

## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Save On Energy, LLC approval to offer, render, furnish, or as a marketer engaged in the business of providing natural gas services to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

Save On Energy, LLC  
1101 Red Ventures Drive  
Fort Mill, SC 29707  
(p) 704-971-2300, (f) 704-971-2303

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

Fusion Business Solutions, Ltd.  
Fusion Energy Group  
Fusion Business Management  
Save On Energy, Ltd.

Address:  
8117 Preston Rd., Suite 300  
Dallas, TX 75225  
(p) 214-707-7687

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

Jenny Collier, Compliance Manager  
1101 Red Ventures Drive  
Fort Mill, SC 29707  
(p/f) 704-227-9575

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

C. Brent Moore, President  
1101 Red Ventures Drive  
Fort Mill, SC 29707  
(p) 214-707-7687  
(f) 704-971-2303

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

Ashley Jones  
1101 Red Ventures Drive  
Fort Mill, SC 29707  
(p/f) 704-909-2150

RECEIVED

JUL 12 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

Registered Agent Solutions, Inc.  
125 Locust Street  
Harrisburg, PA 17101  
(p) 1-888-705-7274  
(f) 1-888-706-7274

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

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

***SaveOnEnergy.com***

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

**or**

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**  
(select and complete appropriate statement)

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.

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.

\* 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 (none)
- 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 \_\_\_\_\_

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicants Articles of Incorporation.

**See attached**

Give name and address of officers.

**C. Brent Moore, President of Save On Energy, LLC  
1101 Red Ventures Drive  
Fort Mill, SC 29707**

The Applicant is incorporated in the state of Texas.

**6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**  
(select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

Does the Applicant have any affiliation with or ownership interest in:

- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
- (b) any other Pennsylvania retail licensed electric generation supplier or licensee applicant,
- (c) any Pennsylvania natural gas producer and/or marketer,
- (d) any natural gas wells or
- (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

Provide specific details concerning the affiliation and/or ownership interests involving:

- (a) any natural gas producer and/or marketers,
- (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

Provide the Pa PUC Docket Number if the applicant has ever applied:

- (a) for a Pennsylvania Natural Gas Supplier license, or
- (b) for a Pennsylvania Electric Generation Supplier license.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

**or**

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

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

The Applicant is presently doing business in Pennsylvania as a:

- natural gas interstate pipeline
- municipal providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- Other (identify the nature of service being rendered):

Save On Energy, LLC intends to offer consultation services to residential consumers who call one of our dedicated 800-numbers. Save On Energy, LLC also intends to list electricity and gas partners' products and service offerings to residential consumers via our many marketplace websites allowing for online shopping and enrollment. Save On Energy, LLC offers lead forms on our marketplace websites for commercial shoppers to enter their contact information if they wish to receive electricity or gas service rates for their business. Save On Energy, LLC may pass commercial lead contact information to energy partners in order for them to contact the commercial clients directly, or Save On Energy, LLC may contact those businesses from an internal sales center and provide quotes on our partners' behalf.

**or**

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Supplier of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
- Aggregator engaged in the business of supplying natural gas services
- Other (describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

Save on Energy, LLC will provide consultation services to residential and commercial gas consumers who call one of our 800 numbers after shopping our comparison website. This websites contain a list of our partners' gas products and/or services and allows for comparison shopping and enrollment. Commercial consumers have the option of completing a lead form on our website, which grants permission for Save On Energy, LLC to contact the consumer directly or pass the contact information on to the energy provider whose rates we are presenting.

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

Allegheny Power (West Penn Power)	Penn Power
Duquesne Light Company	Pennsylvania Power and Light (PPL)
MetEd/First Energy	Philadelphia Electric Company (PECO)
Penelec/First Energy	Columbia Gas of Pennsylvania

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential customers
- Commercial customers – (Less than 6,000 Mcf annually)
- Commercial customers – (6,000 Mcf or more annually)
- Industrial customers
- Governmental customers
- All of the above
- Other (describe):

12. **START DATE:** The Applicant proposes to begin delivering services on 10/23/2012. (approximate date)

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky  
Office of Consumer Advocate  
5<sup>th</sup> Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120

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

William R. Lloyd, Jr.  
Commerce Building, Suite 1102  
Small Business Advocate  
300 North Second Street  
Harrisburg, PA 17101

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers: Not applicable to Save On Energy, LLC

<p><b>Valley Energy Inc.</b> Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p><b>National Fuel Gas Distribution Corp.</b> David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p>
<p><b>UGI Central Penn</b> David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>Peoples Natural Gas Company, LLC</b> Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p>
<p><b>Peoples TWP LLC (Formerly T.W. Phillips)</b> Andrew Wachter 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 724.431.4935 FAX: 724.287.5021 email: Andrew.Wachter@peoplestwp.com</p>	<p><b>UGI</b> David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p><b>UGI Penn Natural</b> David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>Equitable Gas Company</b> Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p><b>PECO</b> Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 email: carlos.thillet@exeloncorp.com PH: 215.841.6452</p>	<p><b>Columbia Gas of Pennsylvania, Inc.</b> Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 email: theckathorn@nisource.com</p>
<p><b>Philadelphia Gas Works</b> Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</p>	

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix A to this application.

See attached

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years:

No officer or person identified in this application for Save On Energy, LLC has been convicted of a crime involving fraud or any other type of similar activity.

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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.

- a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number 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 Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

Ashley Jones, Chief Compliance Officer  
1101 Corporate Center Drive  
Fort Mill, SC 29707  
(p/f) 704-909-2150

- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

Save On Energy, LLC does not contract directly with consumers. Save On Energy, LLC is a marketing partner of several energy providers and passes the consumer along to the energy provider. The contractual agreement is between the consumer and the energy provider, not Save On Energy, LLC.

- c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

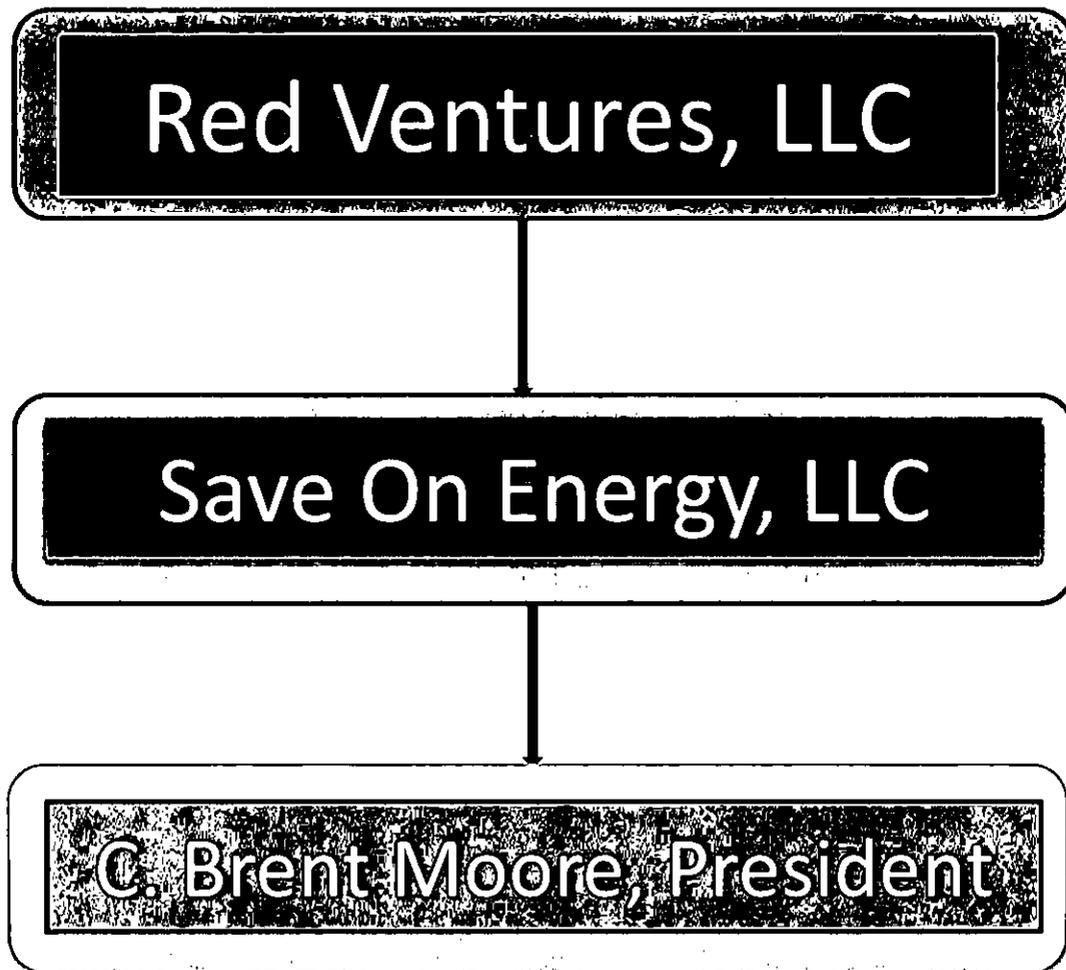
Not applicable to Save On Energy, LLC.

17. **FINANCIAL FITNESS:**

A. Applicant shall 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.

## Organizational Structure: Save On Energy, LLC



- Published parent company financial and credit information
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.

See attached

- 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 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.

See attached

- Audited financial statements

See attached

- Such other information that demonstrates Applicant's financial fitness.

B. Applicant must provide the following information:

- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.

Save On Energy, LLC is applying as a Broker/Marketer; a service for which we believe bonding requirements do not apply

- Identify Applicant's chief officers including names and their professional resumes:

Resume for C. Brent Moore, President attached

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

Ashley Jones, Chief Compliance Officer  
1101 Red Ventures Drive  
Fort Mill, SC 29707  
(p/f) 704-909-2150



186036

# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
6/18/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> Commercial Lines – 800-868-8834 Wells Fargo Insurance Services USA, Inc. 6100 Fairview Road Charlotte, NC 28210	<b>CONTACT NAME:</b> Laura Martin	
	<b>PHONE (A/C, No, Ext):</b> 704-366-8834	<b>FAX (A/C, No):</b> 866.332.3051
<b>E-MAIL ADDRESS:</b> Laura.Martin@wellsfargo.com		
<b>INSURER(S) AFFORDING COVERAGE</b>		<b>NAIC #</b>
<b>INSURER A:</b> Amerisure Insurance Company		19488
<b>INSURER B:</b> Amerisure Mutual Insurance Co.		23396
<b>INSURER C:</b> Great American Insurance Company		16691
<b>INSURER D:</b>		
<b>INSURER E:</b>		
<b>INSURER F:</b>		

**COVERAGES**                      **CERTIFICATE NUMBER:** 6210216                      **REVISION NUMBER:** See below

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSR   WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC		CPP2081857	3/30/2013	3/30/2014	EACH OCCURRENCE	\$ 1,000,000
						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 300,000
						MED EXP (Any one person)	\$ 10,000
						PERSONAL & ADV INJURY	\$ 1,000,000
						GENERAL AGGREGATE	\$ 2,000,000
						PRODUCTS - COMP/OP AGG	\$ 2,000,000
							\$
A	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS		CA2081853	03/30/2013	03/30/2014	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
						BODILY INJURY (Per person)	\$
						BODILY INJURY (Per accident)	\$
						PROPERTY DAMAGE (Per accident)	\$
							\$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 0		CU 2081856	03/30/2013	03/30/2014	EACH OCCURRENCE	\$ 10,000,000
						AGGREGATE	\$ 10,000,000
							\$
A	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below <input type="checkbox"/> Y/N <input checked="" type="checkbox"/> N/A		WC 2087855	03/30/2013	03/30/2014	<input checked="" type="checkbox"/> WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT	\$ 500,000
						E.L. DISEASE - EA EMPLOYEE	\$ 500,000
						E.L. DISEASE - POLICY LIMIT	\$ 500,000
C	Excess Liability		SBE 04881134 00	03/30/2013	03/30/2014	\$5,000,000	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

**CERTIFICATE HOLDER**

Save on Energy, LLC  
 1101 521 Corporate Center Drive  
 Fort Mill, SC 29707

**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

# RECEIVED

JUL 12 2013

**Exhibit B**  
**Managerial Licensing Requirements**

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Managerial Contact: Brent Moore  
Title: President of Save On Energy, LLC and Senior Vice President at Red Ventures

**C. BRENT MOORE** **brent@SaveOnEnergy.com**  
**8117 Preston Road, Suite 300** **Dallas, TX 75225** **(214) 707-7687**

## SENIOR EXECUTIVE

Combine entrepreneurial vision with business acumen to drive sales and profits for startups and industry leaders. Record of improving operations, enhancing ROI, gross margins and shareholder value in times of economic expansion and contraction. Managed up to 125 employees. Skilled at building and developing high performance teams. Additional expertise in:

- P&L
- Startups & Turnarounds
- Business Development
- Sales & Marketing
- Operations
- Business/Financial Modeling
- Raising Financing
- Strategic Planning
- Recruiting & Training

## SELECT ACCOMPLISHMENTS

**Founded and built SaveOnEnergy into an attractive acquisition target.** Set up legal entity, developed business plans and financial modeling. Crafted marketing strategy, including brand and website. Built company into one of the largest competitive energy price comparison and lead generation platforms in North America, serving all deregulated markets.

**Raised \$2.4 million equity / debt in exchange for a minority stake in SaveOnEnergy.** Needed to recapitalize company to take it to the next level. Developed private equity road show presentation, high-level operating plan, budgets, and negotiated agreement. Maintained majority shareholder position.

**Turned around airBand Communications.** Developed and implemented reorganization plan, dividing company into three separate revenue producing business segments (Business Services, Enterprise Services, and Carrier services). Restructured compensation to align with corporate goals. Increased revenues from \$7 million to \$20 million (300%) while reducing costs by 35%

**Instrumental in securing \$60 million in financing for airBand.** airBand had raised \$50 million, but was in danger of losing its funding. Secured initial funding and played key role on executive team to raise \$10 million in additional series "C" round of financing.

**Propelled dismal performer from 28<sup>th</sup> to 4<sup>th</sup> largest branch at Winstar Communications.** Branch was ranked 28 out of 28 branches. Rebuilt team, recruiting, hiring and training high performance team of sales managers. Implemented incentive plans that drove dramatic growth.

**Grew CapRock Communications to \$30 million in annual revenue.** Managed operating expenses to maintain profitability. Built new channel partner division from ground up. Developed third party sales channel of agents and resellers and hired and trained supporting staff.

## CAREER HISTORY

**Save On Energy, LLC. (DBA SaveOnEnergy.com), Dallas, TX** 2003 to Present  
Leading source for energy information for consumers researching emerging energy markets.

### **Founder and Managing Partner**

Grew company into the premiere online destination for commercial and residential customers looking to shop for and save on electricity and natural gas across North America.

- Manage strategic direction and partnerships in all deregulated markets.
- Craft and implement sales and marketing strategies, including traditional techniques, as well as online advertising, paid search and SEO.
- Develop new business both B2B and B2C.
- Started company, establishing organizational infrastructure (entity formation, legal, finance, HR and overall operations).

**airBand Communications, Dallas, TX** 2001 to 2003  
The largest fixed wireless provider serving businesses in the United States.

### **Executive Vice President – Sales and Marketing**

Managed four Business Units including Sales, Marketing, Business Development, and Real Estate.

- Secured \$60 million in financing from leading venture capital firms, including Sevin Rosen Funds, Battery Ventures and Crescendo Ventures.
- Grew revenue from \$7 million to \$20 million.
- Directed Profit & Loss management for over 100 employees with a \$20 million budget, including Op-Ex and Cap-Ex, with monthly accountability to the board of directors.
- Developed and implemented new compensation plans to drive company metrics.
- Created, developed and managed company website.
- Managed all marketing, public relations and advertising for company.

**Winstar Communications, Dallas, TX** 1999 to 2001  
Broadband service provider for business customers.

### **Vice President/General Manager**

Led multiple divisions while managing over 125 employees and a \$13 million budget.

- Directed divisions including sales, account management, operations, network deployment, marketing, finance, business development and LAN and network administration.
- Established process standards and built successful team environments, filling key management and technical positions and reducing unwanted employee turnover.

**CapRock Communications, Dallas, TX** 1996 to 1999  
Provides broadband Internet, secure corporate networking, Voice over IP, and real-time video.

### **Director of Sales**

Held P&L responsibility while managing over 25 employees and 300 indirect sales agents.

- Developed, built and managed alternate channel sales and service.
- Drove sales from \$10 million to \$30 million.
- Implemented all products, marketing materials and compensation plans.

- Landed key contracts with accounts including HEB food stores, with over 300 locations in Texas.

**MFS Communications, Dallas, TX**

1994 to 1996

A leading provider of communication services for business and government.

#### **Agent Sales Manager**

Trained and managed sales agents and dealers for state of Texas.

- Grew territory to over 50 sales agents and averaged over 150% to plan.
- Achieved #1 ranking in country for all 14 months in position.
- Penetrated and sold long distance products to small and medium sized businesses.

**MCI Communications, Dallas, TX**

1993 to 1994

Deliver innovative global and local communication services.

#### **Territory Sales Representative**

Top performer and key individual contributor to sales organization.

- Sold MCI products to small and medium sized businesses.
- Ranked consistently in the top 15% in region and top 5% in Dallas.

### **EDUCATION**

BA, Psychology, Texas State University, San Marcos, TX

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.

See attached resume for C. Brent Moore, President

- A copy of any Federal energy license currently held by the Applicant.

Not applicable

- Proposed staffing and employee training commitments.

Save On Energy, LLC utilizes a 3<sup>rd</sup> party call center for customer service-related activities. These agents are trained to provide basic information about the providers listed on the website and will route all sales traffic to the call centers of the appropriate supplier.

- Business plans

Save On Energy, LLC will continue to forge partnerships with energy providers in various states with deregulated energy markets. The business model consists of building relationships with these energy providers to provide marketing services. The website provides residential and consumer customers basic information about rates, allowing for comparison shopping.

19. **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 2208(D). Transferee will be required to file the appropriate licensing application.

Save on Energy, LLC duly acknowledges that it must request permission from the Pennsylvania Public Utility Commission prior to transferring its license in accordance with 66 Pa. C.S. Section 2208(D) and will file the appropriate licensing application as required.

20. **UNIFORM 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

set forth by the Commission.

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

- a. **Reports of Gross Receipts:** Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

Save On Energy, LC agrees to report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

**Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.**

22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

23. **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.

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

Check enclosed with application packet

Applicant: Save On Energy, LLC

By: Jennifer Collier

Title: Compliance Manager

**RECEIVED**

JUL 12 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**RECEIVED**

**JUL 12 2013**

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

**SAVE ON ENERGY, LTD  
FINANCIAL STATEMENTS  
Federal Income Tax Basis  
For the Year Ended December 31, 2010  
with  
Independent Auditors' Report**



## INDEPENDENT AUDITORS' REPORT

To the Management  
of Save On Energy, Ltd.

We have audited the accompanying statement of assets, liabilities and partners' capital – federal income tax basis – of Save On Energy, Ltd. (the “Partnership”) as of December 31, 2010, and the related statements of revenue, expenses and changes in partners' capital and cash flows – federal income tax basis – for the year then ended. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 1, the financial statements are prepared on the basis of accounting the Partnership uses for federal income tax purposes, which is a comprehensive basis of accounting other the generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities, and partners' capital of the Partnership as of December 31, 2010, and its revenue and expenses and changes in partners' capital for the year then ended, on the basis of accounting described in Note I.

*Huscelton, Morgan + Maultsby, P.C.*

Dallas, Texas  
April 4, 2011

**SAVE ON ENERGY, LTD**  
**STATEMENT OF ASSETS, LIABILITIES, AND PARTNERS' CAPITAL**  
**Federal Income Tax Basis**  
**December 31, 2010**

**ASSETS**

Cash and cash equivalents	\$ 23,110
Related party receivables	2,277
Deposits	5,332
Total current assets	<u>30,719</u>
Property and equipment, net	111,290
Other assets, net	14,857
Total assets	<u><u>\$ 156,866</u></u>

**LIABILITIES AND PARTNERS' CAPITAL**

Accrued liabilities	\$ 34,703
Related party payable	5,428
Line of credit	520,000
Note payable - related party - current	600,000
Notes payable - current	340,000
Total current liabilities	<u>1,500,131</u>
Total liabilities	<u>1,500,131</u>
Partners' deficit	<u>(1,343,265)</u>
Total liabilities and partners' deficit	<u><u>\$ 156,866</u></u>

**The accompanying notes are an integral  
part of these financial statements.**

**SAVE ON ENERGY, LTD**  
**STATEMENT OF REVENUE, EXPENSES, AND CHANGES IN PARTNERS' CAPITAL**  
**Federal Income Tax Basis**  
**For the Year Ended December 31, 2010**

Revenue	
Professional receipts	\$ 1,078,712
Exchange revenue	757,502
Consulting revenue	132,600
Other income	102
Total revenue	<u>1,968,916</u>
Operating expenses	
Payroll and benefits	970,451
Advertising and marketing	739,413
Depreciation and amortization	135,985
Occupancy costs	72,188
Travel and entertainment	65,653
Website expenses	46,476
Professional fees	36,068
Contract labor	22,100
Telephone	21,773
General and administrative	21,287
Franchise tax	9,334
Office expenses	6,279
Dues and subscriptions	6,204
Total operating expenses	<u>2,153,211</u>
Net loss from operations	<u>(184,295)</u>
Other (income) expenses	
Interest expense	74,766
Gain on sale of assets	(2,528)
Total other expenses	<u>72,238</u>
Net loss	(256,533)
Partners' deficit at beginning of year	<u>(1,086,732)</u>
Partners' deficit at end of year	<u><u>\$ (1,343,265)</u></u>

**The accompanying notes are an integral  
part of these financial statements.**

**SAVE ON ENERGY, LTD**  
**STATEMENT OF CASH FLOWS**  
**Federal Income Tax Basis**  
**For the Year Ended December 31, 2010**

Net loss	\$ (256,533)
Adjustments to reconcile net loss to net cash used by operating activities	
Depreciation and amortization expense	135,985
Gain on sale of assets	(2,528)
(Increase) decrease in operating assets	
Accounts receivable - related party	(2,061)
Prepaid expenses	3,600
Deposits	3,600
(Decrease) increase in operating liabilities	
Accrued expenses	(34,363)
Related party payable	5,428
Net cash used by operating activities	<u>(146,872)</u>
Cash flows from investing activities	
Cash paid for purchase of fixed assets	<u>(129,338)</u>
Net cash used by investing activities	<u>(129,338)</u>
Cash flows from financing activities	
Proceeds from borrowings	1,310,300
Principal payments on long term debt	<u>(1,050,300)</u>
Net cash provided by financing activities	<u>260,000</u>
Net decrease in cash	(16,210)
Cash at beginning of year	<u>39,320</u>
Cash at end of year	<u><u>\$ 23,110</u></u>
Supplemental information	
Interest paid	<u><u>\$ 74,766</u></u>
Margin tax paid	<u><u>\$ 9,334</u></u>

**The accompanying notes are an integral part of these financial statements.**

**SAVE ON ENERGY, LTD**  
**NOTES TO FINANCIAL STATEMENTS**  
**Federal Income Tax Basis**  
**December 31, 2010**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Partnership

Save On Energy, Ltd. (the "Partnership") is a Texas Limited Partnership formed to help consumers take advantage of the emerging competitive energy markets.

Basis of Accounting

The Partnership maintains its books and records and prepares its financial statements in accordance with the basis of accounting used for federal income tax purposes.

Because many types of transactions are susceptible to varying interpretations under federal income tax laws and regulations, the amounts reported in the accompanying financial statements may be subject to change at a later date upon final determination by the taxing authorities.

Use of Estimates

The preparation of financial statements in conformity with the federal income tax basis of accounting requires management to make estimates and assumptions that may affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also may affect the reported amounts of revenues and expenses during the reporting period. Actual events and results could differ from the assumptions and estimates made.

Cash Equivalents

For purposes of the statement of cash flows, the Partnership considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost. The Partnership capitalizes assets with useful lives greater than one year and a value of more than \$250. Depreciation is provided on an

accelerated basis as used for federal income tax purposes over the estimated useful lives of the related assets, which is generally considered to be five to seven years.

#### Revenue Recognition

The Partnership's revenue consists primarily of payments for various commission and exchange agreements, which are recognized when received.

#### Advertising Costs

Advertising costs are expensed as incurred. Advertising expense for the year ended December 31, 2010 is \$739,413.

#### Income Taxes

Under existing provisions of the Internal Revenue Code, the income or loss of a partnership is recognized by the individual partners. Accordingly, no provision for income tax has been provided for in the accompanying financial statements. However, the Partnership does incur a Texas State Margin tax. At December 31, 2010, Texas State Margin tax paid totals \$9,334.

#### Income Tax Uncertainties

The Partnership adopted FASB ASC 740, *Accounting for Uncertainty in Income Taxes*. The Partnership files an income tax return with the federal government, and various state and local jurisdictions. The Partnership has evaluated its tax positions and has not identified any material uncertain tax positions that would not be sustained in a federal or state income tax examination or that require disclosure. Accordingly, no provision for uncertainties in income taxes had been made in the accompanying financial statements. The Partnership is no longer subject to U.S. federal or state and local income tax examinations by tax authorities for years before 2006.

#### Subsequent Events

In accordance with FASB ASC 855, *Subsequent Events*, management has reviewed subsequent events through April 4, 2011, the date the report was available to be issued.

## 2. PROPERTY AND EQUIPMENT

The following is a summary of property and equipment and related accumulated depreciation by major classification at December 31, 2010:

Machinery and equipment	\$ 58,759
Furniture and fixtures	43,308
Technology assets	<u>472,892</u>
	574,959
Less: accumulated depreciation	<u>(463,669)</u>
Total	<u>\$ 111,290</u>

Depreciation expense for the year ended December 31, 2010 is \$135,432.

## 3. INTANGIBLE ASSETS

The following is a summary of other assets and related accumulated amortization by major classification at December 31, 2010:

Organizational costs	\$ 2,315
Domain name	5,528
Syndication costs	<u>11,347</u>
	19,190
Less: accumulated amortization	<u>(4,333)</u>
Total other assets, net	<u>\$ 14,857</u>

Amortization expense for the year ended December 31, 2010 totals, \$553.

Remaining amortization expense over the next five years is as follows:

2011	\$ 553
2012	553
2013	553
2014	553
2015 and thereafter	<u>1,298</u>
	<u>\$ 3,510</u>

#### 4. NOTES PAYABLE

Notes payable consist of the following:

\$600,000 revolving line of credit to a bank, bearing a variable interest rate of prime plus 2% at December 31, 2010, principal and interest due monthly until maturity, matures August 31, 2011, secured by accounts receivable.	\$ 520,000
\$400,000 term loan, bearing a variable interest rate of prime plus 2% at December 31, 2010, principal and interest due monthly until maturity, matures August 30, 2011, secured by accounts receivable.	340,000
\$200,000 term loan, due to a related party, bearing a variable interest rate of 6% at December 31, 2010, due in one payment of all outstanding principal plus accrued unpaid interest, interest matures August 31, 2011, secured by accounts receivable.	200,000
\$100,000 term loan, due to a related party, bearing a variable interest rate of 6% at December 31, 2010, due in one payment of all outstanding principal plus accrued unpaid interest, interest matures August 31, 2011, secured by accounts receivable.	100,000
\$100,000 term loan, due to a related party, bearing a variable interest rate of 6% at December 31, 2010, due in one payment of all outstanding principal plus accrued unpaid interest, interest matures August 31, 2011, secured by accounts receivable.	100,000
\$200,000 term loan, due to a related party, bearing a variable interest rate of 6% at December 31, 2010, due in one payment of all outstanding principal plus accrued unpaid interest, interest matures August 31, 2011, secured by accounts receivable.	<u>200,000</u>
	1,460,000
Less: current maturity	<u>(1,460,000)</u>
Total long-term notes payable	<u><u>\$ -</u></u>

For the year ended December 31, 2010, interest expense totals \$74,766.

Aggregate maturities for notes payable are as follows:

2011	<u>\$ 1,460,000</u>
	<u><u>\$ 1,460,000</u></u>

5. COMMITMENTS AND CONTINGENCIES

The Partnership entered into an operating lease agreement for the corporate office. Rent expense under this lease totals \$71,512 in 2010. The approximate annual minimum lease payments over the next five years under the operating lease as of December 31, 2010, is as follows:

2011	<u>\$ 33,008</u>
	<u>\$ 33,008</u>

6. DEFINED CONTRIBUTION PLAN

The Partnership sponsors a simple IRA plan that covers all employees. Employees may contribute up to an amount as permitted by the Internal Revenue Service and the Plan. The Partnership made contributions of \$6,351 to the Plan for the year ended December 31, 2010.

7. CONCENTRATION OF CREDIT RISK

The cash balances of the Partnership are held in financial institutions in the North Texas area. If cash balances exceed the amounts covered by insurance provided by the Federal Deposit Insurance Corporation (FDIC), the excess balances could be at risk of loss. No cash amounts are in excess of federally insured limits at December 31, 2010.

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
*Month of December 2010*

	<u>December 2010</u>	<u>%</u>	<u>4th QTR 2010</u>	<u>%</u>	<u>Year-To-Date</u>	<u>%</u>
<b>Revenue</b>						
Exchange	82,790.34	52.8%	239,400.62	34.4%	757,502.95	38.5%
Commercial	48,671.51	31.0%	288,210.54	50.6%	813,502.15	41.3%
Residential	15,697.80	10.0%	60,954.24	11.9%	265,211.69	13.5%
Consulting	9,600.00	6.1%	9,600.00	3.1%	132,600.00	6.7%
Internet Advertising	<u>-</u>	<u>0.0%</u>	<u>-</u>	<u>3.1%</u>	<u>101.96</u>	<u>0.0%</u>
<b>Total Revenue</b>	<b>156,759.65</b>	<b>100.0%</b>	<b>598,165.40</b>	<b>100.0%</b>	<b>1,968,918.75</b>	<b>100.0%</b>
<b>Operating Expenses</b>						
Payroll & Related	50,343.76	32.1%	151,558.51	32.0%	992,550.24	50.4%
Advertising & Marketing	55,030.47	35.1%	228,806.41	25.2%	734,940.90	37.3%
General & Administrative	2,498.19	1.6%	8,976.05	2.3%	49,509.99	2.5%
Legal & Professional	-	0.0%	16,056.41	2.5%	36,067.80	1.8%
Occupation Costs	4,037.81	2.6%	11,018.15	4.0%	72,187.53	3.7%
Travel & Entertainment	2,962.25	1.9%	11,088.07	4.2%	62,697.87	3.2%
Web Site & Systems	<u>272.00</u>	<u>0.2%</u>	<u>14,373.98</u>	<u>2.0%</u>	<u>46,476.38</u>	<u>2.4%</u>
<b>Total Operating Expenses</b>	<b>115,144.48</b>	<b>73.5%</b>	<b>441,877.58</b>	<b>72.3%</b>	<b>1,994,430.71</b>	<b>101.3%</b>
<b>Operating Income</b>	<b>41,615.17</b>	<b>26.5%</b>	<b>156,287.82</b>	<b>27.7%</b>	<b>(25,511.96)</b>	<b>-1.3%</b>
<b>Other Income/Expense</b>						
Franchise Tax	-	0.0%	-	0.0%	(9,334.00)	-0.5%
Other Income	<u>-</u>	<u>0.0%</u>	<u>-</u>	<u>0.0%</u>	<u>-</u>	<u>0.0%</u>
<b>Net Other Income</b>	<b><u>-</u></b>	<b><u>0.0%</u></b>	<b><u>-</u></b>	<b><u>0.0%</u></b>	<b><u>(9,334.00)</u></b>	<b><u>-0.5%</u></b>
<b>EBITDA</b>	<b>41,615.17</b>	<b>26.5%</b>	<b>156,287.82</b>	<b>27.7%</b>	<b>(34,845.96)</b>	<b>-1.8%</b>
Deprec. & Amort.	<u>5,441.67</u>	<u>3.5%</u>	<u>16,325.01</u>	<u>2.8%</u>	<u>58,179.03</u>	<u>3.0%</u>
<b>EBIT</b>	<b>36,173.50</b>	<b>23.1%</b>	<b>139,962.81</b>	<b>24.9%</b>	<b>(93,024.99)</b>	<b>-4.7%</b>
Interest Expense	<u>5,034.15</u>	<u>3.2%</u>	<u>15,794.28</u>	<u>4.0%</u>	<u>80,801.21</u>	<u>4.1%</u>
<b>Net Income</b>	<b><u>31,139.35</u></b>	<b><u>19.9%</u></b>	<b><u>124,168.53</u></b>	<b><u>20.8%</u></b>	<b><u>(173,826.20)</u></b>	<b><u>-8.8%</u></b>

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**Month of December 2010**

	<b>December 31, 2010</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Southwest Securities, FSB	23,109.67
<b>Total Checking/Savings</b>	23,109.67
<b>Other Current Assets</b>	
Due from Officer	2,000.00
Due from Interactive Energy Group	2,277.00
<b>Total Other Current Assets</b>	4,277.00
<b>Total Current Assets</b>	27,386.67
<b>Fixed Assets</b>	
<b>Furniture &amp; Fixtures</b>	43,308.07
<b>Machinery &amp; Equipment</b>	58,510.22
<b>Software</b>	2,273.25
<b>Web Site Design</b>	
R&D Basis Adjustment	-16,494.00
Web Site Design - Other	487,113.10
<b>Total Web Site Design</b>	470,619.10
<b>Accumulated Depreciation</b>	-388,142.10
<b>Total Fixed Assets</b>	186,568.54
<b>Other Assets</b>	
<b>Syndication Costs</b>	11,347.45
<b>Deposits</b>	5,331.83
<b>Domain Name</b>	5,528.00
<b>Organizational Costs</b>	2,315.00
<b>Accumulated Amortization</b>	-4,333.02
<b>Total Other Assets</b>	20,189.26
<b>TOTAL ASSETS</b>	<b>234,144.47</b>

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**Month of December 2010**

December 31, 2010

**LIABILITIES & EQUITY**

**Liabilities**

**Current Liabilities**

**Credit Cards**

AMEX - 41000

36,106.71

**Total Credit Cards**

36,106.71

**Other Current Liabilities**

Pension Plan Payable

125.00

Line of Credit - SW Securities

520,000.00

Curr. Maturity - Southwest Securities FSB

180,000.00

N/P - Azar Minerals, Ltd.

200,000.00

N/P - Dudley Energy

100,000.00

N/P - Marvin Pipkin

100,000.00

N/P - DBS Investments, Ltd.

200,000.00

**Total Other Current Liabilities**

1,300,125.00

**Total Current Liabilities**

1,336,231.71

**Long Term Liabilities**

N/P - Southwest Securities, FSB

160,000.00

**Total Long Term Liabilities**

160,000.00

**Total Liabilities**

1,496,231.71

**Equity**

Basis Adjustment

-10,353.00

Accumulated Lease Inclusion

-1,529.00

Partner 1- Fusion Bus. Mgmt LLC

Partner 1 - Distributions

-77.35

Partner 1- Fusion Bus. Mgmt LLC - Other

-528.00

**Total Partner 1- Fusion Bus. Mgmt LLC**

-605.35

Partner 5 - Interactive Energy

Partner 5 - Distributions

-21,243.95

Partner 5 - Interactive Energy - Other

-667,507.79

**Total Partner 5 - Interactive Energy**

-688,751.74

Partner 6 - Azar Development

Partner 6 - Distributions

-5,494.30

Partner 6 - Azar Development - Other

151,164.00

**Total Partner 6 - Azar Development**

145,669.70

Partner 7 - DBS Investments Ltd

Partner 7 - Distributions

-5,494.30

Partner 7 - DBS Investments Ltd - Other

151,164.00

**Total Partner 7 - DBS Investments Ltd**

145,669.70

Partner 8 - Dudley Energy, Ltd.

Partner 8 - Distributions

-2,746.80

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**Month of December 2010**

	<b>December 31, 2010</b>
<b>Partner 8 - Dudley Energy, Ltd. - Other</b>	75,581.00
<b>Total Partner 8 - Dudley Energy, Ltd.</b>	72,834.20
<b>Partner 9 - Marvin Pipkin</b>	
<b>Partner 9 - Distributions</b>	-2,746.80
<b>Partner 9 - Marvin Pipkin - Other</b>	75,581.00
<b>Total Partner 9 - Marvin Pipkin</b>	72,834.20
<b>Retained Earnings</b>	-824,029.66
<b>Net Income</b>	-173,826.20
<b>Total Equity</b>	-1,262,087.15
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>234,144.56</b>

**Save On Energy, Ltd.**  
**Selected Information to Financial Statements**  
**December 31, 2010**

**UNAUDITED**

1. Estimated expected collections for future periods from current contracts are as follows:

Commercial Exchange Access Fees	\$ 825,600
Commercial Exchange Residuals	\$ 335,768
Commercial Energy (legacy brokerage)	\$ 876,087
Commercial Energy (Energy Solutions Grp)	\$ 202,523
Residential Energy	\$ 339,072

**SAVE ON ENERGY, LTD**  
**FINANCIAL STATEMENTS**  
**Federal Income Tax Basis**  
**For the Year Ended December 31, 2011**

**with**

**Supplemental Information**

**(Unaudited)**

**Save On Energy, Ltd.**  
**Selected Information to Financial Statements**  
**Expected Revenues from Existing Contracts**  
**December 31, 2011**

**UNAUDITED**

Access Fees	\$ 607,733
Commercial Commissions	\$2,264,480
Residential Commissions	\$1,154,592
Total	\$4,026,805

Notes: Save On Energy, Ltd.'s expected revenues are estimates based on management's expectations from existing contracts and estimates are based on historical operating results. Formulas used in the above calculations are as follows: 12 x average month's access fees for the prior 12 months for Access Fees, and 24 x the monthly average of the prior 12 month's commissions for Residential and Commercial Commissions. Commercial Commissions include certain commercial contracts from the company's partnership with Pro-Star Energy services and are adjusted to include a one-time \$245,000 payment expected in Q3 2013.

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**4th Quarter 2011**

	<u>Current QTR</u>	<u>%</u>	<u>Prior QTR</u>	<u>%</u>	<u>Year-To-Date</u>	<u>%</u>
<b>Revenue</b>						
<b>Revenue - Texas</b>						
Access Fee - Texas	119,783.33	22.3%	108,900.00	17.0%	550,283.33	20.8%
Commercial - Texas	213,711.81	39.8%	289,284.82	45.3%	1,436,841.50	54.2%
Residential - Texas	<u>159,911.91</u>	<u>29.8%</u>	<u>220,830.32</u>	<u>34.6%</u>	<u>541,331.28</u>	<u>20.4%</u>
<b>Total Revenue - Texas</b>	<b>493,407.05</b>	<b>91.8%</b>	<b>619,015.14</b>	<b>96.9%</b>	<b>2,528,456.11</b>	<b>95.4%</b>
<b>Revenue - US North</b>						
Access Fee - US North	19,450.00	3.6%	3,500.00	0.5%	57,450.00	2.2%
Commercial - US North	6,371.73	1.2%	11,183.59	1.7%	27,898.50	1.1%
Residential - US North	<u>18,166.49</u>	<u>3.4%</u>	<u>5,438.52</u>	<u>0.9%</u>	<u>35,964.66</u>	<u>1.4%</u>
<b>Total Revenue - US North</b>	<b>43,988.22</b>	<b>8.2%</b>	<b>20,122.11</b>	<b>3.1%</b>	<b>121,313.16</b>	<b>4.6%</b>
<b>Total Commission Revenue</b>	<b>537,395.27</b>	<b>100.0%</b>	<b>639,137.25</b>	<b>100.0%</b>	<b>2,649,769.27</b>	<b>100.0%</b>
<b>Consulting</b>	<u>-</u>	<u>0.0%</u>	<u>-</u>	<u>0.0%</u>	<u>-</u>	<u>0.0%</u>
<b>Total Revenue</b>	<b>537,395.27</b>	<b>100.0%</b>	<b>639,137.25</b>	<b>100.0%</b>	<b>2,649,769.27</b>	<b>100.0%</b>
<b>Operating Expenses</b>						
Payroll & Related	164,997.46	30.7%	136,237.93	21.3%	655,655.31	24.7%
Advertising & Marketing	303,018.24	56.4%	367,136.49	57.4%	1,162,765.06	43.9%
General & Administrative	9,615.93	1.8%	8,497.41	1.3%	34,982.77	1.3%
Legal & Professional	28,463.55	5.3%	29,780.98	4.7%	71,247.56	2.7%
Occupation Costs	4,970.23	0.9%	14,429.21	2.3%	45,113.40	1.7%
Travel & Entertainment	7,962.70	1.5%	6,464.75	1.0%	35,582.47	1.3%
Web Site & Systems	<u>2,162.57</u>	<u>0.4%</u>	<u>1,203.12</u>	<u>0.2%</u>	<u>9,776.52</u>	<u>0.4%</u>
<b>Total Operating Expenses</b>	<b>521,190.68</b>	<b>97.0%</b>	<b>563,749.89</b>	<b>88.2%</b>	<b>2,015,123.09</b>	<b>76.0%</b>
<b>Operating Income</b>	<b>16,204.59</b>	<b>3.0%</b>	<b>75,387.36</b>	<b>11.8%</b>	<b>634,646.18</b>	<b>24.0%</b>
<b>Other Income/Expense</b>						
Franchise Tax	-	0.0%	-	0.0%	(11,335.82)	-0.4%
Other Income	<u>17.04</u>	<u>0.0%</u>	<u>8.52</u>	<u>0.0%</u>	<u>55.11</u>	<u>0.0%</u>
<b>Net Other Income</b>	<b>17.04</b>	<b>0.0%</b>	<b>8.52</b>	<b>0.0%</b>	<b>(11,280.71)</b>	<b>-0.4%</b>
<b>EBITDA</b>	<b>16,221.63</b>	<b>3.0%</b>	<b>75,395.88</b>	<b>11.8%</b>	<b>623,365.47</b>	<b>23.5%</b>
Deprec. & Amort.	<u>16,325.01</u>	<u>3.0%</u>	<u>16,325.01</u>	<u>2.6%</u>	<u>65,300.04</u>	<u>2.5%</u>
<b>EBIT</b>	<b>(103.38)</b>	<b>0.0%</b>	<b>59,070.87</b>	<b>9.2%</b>	<b>558,065.43</b>	<b>21.1%</b>
Interest Expense	<u>51,993.90</u>	<u>9.7%</u>	<u>6,902.76</u>	<u>1.1%</u>	<u>80,828.76</u>	<u>3.1%</u>
<b>Net Income</b>	<b>(52,097.28)</b>	<b>-9.7%</b>	<b>52,168.11</b>	<b>8.2%</b>	<b>477,236.67</b>	<b>18.0%</b>

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**As of December 31, 2011**

	<b>December 31, 2011</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Southwest Securities - Checking	45,498.52
Southwest Securities - (x3362)	151,552.82
<b>Total Checking/Savings</b>	197,051.34
<b>Other Current Assets</b>	
Due from Interactive Energy Group	4,798.00
<b>Total Other Current Assets</b>	4,798.00
<b>Total Current Assets</b>	201,849.34
<b>Fixed Assets</b>	
Furniture & Fixtures	48,145.80
Machinery & Equipment	62,052.96
Software	2,273.25
<b>Web Site Design</b>	
R&D Basis Adjustment	-16,494.00
Web Site Design - Other	594,177.85
<b>Total Web Site Design</b>	577,683.85
<b>Accumulated Depreciation</b>	-528,503.68
<b>Total Fixed Assets</b>	161,652.18
<b>Other Assets</b>	
Syndication Costs	11,347.45
Deposits	1,664.33
Domain Name	5,528.00
Organizational Costs	2,315.00
Accumulated Amortization	-4,798.38
<b>Total Other Assets</b>	16,056.40
<b>TOTAL ASSETS</b>	<b>379,557.92</b>

**Save On Energy, Ltd.**  
**Statement of Revenues & Expenses**  
**Income Tax Basis - Unaudited**  
**As of December 31, 2011**

	<u>December 31, 2011</u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Credit Cards</b>	
Google Mastercard	10,000.00
AMEX - 41000	34,160.72
<b>Total Credit Cards</b>	<u>44,160.72</u>
<b>Other Current Liabilities</b>	
Due to Officer	2,955.37
Line of Credit - SW Securities	600,000.00
<b>Total Other Current Liabilities</b>	<u>602,955.37</u>
<b>Total Current Liabilities</b>	<u>647,116.09</u>
<b>Long Term Liabilities</b>	
N/P - Azar Minerals, Ltd.	200,000.00
N/P - Dudley Energy	100,000.00
N/P - Marvin Pipkin	100,000.00
N/P - DBS Investments, Ltd.	200,000.00
<b>Total Long Term Liabilities</b>	<u>600,000.00</u>
<b>Total Liabilities</b>	1,247,116.09
<b>Partners' Equity</b>	
Accumulated Lease Inclusion	-1,529.00
Partner 1- Fusion Bus. Mgmt LLC	-397,980.21
Partner 5 - Interactive Energy	-688,751.74
Partner 6 - Azar Development	0.00
Partner 7 - DBS Investments Ltd	0.00
Partner 8 - Dudley Energy, Ltd.	0.00
Partner 9 - Marvin Pipkin	0.00
Retained Earnings	-256,533.89
Net Income	477,236.67
<b>Total Partners' Equity</b>	<u>-867,558.17</u>
<b>TOTAL LIABILITIES &amp; PARTNERS' EQUITY</b>	<u><u>379,557.92</u></u>

RECEIVED

AFFIDAVIT

JUL 12 2013

State of South Carolina :

SS.

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

County of York ~~Lancaster~~ *fgl* :

**C. Brent Moore**, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the **President** of Save On Energy, LLC;

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

That Save On Energy, LLC, The Applicant herein, acknowledges that Save On Energy, LLC 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 Save On Energy, LLC, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply 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 Save On Energy, 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, 197 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of 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 natural gas 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);

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission;

That Save On Energy, LLC, the Applicant herein, acknowledges that it has a statutory obligation to confirm with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.;

The Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information 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 to the best of his knowledge, information, and belief.

C. Brent Moore

Signature of Affiant

Sworn and subscribed before me this 28<sup>th</sup> day of June, 2013.

Faye M. Lindsay

Signature of official administering oath



My Commission expires October 5, 2019

# AFFIDAVIT

# RECEIVED

JUL 12 2013

[Commonwealth/State] of South Carolina :

ss. PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

County of York *York* Lancaster *fgl* :

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

He is the President of Save on Energy, LLC;

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

That Save on Energy, LLC, the Applicant herein certifies that is has caused the notice of the filing of its license application published in the following newspapers on :

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number, or letter); if applicable, and the page number on which the notice appeared.

That Save On Energy, LLC, the Applicant will submit to the Commission the proof of the publication from each newspaper in which notice of the application filing was published as soon as it is available.

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 the hearing.

C. Brent Moore

Signature of Affiant

Sworn and subscribed before me this 28th day of June, 2013.

Jay G. Lindsay

Signature of official administering oath



My Commission expires

October 5, 2019

RECEIVED

AFFIDAVIT

JUL 12 2013

State of South Carolina :  
:  
County of Lancaster :

ss. PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

He is the President of Save On Energy, LLC;

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

That the Applicant herein, Save On Energy, LLC has the burden of producing information and supporting documentations demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

That the Applicant herein Save On Energy, 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 Save On Energy, 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.

C. Brent Moore

Signature of Affiant

Sworn and subscribed before me this 28th day of June, 20 13.

Faye G. Lindsay

Signature of official administering oath



My Commission expires October 5, 2019.

Entity #: 3902349  
Date Filed: 08/27/2009  
Pedro A. Cortés  
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

---

Entity Number **3902123**      Application for Registration of Fictitious Name  
54 Pa.C.S. § 311

**PENNCORP SERVICEGROUP, INC.**  
600 NORTH SECOND STREET  
PO BOX 1210  
HARRISBURG, PA 17108-1210

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

**RECEIVED**

JUL 12 2013

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Fee: \$70

Commonwealth of Pennsylvania  
FICTITIOUS NAME 2 Page(s)



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:  
SaveOnEnergy.com

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:  
Brokerage of gas and electricity

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

5001 Spring Valley Road, Ste. 1040E	Dallas	Texas	75244	Dallas
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	Zip

2009 AUG 27 PM 3: 56  
PA DEPT OF STATE

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

Save On Energy, Ltd	limited partnership	Texas
Name	Form of Organization	Organizing Jurisdiction
5001 Spring Valley Road, Ste. 1040E, Dallas, Texas 75244		
Principal Office Address		
Dauphin County, Pennsylvania		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6 The applicant is familiar with the provisions of 34 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

24<sup>th</sup> day of August, 2009

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Save On Energy, Ltd.	Entity Name
<u>C. Brent Moore</u>	Signature
C. Brent Moore, Manager of GP	Title

Entity #: 3902123  
Date Filed: 08/27/2009  
Pedro A. Cortés  
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Application for Registration - Foreign  
(15 Pa C S)**

Entity Number: \_\_\_\_\_

Registered Limited Liability General Partnership (§ 8211)  
Registered Limited Liability Limited Partnership (§ 8211)  
 Limited Partnership (§ 8582)  
Limited Liability Company (§ 8981)

Name: **BELINDA SCHORY**

Address: **PENNCORP SERVICEGROUP, INC**

City: **PO BOX 1210** Zip Code: **17108-1210**

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

**HARRISBURG, PA 17108-1210**

Fee: \$250

Commonwealth of Pennsylvania  
APPLICATION FOR REGISTRATION 2 Page(s)



T0923960038

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 to be registered is: Save On Energy, Ltd.

2 (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following):  
The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is: \_\_\_\_\_

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: 7/17/03

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>Capitol Corporate Services, Inc.</u>				<u>Dauphin</u>

2009 AUG 27 AM 10:14  
PA DEPT OF STATE

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:

5001 Spring Valley Road, Suite 1040E	Dallas	Texas	75244
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		
Fusion Business Management, LLC	5001 Spring Valley Rd., Ste. 1040E	Dallas	TX 75244

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:

5001 Spring Valley Road, Ste. 1040E	Dallas	Texas	75244	Dallas
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 cancelled 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

24<sup>th</sup> day of August, 2009

Baye On Energy, Ltd.

Name of Partnership/Company

*C. Brent Moore*

Signature

C. Brent Moore, Manager of General Partner

Title

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

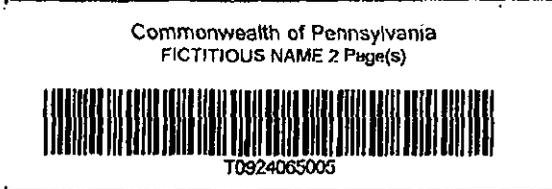
---

<b>Entity Number</b> 3902123	<b>Application for Registration of Fictitious Name</b> 54 Pa.C.S. § 311
---------------------------------	--

<b>PENNCORP SERVICEGROUP, INC.</b> 600 NORTH SECOND STREET PO BOX 1210 HARRISBURG, PA 17108-1210	<b>Document will be returned to the name and address you enter to the left.</b> ←
---	--

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:  
SOE Consulting

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:  
Brokerage of gas and electricity

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

6001 Spring Valley Road, Ste. 1040E	Dallas	Texas	75244	Dallas
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	Zip

2009 AUG 27 PM 3: 56  
PA DEPT OF STATE

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

Save On Energy, Ltd	limited partnership	Texas
Name	Form of Organization	Organizing Jurisdiction
5001 Spring Valley Road, Ste. 1040E, Dallas, Texas 75244		
Principal Office Address		
Dauphin County, Pennsylvania		
PA Registered Office, if any		
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

24<sup>th</sup> day of August 2009

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Save On Energy, Ltd.	Entity Name
<i>C. Brent Mourc</i>	Signature
C Brent Mourc, Manager of GP	Signature
Title	Title

Entity #: 3902123  
Date Filed: 08/22/2012  
Carol Aichele  
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Statement of Correction  
(15 Pa.C.S. § 138)

Name: BELINDA SCHORY  
PENNCORP SERVICEGROUP, INC.  
Address: 600 NORTH SECOND ST. 26052  
City: PO BOX 1210 Zip Code: HARRISBURG, PA 17108-1210

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

Commonwealth of Pennsylvania  
STATEMENT OF CORRECTION 3 Page(s)



Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is:  
Save On Energy, Ltd.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
<u>c/o: Capitol Corporate Services, Inc.</u>				<u>Dauphin</u>

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation is:  
15:8585

4. The inaccuracy or defect, which appears in Department of State form 15:8585 filed on 1/17/12 and recorded in Roll and Film Number \_\_\_\_\_ et seq., is:  
Termination of agent was mistakenly filed

2012 AUG 22 AM 11: 03  
PA DEPT OF STATE

5. Check one of the following:

The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

The original document to which this statement relates shall be deemed re-executed.

The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this

21 day of Aug, 2012

SAVE ON ENERGY, LTD.  
Name of Association

C. Brent Moore  
Signature

C. Brent Moore, Manager of General Partner  
Title

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

October 24, 2012

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE: Save on Energy, LLC  
File Number: 801673730

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Lisa Jones

Fax: (512) 463-5709  
TID: 10337

Dial: 7-1-1 for Relay Services  
Document: 449661730002



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Save On Energy, Ltd.  
File Number: 800225658

Converting it to

Save on Energy, LLC  
File Number: 801673730

has been received in this office and has been found to conform to 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 the acceptance and filing of the conversion on the date shown below.

Dated: 10/23/2012

Effective: 10/23/2012



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

Hope Andrade  
Secretary of State



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Save on Energy, LLC  
File Number: 801673730

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: 10/23/2012

Effective: 10/23/2012



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

Hope Andrade  
Secretary of State

Form 642  
(Revised 05/11)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion  
of a  
Limited Partnership Converting  
to a  
Limited Liability Company**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**OCT 23 2012**  
**Corporations Section**

**Converting Entity Information**

The name of the converting limited partnership is:  
Save on Energy, Ltd.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: July 17, 2003

The file number, if any, issued to the limited partnership by the secretary of state is: 800225658

**Converted Entity Information**

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Save on Energy, LLC

The limited liability company will be formed under the laws of: Texas

**Plan of Conversion**

The plan of conversion is attached.

*If the plan of conversion is not attached, the following section must be completed.*

**Alternative Statements**

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

8117 Preston Road, Suite 300                      Dallas                      TX    USA    75225  
*Street or Mailing Address*                      *City*                      *State*    *Country*    *Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

8117 Preston Road, Suite 300                      Dallas                      TX    USA    75225  
*Street or Mailing Address*                      *City*                      *State*    *Country*    *Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or

member of the converting or converted entity.

### Certificate of Formation for the Converted Entity

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

### Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

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

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

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

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

### Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: October 22, 2012

Save on Energy, Ltd.

By: Fusion Business Management, LLC  
its General Partner

---



Signature of authorized person (see instructions)

C. Brent Moore, sole Manager of Fusion Business  
Management, LLC

---

Printed or typed name of authorized person

**Form 205**  
**(Revised 05/11)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: \$300**



This space reserved for office use.

**Certificate of Formation**  
**Limited Liability Company**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**OCT 23 2012**  
**Corporations Section**

**Article 1 – Entity Name and Type**

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

Save on Energy, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

**Article 2 – Registered Agent and Registered Office**

(See instructions. Select and complete either A or B and complete C.)

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

Registered Agent Solutions, Inc.

OR

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

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
-------------------	-------------	------------------	---------------

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

<u>1701 Directors Blvd., Suite 300</u>	<u>Austin</u>	<u>TX</u>	<u>78744</u>
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

**Article 3—Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

**GOVERNING PERSON 1**

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
-------------------	-------------	------------------	---------------

OR

IF ORGANIZATION

Red Ventures, LLC

*Organization Name*

ADDRESS

<u>1101 521 Corporate Center Drive</u>	<u>Fort Mill</u>	<u>SC</u>	<u>USA</u>	<u>29707</u>
--	------------------	-----------	------------	--------------

*Street or Mailing Address* *City* *State* *Country* *Zip Code*

<b>GOVERNING PERSON 2</b>				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i> <i>City</i> <i>State</i> <i>Country</i> <i>Zip Code</i>				

<b>GOVERNING PERSON 3</b>				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i> <i>City</i> <i>State</i> <i>Country</i> <i>Zip Code</i>				

**Article 4 – Purpose**

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

**Supplemental Provisions/Information**

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

The filing entity is being formed as a Texas limited liability company as a result of a plan of conversion.

The name of the converting entity is Save on Energy, Ltd., which is a Texas limited partnership formed on July 17, 2003 with a principal place of buiness of 8117 Preston Road, Suite 300 Dallas, Texas 75225.

**Organizer**

The name and address of the organizer:

C. Brent Moore

*Name*

8117 Preston Road, Suite 300

*Street or Mailing Address*

Dallas

*City*

TX 75225

*State Zip Code*

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

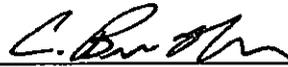
- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence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

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

**Execution**

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

Date: October 22, 2012



\_\_\_\_\_  
*Signature of organizer*

C. Brent Moore

*Printed or typed name of organizer*

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

October 24, 2012

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE:  
Save on Energy, LLC ( File Number: 801673730 )

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Lisa Jones

Fax: (512) 463-5709  
TID: 10339

Dial: 7-1-1 for Relay Services  
Document: 449661730003



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Fusion Business Management, LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 800225655]

Into

Save on Energy, LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 801673730]

has been received in this office and has been found to conform to law.

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

Dated: 10/23/2012

Effective: 10/23/2012



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

Hope Andrade  
Secretary of State

**Form 622**  
**(Revised 05/11)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: see instructions**



This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**OCT 23 2012**  
**Corporations Section**

**Certificate of Merger  
Combination Merger  
Business Organizations Code**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

**Save on Energy, LLC**

*Name of Organization*

The organization is a limited liability company It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA The file number, if any, is \_\_\_\_\_  
*State Country Texas Secretary of State file number*

Its principal place of business is 8117 Preston Road, Suite 300 Dallas TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 2**

**Fusion Business Management, LLC**

*Name of Organization*

The organization is a limited liability company It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA The file number, if any, is 800225655  
*State Country Texas Secretary of State file number*

Its principal place of business is 8117 Preston Road, Suite 300 Dallas TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 3**

*Name of Organization*

The organization is a \_\_\_\_\_ It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is \_\_\_\_\_

State Country

Texas Secretary of State file number

Its principal place of business is \_\_\_\_\_

Address

City

State

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
Name as Amended

**Plan of Merger**

The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

**Alternative Statements**

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  The plan of merger effected changes or amendments to the certificate of formation of:

\_\_\_\_\_  
Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

**4. Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

\_\_\_\_\_  
*Name of New Organization 1* *Jurisdiction* *Entity Type (See Instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip Code*

\_\_\_\_\_  
*Name of New Organization 2* *Jurisdiction* *Entity Type (See Instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip Code*

\_\_\_\_\_  
*Name of New Organization 3* *Jurisdiction* *Entity Type (See Instructions)*

\_\_\_\_\_  
*Principal Place of Business Address* *City* *State* *Zip*

**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
was not required by the provisions of the BOC.

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

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: October 22, 2012

Save on Energy, LLC,  
By: Red Ventures, LLC  
its sole Manager

\_\_\_\_\_  
Merging Entity Name

*Mark Brodsky*

\_\_\_\_\_  
Signature of authorized person (see instructions)

Mark Brodsky, CFO of Red Ventures, LLC

\_\_\_\_\_  
Printed or typed name of authorized person

Fusion Business Management, LLC

\_\_\_\_\_  
Merging Entity Name

*C. Brent Moore*

\_\_\_\_\_  
Signature of authorized person (see instructions)

C. Brent Moore, sole Manager of Fusion Business  
Management, LLC

\_\_\_\_\_  
Printed or typed name of authorized person

\_\_\_\_\_  
Merging Entity Name

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person

From: (704) 971-2303  
Linda Koziol  
Red Ventures  
1101 521 Corporate Center Dr  
Fort Mill, SC 29707

Origin ID: MEOA



J13111302120326

Ship Date: 12JUL13  
ActWgt: 4.0 LB  
CAD: 4516267/INET3370

Delivery Address Bar Code



SHIP TO: (704) 227-9575

BILL SENDER

Secretary of the Commission  
Keystone Bldg., 400 North Street  
2nd Floor, Room N201  
HARRISBURG, PA 17120

Ref # JCollier/LEGAL  
Invoice #  
PO #  
Dept #

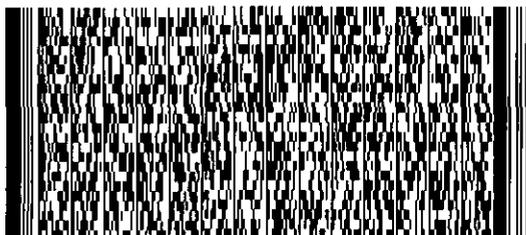
MON - 15 JUL 3:00P  
STANDARD OVERNIGHT

TRK# 7962 1912 0449

0201

DSR  
17120  
PA-US  
MDT

**XH MDTA**



519G1/AA/14/03AB

**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](http://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 ServiceGuide. Written claims must be filed within strict time limits, see current FedEx Service Guide.