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 September 13, 2012; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 13th day of September, 2012.

Juan OB

0.00 Lines @	\$2.50 per line	0.00
5.5 Inches @	\$25.00 per inch	137.50
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		145.00

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 _____

AFFIDAVIT OF DISTRIBUTION

STATE OF PA)
COUNTY OF Cumberland)
CITY OF Mechanicsburg)

I, Shannon Garman, being duly sworn on oath now and during all times herein stated, have been the publisher and designated agent of the publication known as,

The Patriot-News ("Publication")

and have full knowledge of the facts herein stated as follows:

The ROP ad for Choose Energy ("Ad/Advertiser") was distributed to the Publication's full circulation on the 14th day of September, 2012.

By: Shannon Garman

Subscribed and sworn to before me
This 17th day of September, 2012.

Shirley A. Owens
Notary Public

Notary Seal:

COMMONWEALTH OF PENNSYLVANIA
Notary Seal
Shirley L. Owens, Notary Public
Lower Paxton Twp., Cumberland County
My Commission Expires Nov. 26, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of **Choose Energy, Inc.** (d/b/a "**Choose Energy**") for approval to offer Electric Generation Services as a marketer/broker engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania.

Choose Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. **Choose Energy** 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 **Choose Energy** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **Choose Energy's** attorney at the address listed below.

By and through Counsel:
**Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP**
1200 Seaport Blvd. Redwood City, CA 94063
Phone: 650-463-5232 / Fax: 877-881-9635



PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

CHOOSE ENERGY INC
3740 N JOSEY LN
CARROLTON TX 75010

REFERENCE: L0005733
2077060 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: 09/14


TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 09/14/12

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE
Application of Choose Energy, Inc. (d/b/a "Choose Energy") for approval to offer Electric Generation Services as a marketer/broker engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania.

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By and through Counsel: Attorney's Name
Gunderson DettmerStough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Blvd. Redwood City, CA 94063
Phone: 650-463-5232/ Fax: 877-881-9635



Sworn to and subscribed before me this

14th day of September 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

EdgCapture Transaction Receipt

Merchant: Times Publishing Company

Date Sep 14, 2012
Time 02:31:13 PM
Transaction ID 20120914FUF0

Transaction Type Sale
Account Type Master Card
Account Number *****7280

Amount \$294.00
Authorization Code 02219P

Name TOUGH, JOHN
Address 3740 N JOSEY LANE SUITE 114
Telephone 650-233-2750

Run Date: Sep 14, 2012
Run Time: 02:31 PM

**PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE**

*Application of **Choose Energy, Inc.** (d/b/a "**Choose Energy**") for approval to offer Electric Generation Services as a marketer/broker engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania.*

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By and through Counsel: Attorney's Name
**Gunderson DettmerStough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Blvd. Redwood City, CA 94063
Phone: 650-463-5232/ Fax: 877-881-9635**



2077064

THE SCRANTON TIMES
ORDER CONFIRMATION

Salesperson: VENTURI SHARON x5270

Printed at 09/11/12 16:06 by svent

Acct#: 568646
CHOOSE ENERGY
JERRY DYESS
SUITE 114
3740 N JOSEY LANE
CARROLLTON TX 75010

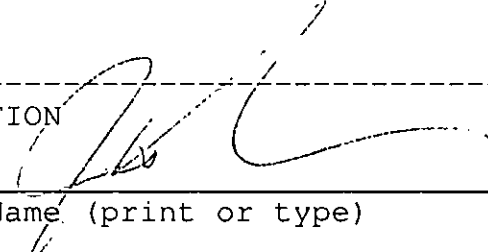
Contact:
Phone: (312)450-5253
Fax#:
Email: jtough@chooseenergy.com
Agency:

Ad#: 81019280 Status: N
Start: 09/12/12 Stop: 09/12/12
Times Ord: 1 Times Run: ****
6COL 1.00 X 46.00 Words: 182
Rate: CLL Cost: 219.30
Class: X1010 LEGALS & PUBLIC NOTICES
Descript: LEGAL NOTICE PENNSYLVANIA
Given by: *
Created: svent 09/11/12 13:45
Last Changed: svent 09/11/12 16:06

PUB	ZONE	ED	TP	START	INS	STOP	SMTWTF
STTT	HOTP		3	S 09/12			
STTT	CL		3	S 09/12			
STIN	INTR		3	S 09/12			

AUTHORIZATION

Under this agreement rates are subject to change with 30 days notice. In the event of a cancellation before schedule completion, I understand that the rate charged will be based upon the rate for the number of insertions used.


Name (print or type)

Name (signature)

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Application of **Choose Energy, Inc.** (d/b/a "**Choose Energy**") for approval to offer Electric Generation Services as a marketer/broker engaged in the business of supplying electricity to the Public in the Commonwealth of Pennsylvania.

Choose Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. **Choose Energy** 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 **Choose Energy** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **Choose Energy's** attorney at the address listed below.

By and through Counsel:
Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP
1200 Seaport Blvd.
Redwood City, CA 94063
Phone 650-463-5232/Fax 877-881-9635



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:

September 13, 2012

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

Florence Devlin

Sworn to and subscribed before me this 13th day of
September, 2012.

Mary Anne Logan
Notary Public

My Commission Expires:

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

Copy of Notice of Publication

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE

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By and through Counsel: Attorney's Name
Gunderson Detmer Stough Villeneuve
Franklin & Hochglan, LLP
1200 Seaport Blvd., Redwood City, CA 94063
Phone: 650-483-5222 / Fax: 650-881-9636



Payment Receipt

Philadelphia Daily News.

Tuesday, September 11, 2012

Transaction Type: **Payment**

Ad Number: **0003012603**

Apply to Current Order: **No**

Payment Method: **Credit Card**

Bad Debt: **-**

Credit Card Number: **XXXXXXXXXXXX1003 - AMEX Jay Webster**

Credit Card Expire Date: **February 2014**

Payment Amount: **\$690.60**

Amount Due: **\$0.00**

Reference Number: **186699**

Charge to Company: **Philadelphia Newspapers Inc**

Category: **Classified**

Credit to Transaction Number:

Invoice Text:

Invoice Notes:

Customer Type: **Transient**

Customer Category:

Customer Status: **Active**

Customer Group: **No Customer Group**

Customer Trade:

Account Number: **600250363**

Phone Number: **4693612971**

Company / Individual: **Company**

Customer Name: **Choose Energy, Inc.**

Customer Address: **3740 North Josey Lane, Suite 114**

Carrollton, TX 75010 USA

Check Number:

Routing Number:

Pittsburgh Post-Gazette

NOTICE OF PAYMENT OR REFUND

Date: 9/12/2012

Acct #: 31674615

ATTENTION:

Account Name: Jay Webster
 Phone Number: 650 - 355 - 5956
 Email: jtough@chooseenergy.com

CHARGE OR REFUND FOR ADVERTISING:

Transaction ID	Time	Type	Account #	Amount	Ad ID	Comment
1 VDME4F8661AC	09/11/1203:14PM	Sale	AmEx 1003	\$465.00	17151434 09/13	Pennsylvaniapublic U

A formal invoice can be mailed or faxed, per your request.

Any questions regarding the above subject matter, please give us a call at 412-263-5050.

Thank you for your continued support of the Pittsburgh Post-Gazette.

Very truly yours,

PITTSBURGH POST-GAZETTE
 Customer Service Department
 412-263-5050

RECEIVED

OCT - 4 2012

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

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**By and through Counsel:
Attorney's Name
Gunderson Dettmer
Stough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Blvd.
Redwood City, CA 94063
Phone: 650-463-5232
/ Fax: 877-881-9635
Choose Energy**

Appendix L

Certificate of Service

RECEIVED

OCT -4 2012

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

Certificate of Service

On this the 13 day of September 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

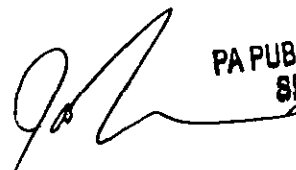
UGI Utilities, Inc.
Attn: Rates Dept. -- Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

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

RECEIVED

OCT - 4 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



JOHN TOUBAT

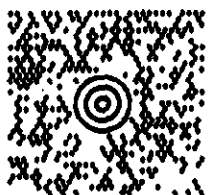
Director of Business Development
Choose Energy, Inc.

JOHN TOUCH
(312) 450-5253
2750 SAND HILL ROAD
PALO ALTO CA 94302

4 LBS 1 OF 1
SHP WT: 4 LBS
DATE: 02 OCT 2012.

SHIP PENNSYLVANIA PUBLIC UTILITY
TO: COMMISSION SECRETARY
KEYSTONE BUILDING, 2ND FL, RM N201

HARRISBURG PA 17120

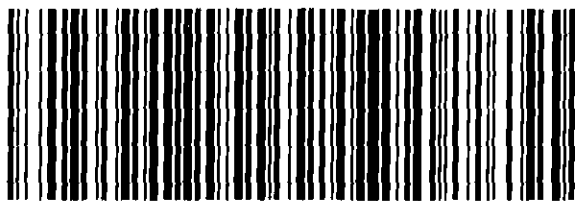


PA 171 9-20



UPS GROUND

TRACKING #: 1Z R37 60V 03 2659 0776



TO: PUC SECRETARY BUREAU (PUC)
Agency: PUC
Floor:
External Carrier: UPS

2012

not used
in return



1ZR3760V0326590776

10/9/2012 9:47:52 AM