



Eckert Seamans Cherin & Mellott, LLC  
213 Market Street  
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Harrisburg, PA 17101

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Deanne M. O'Dell  
717.255.3744  
dodell@eckertseamans.com

July 25, 2013

**Via Hand Delivery**

Rosemary Chiavetta, Secretary  
PA Public Utility Commission  
PO Box 3265  
Harrisburg, PA 17105-3265

Re: Application of DWP Energy Holdings, LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a Supplier of Electric Power to the public in the Commonwealth of Pennsylvania, Docket No. 2013-

Dear Secretary Chiavetta:

On behalf of DWP Energy Holdings, LLC enclosed for filing please find the original application to offer, render, furnish, or supply electricity or electric generation services as a Supplier of Electric Power to the public in the Commonwealth of Pennsylvania along with a check in the amount of \$350 for the filing fee. Please note that Attachments B and C contain confidential material and should be handled accordingly.

Parties have been served in accordance with the attached Certificate of Service. Attachments B and C are only being provided to the parties listed on the attached Certificate of Service by request only.

Sincerely,

Deanne M. O'Dell

DMO/lww  
Enclosure

cc: Cert. of Service w/enc.

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# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of DWP Energy Holdings, LLC, d/b/a \_\_\_\_\_, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Supplier of Electric Power 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:

DWP Energy Holdings, LLC  
777 Figueroa Street, Suite 3200  
Los Angeles, CA 90017-5830  
Phone: 888-254-2075  
Fax: 866-559-7236  
www.dwpenergy.com

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

DWP Energy Holdings, LLC  
116 Pine Street, Suite 320  
Harrisburg, PA 17101  
Phone: 888-254-2075  
Fax: 866-559-7236

- 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.

Patrick Maloney  
CEO, DWP Energy Holdings, LLC  
777 Figueroa Street, Suite 3200  
Los Angeles, CA 90017-5830  
Phone: 888-254-2075  
Fax: 866-559-7236  
pmaloney@dwpenergy.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.

Deanne M. O'Dell, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg, PA 17101  
(717) 255-3744 (phone)  
(717) 237-6019 (fax)  
dodell@eckertseamans.com

- 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.

Patrick Maloney  
CEO, DWP Energy Holdings, LLC

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Los Angeles, CA 90017-5830  
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Fax: 866-559-7236  
pmaloney@dwpenergy.com

## 2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

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

**OR**

X 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**

X The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

**SEE ATTACHMENT A**

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

**DELAWARE; SEE ATTACHMENT A**

- Give name and address of officers.

Patrick Maloney  
CEO, DWP Energy Holdings, LLC  
777 Figueroa Street, Suite 3200  
Los Angeles, CA 90017-5830  
Phone: 888-254-2075  
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pmaloney@dwpenergy.com

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### 3. AFFILIATES AND PREDECESSORS

*(both in state and out of state)*

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

Applicant does not have any affiliates doing business.

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

Applicant does not have any predecessors 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 is proposing to provide electric generation services as a supplier engaged in the business of supplying electricity to the public in the service territory of PPL, PECO, Duquesne, MetEd, Penelec, Penn Power, UGI, West Penn, Citizen's Electric Company, Orange & Rockland Company, Wellsboro Electric Company.

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

Pennsylvania Power and Light (PPL), PECO Energy Company, Duquesne Light Company, MetEd, Penelec, Penn Power, UGI Utilities, West Penn Power d/b/a Allegheny Power, Citizen's Electric Company, Wellsboro Electric Company, Pike Country Light and Power

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

DWP Energy Holdings, LLC will contract with a Third Party Verification provider that will provide the service telephonically following the Commission's regulations, orders and guidelines.

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

September 2013

## 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.

DWP Energy Holdings, LLC, nor any affiliate, predecessor of either, or any person identified in this application, has been the defendant of a criminal or civil proceeding within the last five (5) years.

- 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.

DWP Energy Holdings, LLC, nor any affiliate, predecessor of either, or any person identified in this application, has received no actions or complaints.

- 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

*(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:

### SEE ATTACHMENT H

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.

### SEE ATTACHMENT H

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

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

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

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

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

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

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

## 7. FINANCIAL FITNESS

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

X 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.

### SEE ATTACHMENT B

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:

### SEE ATTACHMENT B

- 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.

Patrick Maloney  
777 Figueroa Street, Suite 3200

Los Angeles, CA 90017-5830  
Phone: 888-254-2075  
Fax: 866-559-7236  
[pmaloney@dwpenergy.com](mailto:pmaloney@dwpenergy.com)

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

**SEE ATTACHMENT B**

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

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

## 8. TECHNICAL FITNESS:

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

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

### SEE ATTACHMENT C

- 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.

### SEE ATTACHMENT D

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.

**SEE ATTACHMENT E**

## 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.

X      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).

X      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.

X      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.

X      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.

X      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.

X      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.

X      AGREED

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

X PAYMENT ENCLOSED

## 11. AFFIDAVITS

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

**SEE ATTACHMENT F**

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

**SEE ATTACHMENT F**

## 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.

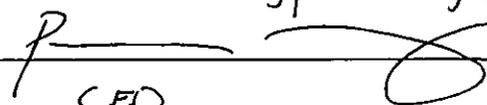
Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

**SEE ATTACHMENT G**

	<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: DWP Energy Holdings, LLC  
 By:   
 Title: CEO

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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:** DWP ENERGY HOLDINGS, LLC

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	

Applicant's Use

PUC Secretary's Bureau Use

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JUL 25 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

<b>Attachment</b>	<b>Description</b>	<b>Application Section</b>
Attachment A	Corporate Documentation	2B
Attachment B	<b><u>CONFIDENTIAL (FILED UNDER SEAL)</u></b> Financial Projections Letter of Credit Tax Certification Statement	7B 7A 7D
Attachment C	<b><u>CONFIDENTIAL (FILED UNDER SEAL)</u></b> Technical Fitness	8A
Attachment D	Resume of Officers	8B
Attachment E	Disclosure Statement	9
Attachment F	Application Affidavit Operations Affidavit	11A 11B
Attachment G	Copy of Newspaper Publications	12
Attachment H	Certificate of Service	6A: 6B

# ATTACHMENT A

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DWP Energy Holdings, LLC

Electric Generation Supplier License Application

**Attachment A**  
**Corporate Documentation**

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JUL 25 2013

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 CERTIFICATE OF FORMATION OF "DWP ENERGY HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2013, AT 5:09 O'CLOCK P.M.

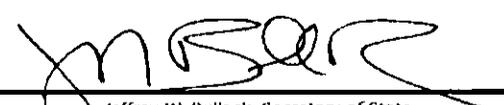
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0411054

DATE: 05-07-13

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

First: The name of the limited liability company is \_\_\_\_\_  
DWP Energy Holdings, LLC

Second: The address of its registered office in the State of Delaware is \_\_\_\_\_  
160 Greentree, Suite 101 in the City of Dover  
Zip code 19904. The name of its Registered agent at such address is  
National Registered Agents, Inc.

Third: (Use this paragraph only if the company is to have a specific effective date of  
dissolution: "The latest date on which the limited liability company is to dissolve is  
\_\_\_\_\_".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

6th day of May 2013 .

By:   
Authorized Person (s)

Name: Patrick Maloney

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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

MAY 17, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

DWP Energy Holdings, LLC

I, Carol Alchele, Secretary of the Commonwealth of Pennsylvania  
do hereby certify that the foregoing and annexed is a true and correct  
copy of

1 Application for Registration filed on May 13, 2013  
which appear of record in this department.

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

*Carol Alchele*

Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

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 BELINDA SCHORY  
PENNCORP SERVICEGROUP, INC.  
Address 600 NORTH SECOND ST. 33024  
City PO BOX 1210 Zip Code 17108-1210  
HARRISBURG, PA

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

Commonwealth of Pennsylvania  
APPLICATION FOR REGISTRATION 3 Page(s)



T1313841022

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:  
DWP Energy Holdings, 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:  
DWP Energy Holdings, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:  
Jurisdiction: Delaware Date of Formation: 05/06/2013

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
(b) Name of Commercial Registered Office Provider <u>National Registered Agents, Inc.</u>				County <u>Dauphin</u>

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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:

160 Greentree Drive, Suite 101	Dover	DE	19904
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:

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
-------------------	------	-------	-----	--------

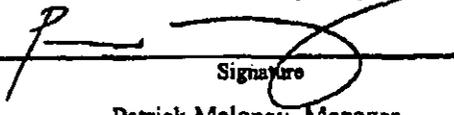
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

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 PA. DEPT. OF TREASURY

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

9th day of May, 2013.

\_\_\_\_\_  
 DWP Energy Holdings, LLC  
 Name of Partnership/Company

  
 Signature

Patrick Maloney, Manager  
 Title

**ATTACHMENT B**

**CONFIDENTIAL**

**(FILED UNDER SEAL)**

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**ATTACHMENT C**

**CONFIDENTIAL**

**(FILED UNDER SEAL)**

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# ATTACHMENT D

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**Attachment D  
Resume of Officers**

**Patrick Maloney, Chief Executive Officer (CEO)**

Mr. Patrick Maloney has extensive experience in the retail energy space. Most recently, Mr. Maloney served as the founding team member, CIO and Head of Strategic Market Development, Business Launch Management, Marketing Operations, Technology, and Regulatory Affairs for Independence Energy Group LLC. In this capacity, he was responsible for the strategic development and launch of a startup retail energy provider that became licensed and operational in 6 states and 17 utility footprints, and serviced over 50,000 customers in less than 9 months of operations. Prior to this role, Mr. Maloney served as the founding team member, Director of Strategic Market Development, Director of Operations, and Director of Technology for Energy Plus Holdings LLC, a startup retail energy provider that grew to over 190,000 customers and 200 employees in less than 5 years. Mr. Maloney holds a BA in Philosophy, Politics, and Economics from the University of Pennsylvania.

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# ATTACHMENT E

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DWP Energy Holdings, LLC

Electric Generation Supplier License Application

**Attachment E  
Disclosure Statement**

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JUL 25 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

### Disclosure Statement Format

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

#### Background

- We at DWP Energy Holdings, LLC are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-XXXX-XXXXXXX.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- You will receive a single bill from your utility that will contain distribution utility name charges and DWP Energy Holdings, LLC charges.
- Right of Rescission - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

#### Definitions

- Generation Charge - Charge for production of electricity.
- Transmission Charge - Charge for moving high voltage electricity from a generation facility to the distribution lines of an electric distribution company.
- Non-basic Charges –

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

#### Terms of Service

1. (a) **Basic Service Prices** - *Itemize Basic Services you are billing for and their prices.*
  - You will pay [EGS rate to be determined at execution of contract] per kWh for electric generation service.
  - You will pay TBD per kWh for electric transmission service.

(b) **Nonbasic Service Prices** –

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

2. **Length of Agreement**

You will buy your electricity generation service for the above street address from DWP Energy Holdings, LLC beginning [DATE] through [DATE OF EXPIRATION, IF ANY]

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SECRETARY'S BUREAU

**Disclosure Statement Format (Continued)**

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

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

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

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

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

**5. Penalties, Fees and Exceptions - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.**

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

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

**[AT THIS TIME, APPLICANT IS STILL REVISING THE SPECIFIC TERMS IT WILL OFFER AND ONCE DEVELOPED WILL EXPLAIN THEM HERE]**

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

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you two advance written notices either in our bills or in separate mailings between 45 and 90 days before either the expiration date or the effective date of the changes. We will explain your options in these two advance notices.

**8. Dispute Procedures**

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

**9. Contact Information**

Generation Supplier Name: DWP Energy Holdings, LLC

Address: 777 Figueroa Street, Suite 3200  
Los Angeles, CA 90017-5830

Phone Number: 888-254-2075

Internet Address: www.dwpenergy.com

Electric Distribution Company Name: [INSERT]

**Disclosure Statement Format (Continued)**

***[THE FINAL CUSTOMER DISCLOSURE STATEMENTS WILL INCLUDE ALL RELEVANT EDC INFORMATION INCLUDING NAME, ADDRESS, PHONE NUMBER, UNIVERSAL SERVICE PROGRAM NAME AND PHONE NUMBER]***

Provider of Last Resort Name:                   \_\_ [INSERT] \_\_\_\_\_

Address:   \_\_ [INSERT] \_\_\_\_\_

  \_\_ [INSERT] \_\_\_\_\_

  \_\_ [INSERT] \_\_\_\_\_

Phone Number:                                   \_\_ [INSERT] \_\_\_\_\_

Public Utility Commission (PUC)

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

Choice Hotline Number:                       1-800-692-7380 \_\_\_\_\_

Universal Service Program Name:            \_\_ [INSERT] \_\_\_\_\_

Phone Number:                                 \_\_ [INSERT] \_\_\_\_\_

# ATTACHMENT F

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**Attachment F**  
**Affidavits**

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JUL 25 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of California :

ss.

County of Los Angeles :

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

[He/she is the CEO (Office of Affiant) of DWP Energy Holdings, LLC (Name of Applicant);]

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

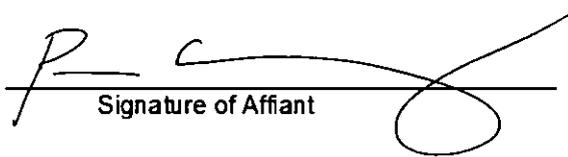
That the Applicant herein DWP ENERGY HOLDINGS, LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

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

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

  
Signature of Affiant

Sworn and subscribed before me this 23<sup>rd</sup> day of July, 2013.

  
Signature of official administering oath

My commission expires 3/14/15

See attached for Jurat.

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**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

~~\_\_\_\_\_  
Signature of Document Signer No. 1~~

~~\_\_\_\_\_  
Signature of Document Signer No. 2 (if any)~~

RECEIVED  
 2013 JUL 25 PM 3:09  
 SECRETARY OF PUBLIC AFFAIRS

State of California  
 County of Los Angeles

Subscribed and sworn to (or affirmed) before me  
 on this 23<sup>rd</sup> day of July, 2013  
Date Month Year

by Patrick Maloney  
 (1) \_\_\_\_\_  
Name of Signer

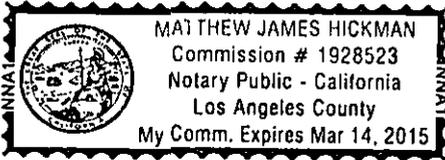
proved to me on the basis of satisfactory evidence  
 to be the person who appeared before me (.) (✓)

(and

(2) \_\_\_\_\_  
Name of Signer

proved to me on the basis of satisfactory evidence  
 to be the person who appeared before me.)

Signature [Signature]  
Signature of Notary Public



Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Further Description of Any Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

<b>RIGHT THUMBPRINT</b> OF SIGNER #1	<b>RIGHT THUMBPRINT</b> OF SIGNER #2
Top of thumb here	Top of thumb here

### OPERATIONS AFFIDAVIT

[Commonwealth/State] of California :

: ss.

County of Los Angeles :

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

[He/she is the CEO (Office of Affiant) of DWP Energy Holdings, LLC (Name of Applicant);]

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

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

That DWP Energy Holdings, 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.

### OPERATIONS AFFIDAVIT (Continued)

That DWP Energy Holdings, 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.

Affiant

[Handwritten Signature]  
Signature of

Sworn and subscribed before me this 23<sup>rd</sup> day of July, 2013.

[Handwritten Signature]  
Signature of official administering oath

My commission expires 3/14/15

See attached for Jurat.

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**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

~~\_\_\_\_\_  
Signature of Document Signer No. 1~~

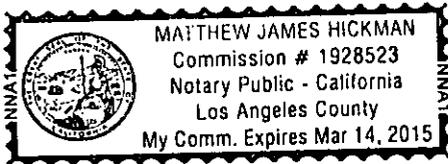
~~\_\_\_\_\_  
Signature of Document Signer No. 2 (if any)~~

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State of California  
 County of Los Angeles

Subscribed and sworn to (or affirmed) before me  
 on this 23<sup>rd</sup> day of July, 2013

by  
 (1) Patrick R. Maloney  
Name of Signer



proved to me on the basis of satisfactory evidence  
 to be the person who appeared before me (.) (.)

(and)  
 (2) \_\_\_\_\_  
Name of Signer

proved to me on the basis of satisfactory evidence  
 to be the person who appeared before me.)

Signature [Handwritten Signature]  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Further Description of Any Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

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Top of thumb here	Top of thumb here

# ATTACHMENT G

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**Attachment G**  
**Copy of Newspaper Publications**

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

# AFFIDAVIT

Commonwealth of Pennsylvania

:  
:  
SS.

County of Dauphin

Deanne M. O'Dell, Affiant, being duly sworn according to law, deposes and says:

That she is an authorized representative of DWP Energy Holdings LLC;

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

That she certifies that she has caused the notice of the filing of DWP Energy Holdings electric generation license application to be published in the following newspapers on the dates shown:

The Erie Times-News	June 15, 2013
The Patriot-News	May 9, 2013
The Johnstown Tribune Democrat	May 9, 2013
The Scranton Times	May 9, 2013
Williamsport Sun-Gazette	May 10, 2013
Pittsburgh Post-Gazette	May 9, 2013
The Philadelphia Daily News	May 17, 2013

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That she is submitting to the Commission the proof of publication from each newspaper in which notice of the application filing was published.

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

*Deanne M. O'Dell*

Signature of Affiant  
Deanne M. O'Dell

Sworn and subscribed before me this 24<sup>th</sup> day of July, 2013.

*Jennifer L. Skoff*  
Signature of official administering oath

My commission expires December 9, 2014

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Jennifer L. Skoff, Notary Public  
City of Harrisburg, Dauphin County  
My Commission Expires Dec. 9, 2014  
Member, Pennsylvania Association of Notaries

PROOF OF PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

ECKERT SEAMANS CHERIN & MELLOTT  
213 MARKET ST 8TH FL  
HARRISBURG PA 17101

REFERENCE: L0004367  
2122154 PUC NOTICE

STATE OF PENNSYLVANIA)  
COUNTY OF ERIE ) SS:

Lisa L. Frampton, 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: 06/15

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 06/15/13

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

*Application of DWP Energy Holdings LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

DWP Energy Holdings 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 supplier of electric power. **DWP Energy Holdings LLC** Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the 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 **DWP Energy Holdings LLC** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **DWP Energy Holdings LLC** attorney at the address listed below.

By and through Counsel:  
Deanne M. O'Dell, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor Harrisburg, PA 17101  
(717) 237-6000 (phone) (717) 237-6019 (fax)

151212154

Sworn to and subscribed before me this

17th day of June 2013 Affiant: Lisa L. Frampton  
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

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The Patriot-News Co.  
2020 Technology Pkwy  
Suite 300  
Harrisburg, PA 17101  
Inquiries - 717-255-8213

The Patriot-News  
Now you know

ECKERT SEAMONS CHERIN & MELLOTT, LLC  
213 MARKET ST.  
8TH FLOOR  
ATTN: SUSAN LONGNECKER  
HARRISBURG PA 17101

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

Marianne Miller, 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 # 0002259476 ran on the dates shown below:

May 09, 2013

Sworn to and subscribed before me this 29 day of May, 2013 A.D.

  
Notary Public

*Well att.*

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Holly Lynn Warfel, Notary Public  
Washington Twp., Dauphin County  
My Commission Expires Dec. 12, 2016  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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PA PUC  
SECRETARY'S BUREAU

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

Application of DWP Energy Holdings LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

DWP Energy Holdings 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 supplier of electric power. DWP Energy Holdings LLC Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the 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 DWP Energy Holdings LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to DWP Energy Holdings LLC attorney at the address listed below.

By and through Counsel:  
Deanne M. O'Dell, Esquire  
Eckert Seamans Cherin &  
Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg, PA 17101  
(717) 237-6000 (phone)  
(717) 237-6019 (fax)

RECEIVED  
2013 JUL 25 PM 3:08  
PA PUC  
SECRETARY'S BUREAU

**COMMONWEALTH OF PENNSYLVANIA } SS**  
*County of Cambria*

PENNSYLVANIA  
 PUBLIC UTILITY COMMISSION  
 NOTICE

Application of DWP Energy Holdings LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

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 (717) 237-6000 (phone)  
 (717) 237-6019 (fax)

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On this 15th day of May A.D. 2013, 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,

County of Cambria, and Commonwealth of Pennsylvania and one matter published in said publication in the regular issues PA, on May 9, 2013; and that the Affiant is not interested in that all of the allegations as to time, place and character of

*Christine Marhefka*

**STATEMENT OF ADVERTISING COSTS**

Sworn and Subscribed before me this  
 15th day of May, 2013.

*Juan Ohs*

0.00 Lines @ \$2.50 per line	0.00
6.5 Inches @ \$25.00 per inch	162.50
Notary Fee	5.00
Clerical Fee	2.50
<b>Total Cost</b>	<b>170.00</b>

COMMONWEALTH OF PENNSYLVANIA  
 Notarial Seal  
 Vivian Ohs, Notary Public  
 City of Johnstown, Cambria County  
 My Commission Expires Dec. 6, 2016  
 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 \_\_\_\_\_

RECEIVED  
 2013 JUL 25 PM 3:00  
 PA PUC  
 SECRETARY'S BUREAU

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

ECKERT SEAMANS CHERIN & MELLOTT  
213 MARKET STREET, 8TH FLOOR  
HARRISBURG PA 17101

Account # 72739  
Order # 81221033  
Ad Price: 228.95

LEGAL NOTICE PENNSYLVANIA

Amanda Kakareka

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

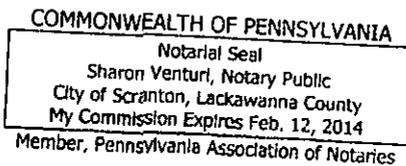
05/09/2013

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 Amanda Kakareka

Sworn and subscribed to before me  
this 9th day of May A.D., 2013

Sharon Venturi

(Notary Public)



LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY  
COMMISSION NOTICE

Application of **DWP Energy Holdings LLC** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

**DWP Energy Holdings 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 supplier of electric power. **DWP Energy Holdings LLC** Company proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

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By and through Counsel:  
Deanne M. O'Dell, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
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Harrisburg, PA 17101  
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(717) 237-6019 (fax)

RECEIVED  
2013 JUL 25 PM 3:08  
PA PUC  
SECRETARY'S BUREAU

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

STATE OF PENNSYLVANIA  
COUNTY OF LYCOMING

SS:

Bernard A. Oravec Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, 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:

May 10, 2013

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

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of DWP Energy Holdings LLC For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer / Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without

Bernard A. Oravec  
Sworn to and subscribed before me  
the 15<sup>th</sup> day of May  
Cathy A. Billey  
Notary Public

SUN-GAZETTE COMPANY  
SECRETARY'S OFFICE  
2013 JUL 25  
PH 3:00  
RECEIVED

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.....\$ 251.16  
Probated same.....\$  
Total.....\$ 251.16

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

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

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

**09 of May, 2013**

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

C. Mohamed

PG Publishing Company

Sworn to and subscribed before me this day of:  
May 09, 2013

Linda M. Gaertner

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Linda M. Gaertner, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires Jan. 31, 2015

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

RECEIVED

2013 JUL 25 PM 3:08

PA PUC  
SECRETARY'S BUREAU

**STATEMENT OF ADVERTISING COSTS**  
ECKERT SEAMANS CHERIN & MELLOTT  
213 Market St., 8th Floor  
Harrisburg PA 17101

To PG Publishing Company

Total ----- \$513.00

### 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 \_\_\_\_\_

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

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By and through  
Counsel:  
Deanne M. O'Dell,  
Esquire  
Eckert Seamans  
Cherin & Mellott, LLC  
213 Market Street,  
8th Floor  
Harrisburg, PA 17101  
(717) 237-6000 (phone)  
(717) 237-6019 (fax)

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

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

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

May 17, 2013

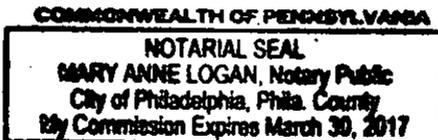
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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



Sworn to and subscribed before me this 17th day of  
May, 2013.

  
Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

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(717) 237-6019 (fax)

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SECRETARY'S BUREAU

# ATTACHMENT H

RECEIVED

2013 JUL 25 PM 3:08

PA PUC  
SECRETARY'S BUREAU

**Attachment H**  
**Certificate of Service**

**RECEIVED**

JUL 25 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**CERTIFICATE OF SERVICE**

On this the 25 day of July 2013, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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

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

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

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

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

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

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

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

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

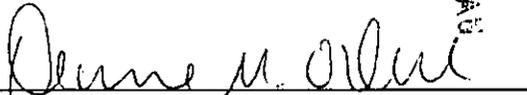
UGI Utilities, Inc.  
Attn: Rates Dept. – Choice Coordinator  
2525 N. 12th Street, Suite 360  
Post Office Box 12677  
Reading, Pa 19612-2677

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 10977-3900

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

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SECRETARY'S BUREAU  
PJC

  
Deanne M. O'Dell, Esquire  
Attorney for DWP Energy Holdings, LLC