

November 13, 2012

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

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Sir/Madam:

Attached for filing are (i) a verified original, and (ii) one copy of L5E, LLC's application as a broker to provide Electric Generation Services to the Public in the Commonwealth of Pennsylvania. Included in a separate sealed envelope marked "Confidential" are certain privileged and confidential financials of Applicant provided to the Commission in response to Question 7.b. A pdf version of the entire application (without the confidential response to Question 7.b) is also included on a cd-rom disk include with the filing. A check in the amount of \$350.00 payable to the Commonwealth of Pennsylvania is included with the verified original application.

If you have any questions regarding the attached filing, please do not hesitate to contact me at 202-422-2582 or via email at jon.moore@5-five.com.

Regards,

Jonathan S. Moore
Member

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of L5E, LLC, d/b/a "5", for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:
L5E, LLC, a Texas limited liability company doing business as "5".
The primary address of applicant is 130 E. John Carpenter Freeway, Irving, TX 75062.
The web address is www.5-five.com. The telephone number of the applicant is 855-275-3483.
- 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.
Applicant's registered agent is Business Filings Incorporated. Their contact information is as follows: 116 Pine Street, Suite 320, Harrisburg, PA 17101.
Phone: 800-981-7183. Fax: 608-827-5501
- 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.
Jonathan S. Moore, Member, 5320 Albemarle Street, Bethesda, MD 20816
Phone: 202-422-2582 Email: jon.moore@5-five.com
Fax Number: 855-329-3483
- 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.

Applicant is not using an attorney for this matter. Our Regulatory Contact, Jonathan Moore, is an attorney but not acting as such in this matter.
- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, FAX number, and e-mail of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

Primary Contact: Josh Coleman, Chief Operating Officer, 130 E. John Carpenter Freeway, Irving, TX 75062. Phone: 855-275-3483
Fax: 855-329-3483 Email: josh.coleman@5-five.com
Alternate Contact: Brian Hayduk, CEO and President, 130 E. John Carpenter Freeway, Irving, TX 75062. Phone: 855-275-3483
Fax: 855-329-3483 Email: brian.hayduk@5-five.com

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2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

The Applicant will be using a fictitious name or doing business as ("d/b/a")

Provide a copy of the Applicant's filing with Pennsylvania's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953. See Exhibit A-1 attached hereto.

or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. See filings attached hereto as Exhibit A-2.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. See filings attached as Exhibit A-3.
- Give name and address of officers.

See Exhibit A-4 attached hereto.

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.

The Applicant has no affiliates.

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

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.

The Applicant proposes to provide energy advisory and brokerage services for electricity and gas customers in the State of Pennsylvania. The Applicant will not take title to energy and proposes to function only as an intermediary in the purchase of energy and related services from third party vendors of electricity and gas suppliers. Applicant's clients are expected to pay suppliers directly for these services and Applicant will not pay electricity or gas invoices on their behalf. In some instances, Applicant may act solely as a consultant to its clients. In those cases, Applicant will bill the clients directly for their services. As noted above, Applicant will not be taking payment from its clients for energy and will not provide bill payment on behalf of such clients.

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

All areas of EDC service territories located within competitive electricity markets in the Commonwealth of Pennsylvania, including, without limitation, Allegheny Power, Citizens' Electric Company, Duquesne Light, Met-Ed, Penelec, Penn Power, JCP&L, WPP, Potomac Edison, Pike County Light & Power Company, PPL, UGI Utilities, Inc. and Wellsboro Electric Company.

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

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

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

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

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

- Yes
- No

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

- Yes
- No

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

Third Party Verification will remain the responsibility of the energy supplier.

- h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.
Upon receipt of approval from the Public Utility Commission.

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.

The Applicant has never been and is not currently the defendant in a criminal or civil proceeding.

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

- 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.

The Applicant has received one complaint from a prospective commercial customer in the State of Texas.

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

This complaint has been addressed with both the Public Utility Commission of Texas and the customer. No complaints have been received from residential customers. A copy of the final findings of the Public Utility Commission of Texas are attached hereto as Exhibit A-5.

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Please see Exhibit A-6 attached hereto.

7. FINANCIAL FITNESS

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

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

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

Please see Exhibit A-7 attached hereto.

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

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years. Confidential financials are filed under seal as Exhibit A-8.
- 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. Josh Coleman, COO, 130 E. John Carpenter Freeway, Irving, TX 75062. Josh.Coleman@5-five.com. Phone: 817-301-3017. Fax: 855-329-3483.

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.

A Tax Certification Statement is attached as Exhibit A-9.

8. TECHNICAL FITNESS:

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

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include: Please see the summary of Applicant's experience attached as Exhibit A-10.

- 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.
Applicant's chief officers are identified on Exhibit A-4. Their resumes are included in the information provided on Exhibit A-10.

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

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

9. DISCLOSURE STATEMENT:

Disclosure Statements: If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.

- Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

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

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

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

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

(Select only one of the following)

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

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

- AGREED

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

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

AGREED

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

AGREED

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

ACKNOWLEDGED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS

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

Please see Exhibit A-11 attached hereto.

- 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.

Please see Exhibit A-12 attached hereto.

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.

The Certification of Publication and notice copies are attached as Exhibit A-13.

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

(Example Publication is provided at Appendix H)

13. SIGNATURE

Applicant: 
 By: Jonathan Moore
 Title: Member

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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: 

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

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Exhibit A-1

Attached is a stamped copy of Applicant's Application for Registration of the Fictitious Name 5.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

5-five or 5

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: 4137780

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SECRETARY'S BUREAU

Moore, Jonathan S.
5320 Albemarle Street
Bethesda, MD 20816

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Registration of Fictitious Name
54 Pa.C.S. § 311

Name Jonathan Moore		
Address 5320 Albemarle Street		
City Bethesda, MD	State MD	Zip Code 20816

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

←

Commonwealth of Pennsylvania
FICTITIOUS NAME 2 Page(s)



Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: 5-five or 5

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: Energy brokerage and advisory services.

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):
130 E. John Carpenter Freeway, Irving, TX 75062
Number and street City State Zip County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

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

L5E, LLC	Limited Liability Company	State of Texas
Name	Form of Organization	Organizing Jurisdiction

130 E. John Carpenter Freeway, Irving, TX 75062

Principal Office Address

Business Filings Incorporated, 116 Pine Street, Suite 320

PA Registered Office, if any

Harrisburg, PA 17101

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

Principal Office Address

PA Registered Office, if any

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

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

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

25th day of Sept. 2012

Individual Signature

Individual Signature

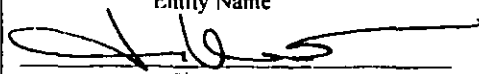
Individual Signature

Individual Signature

L5E, LLC

Entity Name

Entity Name


Signature

Signature

Member

Title

Title

Exhibit A-2

Registration of Applicant as a Foreign LLC in Pennsylvania

Attached is a stamped copy of Applicant's Registration as a Foreign LLC in Pennsylvania.

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SECRETARY'S BUREAU

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Registration - Foreign
(15 Pa.C.S.)
 Registered Limited Liability General Partnership (§ 8211)
 Registered Limited Liability Limited Partnership (§ 8211)
 Limited Partnership (§ 8582)
 Limited Liability Company (§ 8981)

Name			Jonathan S. Moore		
Address			5320 Albemarle Street		
City	State	Zip Code			
Bethesda	MD	20816			

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

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:
LSE, LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:
~~Five~~ LSE, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Jurisdiction: Texas Date of Formation: 12/12/11

4. The (a) address of its initial 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
<u>(b) Name of Commercial Registered Office Provider</u>				
<u>Business Filings Incorporated, 116 Pine Street, Suite 320, Harrisburg, PA 17101</u>				<u>County</u>
<u>Dauphin Co.</u>				

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PA DEPT. OF STATE

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

Number and street City State Zip

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

130 E. John Carpenter Freeway, Irving, TX 75062

Number and street City State Zip

6. ~~For Restricted Professional Limited Liability Company Only. Strike out if inapplicable. The company is a restricted professional company organized to render the following professional service(s):~~

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name Business Address

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

Number and street City State Zip County

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

25th day of Sept, 2012.

L5E, LLC

Name of Partnership/Company



Signature

Jonathan Moore, Member

Title

Exhibit A-3

Applicant's Charter Documentation

Attached hereto is a certified copy of Applicant's Certificate of Formation as filed in The State of Texas on December 12, 2011.

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Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

LSE, LLC
File Number: 801519166

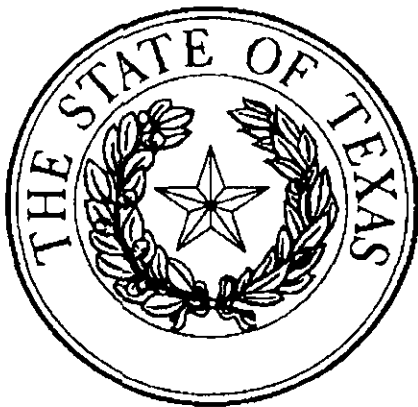
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/12/2011

Effective: 12/12/2011



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

Hope Andrade
Secretary of State

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SECRETARY'S BUREAU

DEC 12 2011

Corporations Section

CERTIFICATE OF FORMATION

OF
LSE, LLC

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Business Organizations Code (the "BOC"), do hereby adopt the following Certificate of Formation for such limited liability company (the "Company"):

ARTICLE I

The name of the Company is LSE, LLC

ARTICLE II

The period of duration of the Company is perpetual from the date this Certificate of Formation takes effect with the Secretary of State of Texas, unless earlier dissolved in accordance with either the BOC or the Limited Liability Company Agreement of the Company.

ARTICLE III

The purpose for which the Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the BOC.

ARTICLE IV

The address of the principal place of business of the Company is:

4617 Redwood Ct.
Irving, Texas 75038

ARTICLE V

The name and address of the initial registered agent of the Company in the State of Texas is:

H. Douglas Baer
Holman Robertson Eldridge, P.C.
5949 Sherry Ln., Ste. 1700
Dallas, Texas 75225-8013

ARTICLE VI

The Company is to be managed by a board of managers. The initial number of members of the board of managers is one (1). The number of members of the board of managers may be adjusted as provided in the Limited Liability Company Agreement of the Company.

The names and addresses of the persons who are to serve as the members of the board of managers of the Company until the first annual meeting of members of the Company or until such persons' successors are elected and qualified is as follows:

H. Douglas Baer
5949 Sherry Ln., Ste. 1700
Dallas, Texas 75225-8013

ARTICLE VII

Any action required by the BOC to be taken at any annual or special meeting of the board of managers, or any action which may be taken at any annual or special meeting of the board of managers, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all members of the board of managers.

ARTICLE VIII

Except as provided in the Limited Liability Company Agreement of the Company, no member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE IX

The right of members to cumulative voting in the election of managers is expressly prohibited.

ARTICLE X

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission by that manager in his or her capacity as a manager, except for liability of a manager for (a) a breach by a manager of his or her duty of loyalty to the Company or its members, (b) an act or omission by that manager not in good faith that constitutes a breach of duty of that manager to the Company or an act or omission by the manager that involves intentional misconduct or a knowing violation of the law by that manager, (c) a transaction by that manager from which that manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of his or her position as a manager, or (d) an act or omission by that manager for which the liability of that manager is expressly provided for by an applicable statute. If the BOC or other applicable law is amended to authorize action further eliminating or limiting the liability of a manager, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the BOC or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

ARTICLE XI

The name and address of the organizer is as follows:

H. Douglas Baer
Holman Robertson Eldridge, P.C.
5949 Sherry Ln., Ste. 1700
Dallas, TX 75225-8013

ARTICLE XII

This document becomes effective when the document is filed by the Secretary of State.

ARTICLE XIII

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

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of December, 2011.



H. Douglas Baer

Exhibit A-4

Names and Addresses of Officers

Name and Address	Title	Telephone Number
Josh Coleman 7204 John McCain Rd. Colleyville, TX 76034	Chief Operating Officer/Partner	817-301-3017
Brian Hayduk 600 Duke Saxony Dr. Lewisville, TX 75067	President and CEO/Partner	917-923-9988
Jonathan Moore 5320 Albemarle Street Bethesda, MD 20816	Chief Strategy Officer/Partner	202-422-2582
Eric Plateis 4617 Redwood Ct. Irving, TX 75038	Chief Risk Officer/Partner	214-208-3801
Jeff Schiefelbein 7614 Lakecrest Circle Irving, TX 75063	Chief Culture Officer/Partner	214-208-3801

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Exhibit A-5

Findings of Texas Public Utility Commission

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Donna L. Nelson
Chairman

Kenneth W. Anderson, Jr.
Commissioner

Rolando Pablos
Commissioner

Brian H. Lloyd
Executive Director



Rick Perry
Governor

Public Utility Commission of Texas

5/22/2012

Ms Clarissa Cabrera
Temple Housing Authority
PO Box 1326
Temple TX 76503

RE: Complaint # CP2012050906

Dear Ms Cabrera:

The Customer Protection Division ("CPD") received your complaint filed against L5E, LLC ("L5E"). Your complaint indicated that although Ms. Barbara Bozon, Executive Director of Temple Housing Authority, signed a Request for Historical Information form with L5E, Ms. Bozon did not sign the Letter of Exclusivity ("LOE"). The Letter of Exclusivity was fraudulent and a sales person, Mr. Keith Leija of L5E, confirmed the falsification of the signature.

During our investigation of your complaint, we required a response from L5E regarding the form. L5E confirmed that Mr. Leija falsified the LOE and he was terminated on 5/14/2012. L5E also informed the Retail Electric Providers that received the LOE of the issue.

Based on the information provided by you and L5E, the CPD has determined that the actions of the company were inconsistent with our Substantive Rule §25.474 (e) regarding written enrollments; therefore, the file may be considered for further review. At this time L5E has notified the providers that were given the LOE; however, please contact our office if you need additional assistance with any provider that is unaware the document was falsified.

Thank you for the opportunity to address your concerns. If we can assist you with future utility concerns, please contact us toll free through our Customer Assistance Call Center at 1-888-782-8477.

Sincerely,

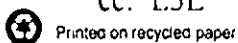
Customer Protection Division
Public Utility Commission of Texas

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SECRETARY'S BUREAU

cc: L5E



An Equal Opportunity Employer

Exhibit A-6
CERTIFICATE OF SERVICE

On this the 13th day of November, 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 non-confidential attachments have been served upon the following:

Office of Consumer Advocate 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120	Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120
Small Business Advocate Commerce Building, Suite 1102 300 North Second Street Harrisburg, PA 17101	Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946
Legal Department West Penn Power d/b/a Allegheny Power 800 Cabin Hill Drive Greensburg, PA 15601-1689	Manager Energy Acquisition PECO Energy Company 2301 Market Street Philadelphia, PA 19101-8699
Regulatory Affairs Duquesne Light Company 411 Seventh Street, MD 16-4 Pittsburgh, PA 15219	Legal Department Attn: Paul Russell PPL Two North Ninth Street Allentown, PA 18108-1179
Legal Department First Energy 2800 Pottsville Pike Reading PA, 19612	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 Attn: EGS Coordination 1775 Industrial Boulevard Lewisburg, PA 17837	Director of Customer Energy Services Orange and Rockland Company 390 West Route 59 Spring Valley, NY 10977-5300
Wellsboro Electric Company Attn: EGS Coordination 33 Austin Street P. O. Box 138 Wellsboro, PA 16901	

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Jonathan Moore, Member

LSE, LLC

Exhibit A-7 Initial Bond

Applicant requests that the bonding requirement be modified based upon its proposal to provide energy consulting services to customers for the procurement of energy. Applicant will not take title to said energy and proposes to function as an intermediary in the purchase of energy and related services from energy suppliers. Clients will pay suppliers directly for these services and Applicant will not pay energy invoices on their behalf.

An original bond in the amount of \$10,000 is attached hereto.

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CONFIDENTIAL

Exhibit A-8 Confidential Financial Records

Response to Question 7.b – Financial Records, Statements and Ratings:

In order to demonstrate financial fitness, Applicant's financial statements for the three and nine months ending September 30, 2012 are attached hereto and filed as confidential and privileged information.

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Exhibit A-9 – Information in Response to Question 7 on Tax Certification Statement

Applicant (LSE, LLC) provides energy procurement services for its clients by assisting in the selection of products and suppliers for both electricity and natural gas service. Applicant does not provide gas or electricity supply directly to its clients and is not an Aggregator as defined by the Commission (Applicant does not take title to electricity or gas). Applicant is applying for a license to provide electric generation services as it seeks to conduct business in Pennsylvania as a Broker/Marketer and Energy Consultant.

After Applicant's license is approved, Applicant's clients will contract as a consumer directly with the supplier of electricity or natural gas as the case may be. Applicant will maintain contracts with each of its client's energy suppliers and will use its reasonable efforts to ensure that contract qualifications and specifications are met. The contracts between Applicant and such suppliers will contain language that obligates such suppliers to pay any sales tax that may be due according to prevailing laws and taxing authorities. As noted earlier in this application, Applicant does not assume title to electricity or natural gas, not does it generate invoices or collect payments from end use customers. Upon execution and fulfillment of a client's contract with a supplier, the physical energy or natural gas will transfer directly from the supplier to the client.

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Exhibit A-10 – Technical Fitness
LSE, LLC

We formed 5 (the “Company”) to manage energy purchases for commercial and residential customers. Organizations and homeowners realize they are exposed to increasingly volatile energy prices. There is a need to manage this exposure in the same way they manage other market based financial exposures. The challenge for consumers is the overabundance of suppliers and products combined with ever changing commodity prices.

The Company introduces unique and innovative products that allow our sales team to effectively advise and broker electricity service between end users and licensed power and natural gas suppliers. A transformative proprietary web-based portal is being developed that provides for a seamless and transparent integration of customers, suppliers and market information. The team has extensive experience in similar portal development.

As an independent energy advisor whose only business is serving customers, 5 will use the portal and other tools to reach across the spectrum of suppliers and products to better service customers. 5 will not take title to any commodities and suppliers will provide all billing and required customer service. 5’s market expertise, training, platform and culture will allow our people to provide customers with superior service and improved management of energy price risk.

Prior to founding 5, Brian Hayduk, Josh Coleman, Eric Plateis, and Jeff Schiefelbein managed and restructured First Choice Power (FCP - subsidiary of PNM Resources), a leading provider of electricity to commercial and residential customers in Texas. The above team was established at FCP in 2009 after record losses in 2008. For 2009, the business achieved a year over year positive EBITDA change of almost \$100M. After continued record earnings, growth and debt repayment, the business was sold to Direct Energy in late 2011 for \$270M.

KEY DIFFERENTIATORS

5 has the ability and products to create scale in an industry challenged by the inability to efficiently provide products and services to larger numbers of customers. 5’s team has vast operational and analytical experience in retail energy markets. Members of the 5 team were the lead architects of the “best in industry” broker portal while at First Choice Power. The portal created dramatic efficiencies for both the broker and FCP that were critical to FCP’s unprecedented growth (6 consecutive quarters of double digit commercial business growth).

Key differentiators for 5 will ultimately include:

- Proprietary market analytics and product decision engine
- Knowledge of retail energy industry (risk, trading, systems, pricing models, etc.)
- Unique broker and customer facing portal
- Depth of industry relationships

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- Agent network for lead generation

CURRENT BUSINESS SUMMARY

Applicant is a broker in good standing in Texas, New York, Maryland, Michigan and the District of Columbia. Applicant has been doing business in Texas/ERCOT since February 2012 and has brokered energy sales with over 250 commercial customers and over 200 residential customers with over 135 million annual Kwh of load. The State of Texas does not require electricity brokers to be licensed; however, Applicant is licensed as an aggregator in the State of Texas. Applicant received its license as an electricity broker in the State of Maryland on August 15, 2012 and in the District of Columbia on September 14, 2012. Applicant serves several commercial accounts in Maryland (BG&E and PEPCO).

MANAGEMENT

The management team has extensive experience in all aspects of the deregulated energy industry throughout North America and has served many Fortune 500 companies in multiple markets.

Brian Hayduk

Brian has been in the deregulated electricity market since it began in the late 1990s. His most recent role was as President of First Choice Power (FCP) where he had responsibility for all company operations and led the business to record growth and profit. His background includes corporate strategy, business development and marketing, M&A, portfolio management and development of retail business units in deregulated electricity markets throughout North America.

Prior to FCP, he served as co-founder and President of Juice Energy, Inc., a retail electric provider in three states, including Texas. He previously served as a Senior Vice President at Constellation NewEnergy where his responsibilities encompassed half of the company revenue (approx. \$2B) and he helped profitably grow its retail businesses throughout North America from 4,000 to 16,000 megawatts. Brian's on the board of Keep Lewisville Beautiful and encourages 5 to engage in sustainable practices. He's the only 5 partner who can claim pizza making and fishing boat mate on his resume.

M.S. Environmental Science, SUNY College of Environmental Science and Forestry; B.A. Economics, Lehigh University

Jon Moore

Jon Moore served as Executive Vice President at Beowulf Energy LLC from 2008-2011. Beowulf Energy is a private power and infrastructure company with expertise in the development, acquisition and long-term operation of power generation and infrastructure projects. Jon also recently served as a director of MX Holdings. In 2006, Jon co-founded Juice Energy, Inc., a green-focused energy retailer, where he served as CEO from 2006 until 2008. From 2002 until 2006, he was COO of Constellation NewEnergy (“NewEnergy”). Under Jon’s leadership, NewEnergy grew into the nation’s largest competitive supplier of electricity with over 16,000MW.

From 1994 until 2002, Jon worked for The AES Corporation (“AES”), where he was part of the senior management team that led AES’s acquisition of NewEnergy Ventures, which was one of the first companies to offer electricity to commercial and industrial customers in deregulated markets. In 2002, Jon was part of the team that negotiated the sale of AES’s retail electricity business to Constellation Energy Group. Mr. Moore worked as a transactional attorney with O’Melveny & Myers in Washington, D.C. from 1988 to 1994. Jon’s also the only partner in 5 with two national championship rings.

JD from Yale Law School; Magna Cum Laude from Princeton University’s Woodrow Wilson School

Eric Plateis

Eric has 30 years of experience in commodity trading and risk management. Eric’s most recent experience was as Vice President of Portfolio Risk Management at First Choice Power, where he was responsible for all of the supply and risk management activities as well as retail pricing and load forecasting activities. Eric’s previous roles include Senior Supply Officer for Juice Energy, Vice President of fixed price Natural Gas Trading at Bank of Montreal and Vice President of Trading at Constellation where Eric was responsible for the West and ERCOT region structured portfolios. Eric has been interviewed on McNeil Lehrer Hour and presented to the Argentine Consulate on hedging and risk management. He’s also held Board seats at the Commodity Exchange, Inc., NYMEX and was Vice Chair of the COMEX Governors Committee.

Eric started his career in the “Pits” on the floor of the New York commodities exchanges where he traded for his own personal account; an experience he is always happy to share with anyone foolish enough to ask.

B.A. Accounting, Boston University

Jeff Schiefelbein

Jeff Schiefelbein has worked in the deregulated energy business for the past 8 years and most recently served as the Vice President of Sales at First Choice Power. Jeff has a proven track record of leadership and innovation through his extensive experience in sales, company start-up, technology development, personal coaching, and strategic management. He has also been recognized nationally for the creation and implementation of two highly successful nonprofit corporations.

While at First Choice Power, Jeff developed a unique multi-team approach to sales that led to 6 straight quarters of double-digit growth. Jeff also launched an industry-leading online pricing

portal that increased scale while reducing overhead. He continues to impact thousands each year through his motivational speaking and guest lecturing activities. Jeff is the recipient of the national Daily Points of Light Award, the Texas Governor's Volunteer Service Award and has been featured on ABC's "Volunteers Across America". Also, ask him about his run on Broadway sometime.

B.B.A. Small Business and Entrepreneurship, Texas A&M University

Josh Coleman

Josh has worked in the energy business for his entire 27-year career as both a commercial/industrial energy manager, as well as in various operations leadership roles with retail electric providers. Most recently, Josh served as First Choice Power's Vice President of Operations during a period of unprecedented profitability and growth that was coupled with record levels of customer satisfaction. While at First Choice Power and TXU, Josh refined his expertise in all aspects of operations, customer care, billing, credit/collections and contracting in the deregulated energy market.

Prior to entering the retail electric business, Josh worked in a variety of energy management and facilities leadership roles at Invensys, Teccor Electronics and Texas Instruments. Josh is the Board Chair for Camp Summit, an organization that promotes personal growth and independence through outdoor experiences for people with disabilities. Josh also enjoys his status as the only member of the 5 leadership team that has been paid to swim with a pig.

B.S. Mechanical Engineering, Texas A&M University; Professional Engineer, State of Texas (inactive)

Exhibit A-11

APPLICATION AFFIDAVIT

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SECRETARY'S BUREAU

District of Columbia
(Commonwealth/State) of _____ :

: ss.

County of _____ :

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

He is the Chief Strategy Officer of LSE, LLC;

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

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

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

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

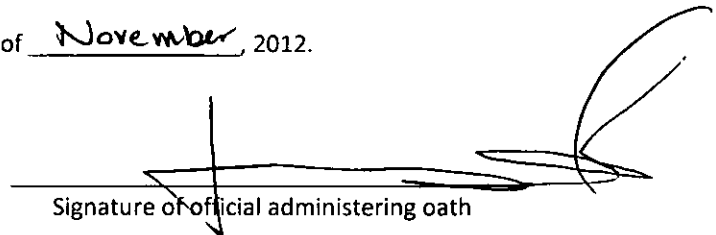
That the Applicant herein LSE, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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



Signature of Affiant

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



Signature of official administering oath

Jennifer McCord
Notary Public, District of Columbia
My Commission Expires 9/14/2014

My commission expires _____

Exhibit A-12
OPERATIONS AFFIDAVIT

District of Columbia
[Commonwealth/State] of _____ :

ss.

County of _____ :

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

He is the Chief Strategy Officer of LSE, LLC;

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

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

That LSE, LLC, 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 LSE, LLC, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971

(P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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

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

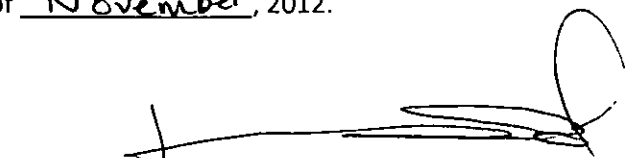
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



Signature of Affiant

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


Signature of official administering oath

Jennifer McCord
Notary Public, District of Columbia
My Commission Expires 9/14/2014

My commission expires _____

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Exhibit A-13 Certificate of Publication

Attached is a Certificate of Publication and a copy of the notice filed in each of the seven newspapers listed in item 12.

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SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA }
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
 Application of L5E, LLC (d/b/a "5") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.
 L5E, LLC 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. L5E, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider

this application without a hearing. Protests directed to the technical or financial fitness of L5E, LLC may be filed within 15 days 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 L5E, LLC at the address listed below.
 By and through:
 Jonathan Moore
 L5E, LLC
 5320 Albemarle Street
 Bethesda, MD 20816
 Phone: 202-422-2582
 FAX: 855-329-3483

On this 29th day of October 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,

Johnstown Pa. in the County of Cambria, and Commonwealth of Pennsylvania and copy of a notice in the above matter published in said publication in the regular issues Democrat, Johnstown, PA, on October 25, 2012; and that the Affiant is not tter of said notice or advertising and that all of the allegations as to time, place and n are true.

Christine Marhefka
STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 29th day of October, 2012.

Juan Ohs

52 Lines @	\$2.50 per line	130.00
0.00 Inches @	\$25.00 per inch	0.00
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		137.50

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

 (Name of Newspaper)

RECEIVED

By _____

NOV 13 2012

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

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

LSE LLC
JON MOORE
5320 ALBEMARIE STREET BETHESDA MD 20816

Account # 570557
Order # 81050705
Ad Price: 196.10

Gina Krushinski

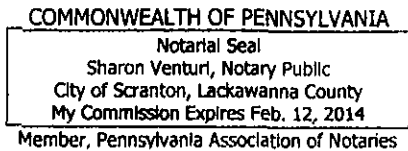
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

10/25/2012

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

Sworn and subscribed to before me
this 25th day of October A.D., 2012

Sharon Venturi
(Notary Public)



RECEIVED

NOV 13 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Application of LSE, LLC (d/b/a "5") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

LSE, LLC 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. LSE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of LSE, LLC may be filed within 15 days of this notice with the Secretary of the

shall make payment thereof without delay to Linda S. Kollatt, 33 North Worcester Street, Norton, MA 02766, or to David S. Shulenberg, 2012 North Washington Avenue, Scranton, PA 18509, Co-Executors, or to Paul D. Horger of Oliver Price and Rhodes, Attorney for the Estate, 1212 South Abington Road, PO Box 240, Clarks Summit, PA 18411.

Oliver, Price & Rhodes
Attorneys

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

LSE LLC
5320 ALBEMARLE ST
BETHESDA MD 20816

REFERENCE: L0005777
2085689 PUC NOTICE

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

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

PUBLISHED ON: 10/26

TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 10/26/12

RECEIVED

NOV 13 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of LSE, LLC (d/b/a "S") for Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

LSE, LLC 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. LSE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of LSE, LLC may be filed within 15 days 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 LSE, LLC at the address listed below.

By and through: Jonathan Moore
LSE, LLC
5320 Albemarle Street
Bethesda, MD 20816
Phone: 202-422-2582
FAX: 855-329-3483

2085689

Sworn to and subscribed before me this

26th day of October 2012 Affiant: Debra McGraw

NOTARY: Barbara J. Moore

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

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

The Patriot-News
Now you know

L5E, LLC
5320 ALBEMARLE STREET

BETHESDA MD 20816

RECEIVED
NOV 13 2012
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

Holly Blain, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

PUBLICATION COPY

This ad # 0002235105 ran on the dates shown below:

October 26, 2012

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of L5E, LLC (d/b/a "5")
For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation, Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
L5E, LLC 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. L5E, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of L5E, LLC may be filed within 15 days 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 L5E, LLC at the address listed below.
By and through: Jonathan Moore
L5E, LLC
5320 Albemarle Street
Bethesda, MD 20816
Phone: 202-422-2582
FAX: 855-329-3483

Holly Blain
Sworn to and subscribed before me this 01 day of November, 2012 A.D.
Sherrie L. Owens
Notary Public

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

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:

October 25, 2012

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



Sworn to and subscribed before me this 25th day of
October, 2012.


Notary Public

My Commission Expires:

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

Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of LSE, LLC (d/b/a "5") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.
LSE, LLC 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. LSE, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of LSE, LLC may be filed within 15 days 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 LSE, LLC at the address listed below.
By and through: Jonathan Moore
LSE, LLC
5320 Albemarle Street
Bethesda, MD 20816
Phone: 202-422-2582
FAX: 855-329-3483

RECEIVED

NOV 13 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

25 of October, 2012

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

H. Java

PG Publishing Company

Sworn to and subscribed before me this day of:
October 25, 2012

Melanie L. Goodwin

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Melanie L. Goodwin, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires May 12, 2014

Member, Pennsylvania Association of Notaries

RECEIVED

NOV 13 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

L5E
5320 ALBEMARLE ST
Attn: Jonathan Moore
BETHESDA MD 20816-1827

To PG Publishing Company

Total ----- \$405.00

Publisher's Receipt for Advertising Costs

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

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

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

By *Theresa Green*

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

**COPY OF NOTICE
OR PUBLICATION**

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Application of L5E, LLC (d/b/a "5") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

L5E, LLC 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. L5E, LLC proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of L5E, LLC may be filed within 15 days 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 L5E, LLC at the address listed below.

By and through:
Jonathan Moore
L5E, LLC

5320 Albemarle Street
Bethesda, MD 20816
Phone: 202-422-2582
FAX: 655-329-3483

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

October 27, 2012

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

LEGAL NOTICES

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE

Application of LSE, LLC (d/b/a "5") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/ Broker Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of LSE, LLC may be filed within 15 days 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 LSE, LLC at the address listed below.

By and through:
Jonathan Moore
LSE, LLC
5320 Albemarle Street
Bethesda, MD 20816
Phone: 202-422-2582
FAX: 855-329-3483

THE S
and cc

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 30th day of October 2012

Cathy A. Billey

Notary Public

RECEIVED
NOV 13 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$ 226.12
Probated same.....\$
Total.....\$ 226.12

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

From: (202) 422-2582
Jonathan Moore

Origin ID: OBTA



J12201206201325

5320 Albemarle Street
BETHESDA, MD 20816

Ship Date: 13NOV12
ActWgt: 1.0 LB
CAD: 103933403/NET3300

Delivery Address Bar Code



SHIP TO: (717) 783-5242

BILL SENDER

Secretary
Pennsylvania Pub. Utility Comm.
Keystone Building
2nd Floor, Room N201
HARRISBURG, PA 17120

Ref #
Invoice #
PO #
Dept #

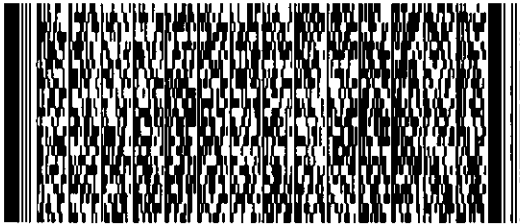
WED - 14 NOV A1
STANDARD OVERNIGHT

TRK# 7940 6059 4613

0201

17120
PA-US
MDT

ZN MDTA



5:5G3/EE3B/AA44

After printing this label:

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

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

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.