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McKeon &
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ATTORNEYS AT LAW

Steven K. Haas
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September 26, 2014

VIA HAND DELIVERY

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105-3265

RE: Application of Convenient Ventures, LLC d/b/a EnergyObjective;
Docket No. A-2014-____________________
Electricity Supply Service Application

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the electricity supply services application of Convenient Ventures, LLC d/b/a EnergyObjective ("Convenient Ventures"). Convenient Ventures is seeking approval to provide electricity supply services as a broker/marketer throughout the Commonwealth of Pennsylvania. Copies of this application have been served as indicated on the attached Certificate of Service. Also enclosed is a check in the amount of $350.00 to cover the filing fee.

Thank you for your attention to this matter. Please contact this office at the above-listed number with any questions you may have.

Sincerely,

Steven K. Haas
Counsel to Convenient Ventures, LLC

RECEIVED
2014 SEP 26 PM 2:54
PA PUC
SECRETARY'S BUREAU

SKH/jld
Enclosures
cc: Anthony Rametta (w/encl. - Via Hand Delivery)

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Convenient Ventures, LLC, d/b/a EnergyObjective, for approval to offer, render, furnish, or supply electricity or electric generation services as broker/marketer to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

a. IDENTITY OF THE APPLICANT: Provide name *(including any fictitious name or d/b/a)*, primary address, web address, and telephone number of Applicant:

Convenient Ventures, LLC d/b/a EnergyObjective
415 Norwood Street
York, PA 17403
(717) 771-1894
www.energyobjective.com

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

None

c. REGULATORY CONTACT: Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Tim Booth, General Manager
415 Norway Street
York, PA 17403
Phone: (717) 771-1894
Fax: (717) 854-9773
tbooth@shipleyenergy.com

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

Todd S. Stewart
Hawke McKeon & Sniscak. LLP
100 N. 10th Street
Harrisburg, PA 17101
Phone: (717) 236-1300
Fax: (717) 236-4841
E-mail: tsstewart@hmslegal.com

e. CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS: Provide the name, title, address, telephone number, FAX number, and e-mail **<u>of the person and an alternate person</u>** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

Tim Booth, General Manager	Derek Shaw, Energy Procurement Lead
415 Norway Street	415 Norway Street
York, PA 17403	York, PA 17403
Phone: (717) 771-1894	Phone: (717) 771-8486
Fax: (717) 854-9773	Fax: (717) 854-9773
tbooth@shipleyenergy.com	dshaw@shipleyenergy.com

2. <u>BUSINESS ENTITY FILINGS AND REGISTRATION</u>

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

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

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

See Attachment 1. The fictitious name is EnergyObjective.

b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:
(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

☐ The Applicant is a sole proprietor.

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

or

☐ The Applicant is a:

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

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give *name, d/b/a, and address of partners.* If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.

- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, *attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.*

or

☐ The Applicant is a:

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

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

  See Attachment 2.

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

  Pennsylvania.

- Give name and address of officers.

William S Shipley III
President, Shipley Group
413 Norway St
York, Pa. 17403

Lloyd Midgett
Secretary
413 Norway St
York,Pa. 17403

Matt Sommer
President
415 Norway ST.
York, Pa. 17403

Richard M Beamesderfer
Treasurer
415 Norway St.
York, Pa. 17403

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

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

Shipley Choice, LLC has supplier's licenses for electricity and natural gas. Its address is 415 Norway Street, York, PA 17403.

Shipley Energy Company has supplier's licenses for electricity and natural gas. The address is 415 Norway Street, York, PA 17403.

Neither of these affiliates are jurisdictional public utilities.

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

Convenient Ventures was previously named "Reliable Truck Lines, LLC." The name was changed to Convenient Ventures in 2002.

4. OPERATIONS

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

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

☐ The Applicant is presently doing business in Pennsylvania as a

- ☐ municipal electric corporation
- ☐ electric cooperative
- ☐ local gas distribution company
- ☐ provider of electric generation, transmission or distribution services
- ☐ broker/marketer engaged in the business of supplying electricity services
- X Other; Identify the nature of service being rendered.

or

☐ The Applicant is not presently doing business in Pennsylvania.

The company currently operates in Pennsylvania as a bottles water and coffee delivery business. It is d/b/a Sweet Arrow Springs and Coffee Break. The company provides bottled water and coffee delivery services. The current activity is not under PUC jurisdiction.

b. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as a (*may check multiple*):

- ☐ Generator of electricity
- ☐ Supplier of electricity
- ☐ Aggregator engaged in the business of supplying electricity
- X Broker/Marketer engaged in the business of supplying electricity services
  - X *Check here to verify that your organization will not be taking title to the electricity nor will you be making payments for customers.*
- ☐ Electric Cooperative and supplier of electric power
- ☐ Other (Describe):

c. PROPOSED SERVICES: Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

EnergyObjective will act as an electricity broker primarily serving medium and large commercial and industrial customers in PA. We will shop on behalf of customers to identify low cost or best fit supply product among various suppliers. Our price will be built into the suppliers prices and all of our compensation will come from suppliers.

d. PROPOSED SERVICE AREA: Check the box of each Electric Distribution Company for which the Applicant proposes to provide service.

- ☐ Citizens' Electric
- ☐ Duquesne Light
- ☐ Met-Ed
- ☐ PECO
- ☐ Penelec
- ☐ Penn Power
- ☐ Pike
- ☐ PPL
- ☐ UGI Utilities
- ☐ Wellsboro
- ☐ West Penn

X Entire Commonwealth of PA

e. CUSTOMERS: Applicant proposes to provide services to:

- ☐ Residential Customers
- ☐ Small Commercial Customers - (25 kW and Under)
- ☐ Residential and Small Commercial as Mixed Meter ONLY **(CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)**
- ☐ Large Commercial Customers - (Over 25 kW)
- ☐ Industrial Customers
- ☐ Governmental Customers
- X All of above
- ☐ Other (Describe):

f. START DATE: Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

Upon approval of the application by the PUC.

5. COMPLIANCE

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

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

None.

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

N/A

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

None.

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

N/A

6. PROOF OF SERVICE

Attached.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7. FINANCIAL FITNESS

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

☐ Furnishing the **original** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of $250,000.

☐ Furnishing the **original** of another initial security for Commission approval, to ensure financial responsibility.

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

EnergyObjective will be serving as a broker/marketer only. At no time will it take title to electricity, and at no time will it pay electric bills on behalf of its customers.

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*

- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*

- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

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

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

See Attachments 3, 4 and 5. Attachment 5, dated June 30, 2013, is an 18 month financial statement.

c. SUPPLIER FUNDING METHOD: If Applicant is operating as anything other than **<u>Broker/Marketer only</u>**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

N/A

d. BROKER PAYMENT STRUCTURE: If applicant is a broker/marketer, explain how your organization will be collecting your fees.

Applicant is paid a negotiated commission directly from the chosen supplier for each acquired customer.

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

Richard Beamesderfer, CFO
415 Norway Street
York, PA 17403
Phone: (717) 771-1865
Fax: (717) 854-9773
rmbeamesderfer@shipleyenergy.com

f. TAXATION: Complete the <u>TAX CERTIFICATION STATEMENT</u> attached as Appendix F to this application.

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

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

See attached Tax Certification Statement.

8. TECHNICAL FITNESS:

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

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

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

The officers are listed in Section 2 above. The day to day management of EnergyObjective will be conducted by three former Shipley Energy employees. Tim Booth (General Manager) began Shipley Energy's electricity brokering arm in 2009 and grew the business to include 375 C&I customers and more than 360,000 annual MWh of load. He also started Shipley Choice, LLC residential electricity supply arm, serving more than 14,000 customers in three utilities over the course of a year. He is capable in all aspects of the business and is equally committed to small customers, as he is knowledgeable of the needs of large customers. Tim will oversee both big picture and day to day operations of EnergyObjective.

Derek Shaw (Energy Procurement Lead) will coordinate all of the pricing, contracting presentations and customer service efforts. Derek began with Shipley in January, 2013, providing essentially these same services. He is detailed, thorough and attentive to customer needs.

Jeanine Pranses (Account Executive) will focus on new and renewal sales and serve as a backup to Derek. She was one of the best-selling and hardest working members of Shipley's residential customer care center. The team of three people will likely grow to ten people in the first few years. Until then, the existing staff carries ten years combined experience with Pennsylvania electric choice and will serve its clients with passion, thoroughness and respect for the law and the business.

See Attachment 6 for the educational and employment background of EnergyObjective's officers.

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

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

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

☐ Yes
X No

If yes, will the Applicant be using verification procedures?

☐ Yes
☐ No

If yes, describe the Applicant's verification procedures.

d. OVERSIGHT OF MARKETING: Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

EnergyObjective will work closely with its regulatory counsel to assure that it is in full compliance at all times with the Commission's marketing requirements and regulations.

e. OFFICERS: Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations.

William S Shipley III
President, Shipley Group
413 Norway St
York, Pa. 17403

Lloyd Midgett
Secretary
413 Norway St
York,Pa. 17403

Matt Sommer
President
415 Norway ST.
York, Pa. 17403

Richard M Beamesderfer
Treasurer
415 Norway St.
York, Pa. 17403

See Attachment 6 for the education and employment and background of EnergyObjective's officers.

f. FERC FILING: Applicant has:

☐ Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.

☐ Received approval from FERC to be a Power Marketer at Docket or Case Number ____________.

X Not applicable

9. DISCLOSURE STATEMENT:

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

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

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

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

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

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

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

(Select only one of the following)

☐ AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).

☐ AGREED - Applicant will provide compliance with this requirement within 120 days of receiving its license

X ACKNOWLEDGED - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

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

X AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.

- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.

- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.

- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.

- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).

- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform *the Governor and Legislature of the progress of the transition to a fully competitive electric market.*

X AGREED

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

X AGREED

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

X ACKNOWLEDGED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X AGREED

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

X PAYMENT ENCLOSED

11. AFFIDAVITS

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

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

12. NEWSPAPER PUBLICATIONS

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

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

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

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

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburg Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Citizens' Electric						X	
Duquesne				X			
Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X
Entire Commonwealth	X	X	X	X	X	X	X

1. SIGNATURE

Applicant:: Convenient Ventures LLC D/B/A Energy Objective

By: [signature]

Title: Treasurer

ATTACHMENT 1

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

EnergyObjective

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

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ENTITY NUMBER: 4279205

Lobach, Jeffrey D, Esq
C/o Barley Snyder LLC 100 East Market Street
York, PA 17401

ATTACHMENT 1

Entity #: 4279205
Date Filed: 06/27/2014
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

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

Name
Jeffrey D. Lobach c/o Barley Snyder LLP
Address
100 East Market Street
City York State PA Zip Code 17401

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

Fee: $70

Commonwealth of Pennsylvania
FICTITIOUS NAME 2 Page(s)
T1417864116

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:
EnergyObjective

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:
Brokering of energy products.

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

Number and Street	City	State	Zip	County
415 Norway Street	York	PA	17403	York

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
N/A				

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

Convenient Ventures, LLC, a Pennsylvania limited liability company

Name Form of Organization Organizing Jurisdiction

415 Norway Street, York, PA 17403

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 on 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 27th day of June, 2014.

Convenient Ventures, LLC

By: [signature]
Treasurer, Richard Beamesderfer

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ATTACHMENT 2

pennsylvania
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pennsylvania PA

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Business Entity Filing History

Date: 8/27/2014 (Select the link above to view the Business Entity's Filing History)

Business Name History

Name	**Name Type**
CONVENIENT VENTURES, LLC	Current Name
RELIABLE TANK LINES LLC	Prior Name

Limited Liability Company - Domestic - Information

Entity Number:	3090668
Status:	*Active*
Entity Creation Date:	8/23/2002
State of Business.:	PA
Registered Office Address:	415 NORWAY ST PO BOX 1509 YORK PA 17405-0 York
Mailing Address:	No Address

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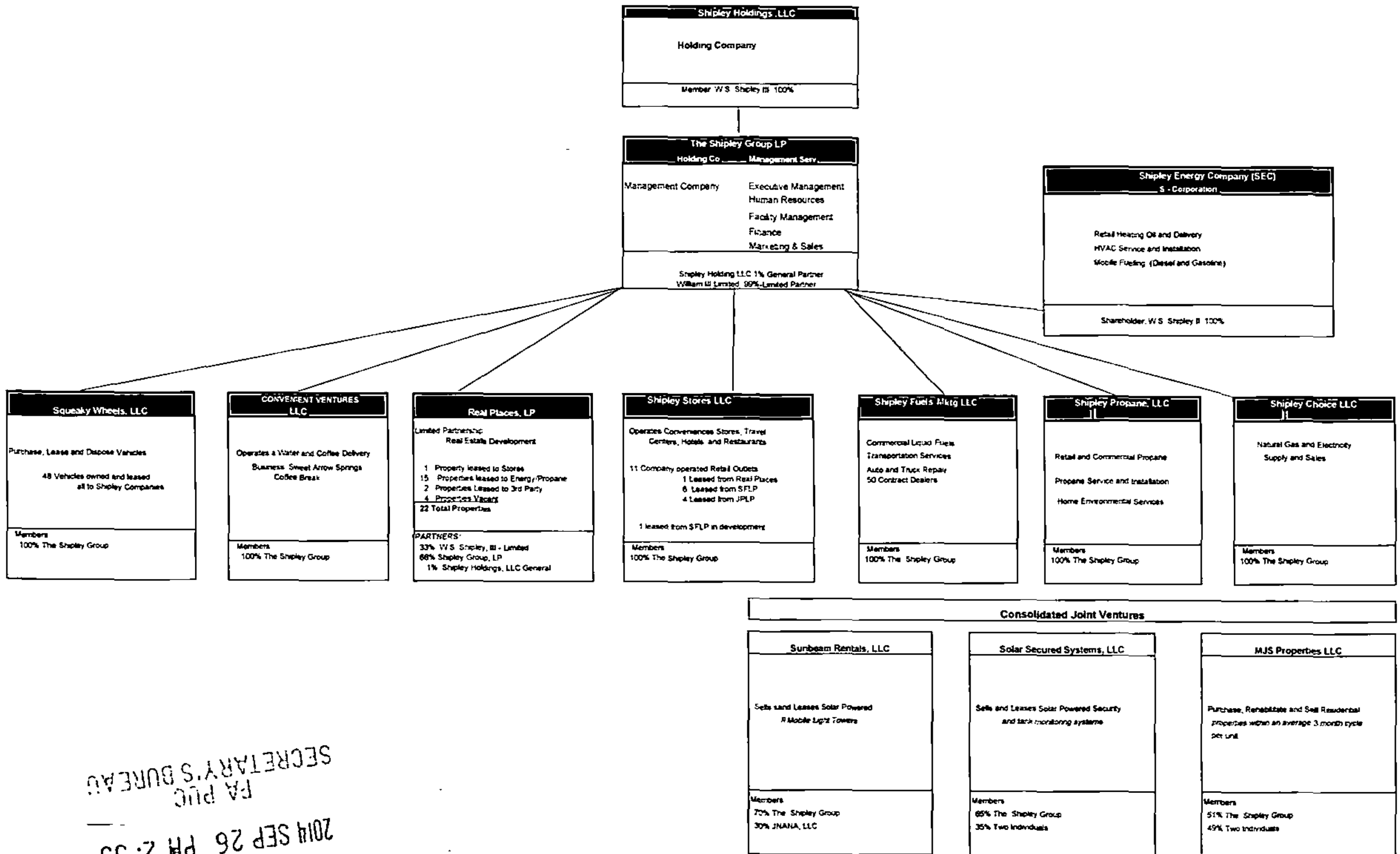
ATTACHMENT 2

ATTACHMENT 3

The Shipley Companies

10/17/2013 Structure



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ATTACHMENT 3

ATTACHMENT 4

DNBi®
Risk Management

Printed By:Brad Beaumont
Date Printed:August 29, 2014

Live Report : SHIPLEY ENERGY COMPANY

D-U-N-S® Number: 04-388-7371
Trade Names: SHIPLEY ENERGY
Endorsement/Billing Reference: CFA USer

D&B Address

Address	415 Norway Str York,PA - 17403	**Location Type**	Headquarters
Phone	717 848-4100	**Web**	www.shipleyenergy.com
Fax			

Added to Portfolio: 06/13/2008
Last View Date: 12/20/2013
Endorsement : CFA USer

Company Summary

Currency: Shown in USD unless otherwise indicated

Score Bar

PAYDEX®	68	Paying 17 days past due
Commercial Credit Score Class	1	Low Risk of severe payment delinquency.
Financial Stress Score Class	3	Moderate Risk of severe financial stress.
Credit Limit - D&B Conservative	250,000.00	Based on profiles of other similar companies.
D&B Rating	1R3	1R indicates 10 or more Employees, Credit appraisal of 3 is fair

D&B 3-month PAYDEX®

3-month D&B PAYDEX®: *69*
Lowest Risk:100;Highest Risk :1

When weighted by amount, Payments to suppliers average 16 Days Beyond Terms

D&B Company Overview

This is a headquarters location

Branch(es) or Division(s) exist	Y
Mailing Address	PO BOX 15052 YORK,PA17405
Chief Executive	WILLIAM S SHIPLEY III, CEO-PRES
Year Started	1968
Employees	270 (150 Here)
Financing	SECURED
SIC	5983 , 5172
Line of business	Ret fuel oil dealer, whol petroleum products
NAICS	454310
History Status	CLEAR

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ATTACHMENT 4

Commercial Credit Score Class

Commercial Credit Score Class: 1
Lowest Risk:1;Highest Risk :5

Detailed Trade Risk Insight™

Days Beyond Terms Past 3 Months

1
Days

Dollar-weighted average of **25** payment experiences reported from **20** Companies

Recent Derogatory Events

	May-14	Jun-14	Jul-14
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	-

FirstRain Company News

This Company Is not currently tracked for Company News

Powered by FirstRain

Corporate Linkage

Subsidiaries (Domestic)

Company	*City , State*	D-U-N-S® NUMBER
WATKINS TOWER, INC.	GETTYSBURG , Pennsylvania	01-503-7971
HAINEY BUSINESS SYSTEMS LLC	DOVER , Pennsylvania	16-118-5884

Branches (Domestic)

Company	City , State	D-U-N-S® NUMBER
SHIPLEY ENERGY COMPANY	LEBANON , Pennsylvania	04-761-5492
SHIPLEY ENERGY COMPANY	LITITZ , Pennsylvania	08-160-4865
SHIPLEY ENERGY COMPANY	NEW CUMBERLAND , Pennsylvania	10-166-0285
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	10-286-0553
SHIPLEY ENERGY COMPANY	HANOVER , Pennsylvania	12-099-6397
SHIPLEY ENERGY COMPANY	MIDDLEBURG , Pennsylvania	15-213-5281
SHIPLEY ENERGY COMPANY	CAMP HILL , Pennsylvania	61-940-2662
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	79-259-5555
SHIPLEY ENERGY COMPANY	MIFFLINTOWN , Pennsylvania	79-424-0770

SHIPLEY ENERGY COMPANY	LANCASTER , Pennsylvania	80-247-4429
SHIPLEY ENERGY COMPANY	MECHANICSBURG , Pennsylvania	80-857-9130
SHIPLEY ENERGY COMPANY	ELIZABETHTOWN , Pennsylvania	80-857-9296
SHIPLEY ENERGY COMPANY	HARRISBURG , Pennsylvania	83-124-7093
SHIPLEY ENERGY COMPANY	LEMOYNE , Pennsylvania	83-296-2872
SHIPLEY ENERGY COMPANY	NEW FREEDOM , Pennsylvania	87-855-5184
SHIPLEY ENERGY COMPANY	HANOVER , Pennsylvania	93-344-5744
SHIPLEY ENERGY COMPANY	DALLAS , Texas	93-338-2421
SHIPLEY ENERGY COMPANY	DOVER , Pennsylvania	93-058-7928
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	07-856-4685

Predictive Scores

Currency: Shown in USD unless otherwise indicated

Credit Capacity Summary

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the D&B Rating Key

D&B Rating : **1R3**

Number of employees: 1R indicates 10 or more employees
Composite credit appraisal: 3 is fair

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 creditworthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive.

Below is an overview of the companys rating history since 01-01-1991

Number of Employees Total: *270 (150 here)*

D&B Rating	Date Applied
1R3	12-12-2005
1R2	08-12-2004
1R3	09-13-1997
1R2	11-23-1995
1R3	07-21-1995
--	01-01-1991

Payment Activity:	**(based on 72 experiences)**
Average High Credit:	6,894
Highest Credit:	200,000
Total Highest Credit:	432,950

D&B Credit Limit Recommendation

Conservative credit Limit	250,000
Aggressive credit Limit:	500,000

Risk category for this business : **LOW**

The Credit Limit Recommendation (CLR) is intended to serve as a directional benchmark for all businesses within the same line of business or industry, and is not calculated based on any individual business. Thus, the CLR is intended to help guide the credit limit decision, and must be balanced in combination with other elements which reflect the individual company's size, financial strength, payment history, and credit worthiness, all of which can be derived from D&B reports.
Risk is assessed using D&Bs scoring methodology and is one factor used to create the recommended limits. See Help for details.

Financial Stress Class Summary

The Financial Stress Score predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&Bs extensive data files.
The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000), which is lower than the average of businesses in D & B's database

Financial Stress Class : 3 (Lowest Risk:1; Highest Risk:5)

Moderately lower than average risk of severe financial stress, such as a bankruptcy or going out of business with unpaid debt, over the next 12 months.

Probability of Failure:

Risk of Severe Financial Stress for Businesses with this Class: **0.24 %** (24 per 10,000)
Financial Stress National Percentile : **61** (Highest Risk: 1; Lowest Risk: 100)
Financial Stress Score : **1496** (Highest Risk: 1,001; Lowest Risk: 1,875)
Average Risk of Severe Financial Stress for Businesses in D&B database: **0.48 %** (48 per 10,000)

The Financial Stress Class of this business is based on the following factors:

Composite credit appraisal is rated fair.
UCC Filings reported.
High number of inquiries to D & B over last 12 months.
Low proportion of satisfactory payment experiences to total payment experiences.

Notes:

The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
The Probability of Failure shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Probability of Failure - National Average represents the national failure rate and is provided for comparative purposes.
The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&Bs file.
The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	61
Region: MIDDLE ATLANTIC	44
Industry: GENERAL RETAIL	49
Employee range: 100-499	75
Years in Business: 26+	77

This Business has a Financial Stress Percentile that shows:

Lower risk than other companies in the same region.

Lower risk than other companies in the same industry.

Higher risk than other companies in the same employee size range.

Higher risk than other companies with a comparable number of years in business.

Credit Score Summary

The Commercial Credit Score (CCS) predicts the likelihood of a business paying its bills in a severely delinquent manner (91 days or more past terms), obtaining legal relief from its creditors or ceasing operations without paying all creditors in full over the next 12 months.
The Credit Score class of 1 for this company shows that 1.1% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

Credit Score Class : 1 Lowest Risk:1;Highest Risk :5

Incidence of Delinquent Payment

Among Companies with this Classification: **1.10 %**
Average compared to businesses in D&Bs database: **10.20 %**
Credit Score Percentile : **94** (Highest Risk: 1; Lowest Risk: 100)
Credit Score : **593** (Highest Risk: 101; Lowest Risk:670)

The Credit Score Class of this business is based on the following factors:

- Evidence of open suits
- Higher risk industry based on delinquency rates for this industry
- Proportion of slow payments in recent months

Notes:

The Commercial Credit Score Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience severe delinquency.

The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 91 days past due or more by creditors. The calculation of this value is based on D&B's trade payment database.

The Commercial Credit Score percentile reflects the relative ranking of a firm among all scorable companies in D&B's file.

The Commercial Credit Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	94
Region: MIDDLE ATLANTIC	51
Industry: GENERAL RETAIL	49
Employee range: 100-499	89
Years in Business: 26+	85

This business has a Credit Score Percentile that shows:

Lower risk than other companies in the same region.

Lower risk than other companies in the same industry.

Lower risk than other companies in the same employee size range.

Lower risk than other companies with a comparable number of years in business.

Trade Payments

Currency: Shown in USD unless otherwise indicated

D&B PAYDEX®

The D&B PAYDEX is a unique, weighted indicator of payment performance based on payment experiences as reported to D&B by trade references. *Learn more about the D&B PAYDEX*

Timeliness of historical payments for this company.

Current PAYDEX is	**68**	Equal to 17 days beyond terms (Pays more slowly than the average for its industry of generally within terms)
Industry Median is	**80**	Equal to generally within terms
Payment Trend currently is	⇔	Unchanged, compared to payments three months ago

Indications of slowness can be the result of dispute over merchandise, skipped invoices etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Total payment Experiences in D&Bs File (HQ)	72
Payments Within Terms (not weighted)	83 %
Trade Experiences with Slow or Negative Payments(%)	22.22%
Total Placed For Collection	0
High Credit Average	6,894
Largest High Credit	200,000
Highest Now Owing	55,000
Highest Past Due	55,000

(Lowest Risk:100; Highest Risk:1)

D&B PAYDEX® : 68

When weighted by amount, payments to suppliers average 17 days beyond terms

3-Month D&B PAYDEX® : 69 (Lowest Risk:100; Highest Risk:1)

Based on payments collected over last 3 months.

When weighted by amount, payments to suppliers average 16 days beyond terms

D&B PAYDEX® Comparison

Current Year

PAYDEX® of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Ret fuel oil dealer, whol petroleum products , based on SIC code 5983 .

Shows the trend in D&B PAYDEX scoring over the past 12 months.

	9/13	10/13	11/13	12/13	1/14	2/14	3/14	4/14	5/14	6/14	7/14	8/14
This Business	72	72	73	74	71	69	71	71	69	69	68	68
Industry Quartiles												
Upper	80	.	.	80	.	.	80	.	.	80	.	.
Median	80	.	.	80	.	.	80	.	.	80	.	.
Lower	76	.	.	76	.	.	76	.	.	77	.	.

Current PAYDEX for this Business is 68 , or equal to 17 days beyond terms
The 12-month high is 74 , or equal to 9 DAYS BEYOND terms
The 12-month low is 68 , or equal to 17 DAYS BEYOND terms

Previous Year
Shows PAYDEX of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Ret fuel oil dealer, whol petroleum products , based on SIC code 5983 .

Previous Year	09/12 Q3'12	12/12 Q4'12	03/13 Q1'13	06/13 Q2'13
This Business	71	72	74	72
Industry Quartiles				
Upper	80	80	80	80
Median	80	80	80	80
Lower	76	76	76	76

Based on payments collected over the last 4 quarters.
Current PAYDEX for this Business is 68 , or equal to 17 days beyond terms
The present industry median Score is 80 , or equal to generally within terms
Industry upper quartile represents the performance of the payers in the 75th percentile
Industry lower quartile represents the performance of the payers in the 25th percentile

Payment Habits

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences to calculate the percentage, and the total credit value of the credit extended.

$ Credit Extended	# Payment Experiences	Total Amount	% of Payments Within Terms
Over 100,000	1	200,000	50%
50,000-100,000	1	55,000	0%
15,000-49,999	2	55,000	100%
5,000-14,999	10	77,500	94%
1,000-4,999	21	33,000	73%

Under 1,000	27	6,950	65%

Based on payments collected over last 24 months.

All Payment experiences reflect how bills are paid in relation to the terms granted. In some instances, payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

Payment Summary

There are 72 payment experience(s) in D&Bs file for the most recent 24 months, with 45 experience(s) reported during the last three month period.

The highest **Now Owes** on file is 55,000 . The highest **Past Due** on file is 55,000

Below is an overview of the companys currency-weighted payments, segmented by its suppliers primary industries:

	Total Rcvd (#)	Total Amts	Largest High Credit	Within Terms (%)	Days Slow <31 (%)	31-60 (%)	61-90	90>
Top Industries								
Nonclassified	6	19,250	10,000	94	6	0	0	0
Electric services	6	1,250	500	60	40	0	0	0
Short-trm busn credit	5	56,000	35,000	96	4	0	0	0
Natural gas distrib	5	1,450	1,000	83	17	0	0	0
Misc publishing	5	3,600	1,000	72	0	28	0	0
Mfg refrig/heat equip	4	9,250	5,000	92	8	0	0	0
Misc business credit	4	4,750	2,500	50	50	0	0	0
Public finance	3	22,500	10,000	100	0	0	0	0
Misc business service	2	202,500	200,000	51	49	0	0	0
Whol petroleum prdts	2	65,000	55,000	8	92	0	0	0
Whol electrical equip	2	2,750	2,500	100	0	0	0	0
Security broker/deal	2	3,500	2,500	100	0	0	0	0
Ret liquefied gas	2	2,600	2,500	4	0	96	0	0
Whol plumb/hydronics	2	1,250	1,000	100	0	0	0	0
Whol office equipment	2	600	500	58	0	0	42	0
Misc equipment rental	1	20,000	20,000	100	0	0	0	0
Mfg non-elect heaters	1	7,500	7,500	100	0	0	0	0
Whol computers/softwr	1	1,000	1,000	100	0	0	0	0
Radiotelephone commun	1	1,000	1,000	100	0	0	0	0
Telephone communictns	1	1,000	1,000	100	0	0	0	0
Whol industrial suppl	1	250	250	100	0	0	0	0
Mfg nonwd office furn	1	250	250	100	0	0	0	0
Nondeposit trust	1	100	100	100	0	0	0	0
Whol tires/tubes	1	50	50	0	0	0	100	0
Ret home appliances	1	50	50	100	0	0	0	0
Other payment categories								
Cash experiences	9	3,000	2,500					
Payment record unknown	1	2,500	2,500					
Unfavorable comments	0	0	0					
Placed for collections	0	N/A	0					
Total in D&B's file	72	432,950	200,000					

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Indications of slowness can be result of dispute over merchandise, skipped invoices etc.

Detailed payment history for this company

Date Reported (mm/yy)	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale Within (month)
08/14	Ppt	10,000	0	0		2-3 mos
07/14	Ppt		500	0		
	Ppt		100	0		
	Ppt		1,000	0		
	Ppt	10,000	10,000	0		1 mo
	Ppt	10,000	0	0		1 mo
	Ppt	7,500	0	0		1 mo
	Ppt	7,500	5,000	100		1 mo
	Ppt	7,500	0	0		1 mo
	Ppt	5,000	0	0		1 mo
	Ppt	5,000	750	0		1 mo
	Ppt	5,000	2,500	0		1 mo
	Ppt	2,500	0	0		6-12 mos
	Ppt	2,500	0	0	N30	2-3 mos
	Ppt	2,500	750	0	N30	1 mo
	Ppt	1,000	750	0		1 mo
	Ppt	1,000	1,000	0		1 mo
	Ppt	1,000	1,000	750		1 mo
	Ppt	1,000	500	0		1 mo
	Ppt	1,000	100	0		6-12 mos
	Ppt	1,000	0	0	N30	6-12 mos
	Ppt	1,000	0	0		4-5 mos
	Ppt	500	250	0		1 mo
	Ppt	250	50	0		
	Ppt	250	0	0		1 mo
	Ppt	250	250	0		
	Ppt	100	50	0		
	Ppt	100	50	0		1 mo
	Ppt	100	100	0		
	Ppt	100	100	0	Lease Agreemnt	1 mo
	Ppt	50	50	0		
	Ppt	50	50	0		1 mo
	Ppt-Slow 30	200,000	55,000	0		1 mo
	Ppt-Slow 30	2,500	0	0		6-12 mos
	Ppt-Slow 30	2,500	250	0		1 mo
	Ppt-Slow 30	1,000	500	0		1 mo
	Ppt-Slow 30	750	250	0		1 mo
	Ppt-Slow 30	500	0	0		6-12 mos
	Slow 20	2,500	1,000	1,000		1 mo
	Slow 30	750	750	500		1 mo
	Slow 30+	2,500	2,500	250	N10	1 mo
	(042)	0	0	0	Cash account	1 mo
06/14	Ppt	250	50	0		1 mo
	(044)	2,500	2,500	0	N30	1 mo
05/14	Ppt	20,000	2,500		Lease Agreemnt	
	Slow 60		1,000	0		1 mo
03/14	Ppt	35,000	5,000	0		1 mo

	Ppt	1,000	0	0	N30	1 mo
02/14	(049)				Sales COD	1 mo
	(050)				Sales COD	1 mo
	(051)				Sales COD	1 mo
	(052)				Sales COD	1 mo
	(053)				Sales COD	1 mo
01/14	Ppt	250	100	0		1 mo
	Ppt	100	0	0		6-12 mos
12/13	Ppt-Slow 30	10,000	0	0		2-3 mos
	Slow 30	55,000	55,000	55,000		
11/13	Ppt-Slow 90	500	0	0		6-12 mos
08/13	(059)	250			Cash account	1 mo
	(060)	250			Cash account	1 mo
07/13	Ppt	2,500	2,500	0	N30	1 mo
	Ppt	250	0	0		2-3 mos
	Slow 30	500	0	0		2-3 mos
06/13	Ppt	1,000	50	0	N30	1 mo
	Ppt	100	50	0	N30	1 mo
	Ppt	50	50	0	N30	1 mo
	Slow 30	250	0	0	N30	1 mo
05/13	(068)	2,500			Cash account	1 mo
09/12	Ppt	1,000	0	0		1 mo
	Ppt	250	0	0		2-3 mos
	Slow 90	50	0	0		6-12 mos
07/12	Ppt	50	0	0		6-12 mos

Payments Detail Key: ☐ 30 or more days beyond terms

Payment experiences reflect how bills are paid in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices, etc. Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Public Filings

Currency: Shown in USD unless otherwise indicated

Summary

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	2	12/05/05
UCCs	11	12/03/13

The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

Suits

Suit Amount	**24,149**
Status	**Pending**
DOCKET NO.	2005-SU-003631-Y01

Plaintiff	LIBERTY MUTUAL INSURANCE CO.
Defendant	SHIPLEY ENERGY CO.
Cause	COMPLAINT - CIVIL ACTION
Where filed	YORK COUNTY PROTHONOTARY, YORK, PA
Date status attained	12/05/05
Date filed	12/05/05
Latest Info Received	01/04/06

Suit Amount	**21,200**
Status	**Pending**
DOCKET NO.	2005-SU-001372-Y01
Plaintiff	D Y H BUSINESS BROKERS, INC.
Defendant	SHIPLEY ENERGY COMPANY
Cause	COMPLAINT - CIVIL ACTION
Where filed	YORK COUNTY PROTHONOTARY, YORK, PA
Date status attained	05/06/05
Date filed	05/06/05
Latest Info Received	06/21/05

If it is indicated that there are defendants other than the report subject, the lawsuit may be an action to clear title to property and does not necessarily imply a claim for money against the subject.

UCC Filings

Collateral	Negotiable instruments including proceeds and products - Inventory including proceeds and products - Accounts receivable including proceeds and products - Account(s) including proceeds and products - and OTHERS
Type	Original
Sec. Party	FULTON BANK, LANCASTER, PA
Debtor	SHIPLEY ENERGY COMPANY, YORK, PA
Filing No.	20040435127
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2004-04-23
Latest Info Received	06/10/04

Type	Continuation
Sec. Party	CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	20081110005088
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2008-11-10
Latest Info Received	11/18/08
Original UCC Filed Date	2004-04-23
Original Filing No.	20040435127

Collateral	All Assets - Assets
Type	Amendment

Sec. Party	CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2012020702720
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2012-02-06
Latest Info Received	02/16/12
Original UCC Filed Date	2004-04-23
Original Filing No.	20040435127

Type	Continuation
Sec. Party	CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	20131118000946
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2013-11-18
Latest Info Received	11/25/13
Original UCC Filed Date	2004-04-23
Original Filing No.	20040435127

Collateral	Accounts receivable - Account(s)
Type	Original
Sec. Party	ORBIAN FINANCIAL SERVICES II, LLC, NORWALK, CT
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2013120302357
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2013-12-03
Latest Info Received	12/10/13

Collateral	Business machinery/equipment and proceeds
Type	Original
Sec. Party	U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2013101708227
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2013-10-17
Latest Info Received	10/22/13

Collateral	Equipment
Type	Original
Sec. Party	U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN
Debtor	SHIPLEY ENERGY COMPANY

Filing No.	2012050811830
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2012-05-08
Latest Info Received	05/16/12

Collateral	Equipment
Type	Original
Sec. Party	US BANCORP, MARSHALL, MN
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2010091508161
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2010-09-15
Latest Info Received	09/20/10

Type	Original
Sec. Party	ORBIAN FINANCIAL SERVICES II, LLC, NORWALK, CT
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2013120302357
Filed With	UCC DIVISION, JACKSON, MS
Date Filed	2013-12-03
Latest Info Received	12/09/13

Type	Original
Sec. Party	U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2013101708227
Filed With	UCC DIVISION, JACKSON, MS
Date Filed	2013-10-17
Latest Info Received	12/09/13

Type	Original
Sec. Party	COURT SQUARE LEASING CORPORATION, MALVERN, PA
Debtor	SHIPLEY ENERGY COMPANY
Filing No.	2005032803658
Filed With	SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA
Date Filed	2005-03-28
Latest Info Received	03/27/06

Government Activity

Activity summary

Borrower (Dir/Guar)	NO
Administrative Debt	YES
Contractor	NO
Grantee	NO
Party excluded from federal program(s)	NO

Possible candidate for socio-economic program consideration

Labour Surplus Area	YES (2014)
Small Business	N/A
8(A) firm	N/A

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

History & Operations

Currency: Shown in USD unless otherwise indicated

Company Overview

Company Name:	SHIPLEY ENERGY COMPANY
Doing Business As :	SHIPLEY ENERGY
Street Address:	415 Norway Str York , PA 17403
Mailing Address:	PO Box 15052 York PA 17405
Phone:	717 848-4100
URL:	http://www.shipleyenergy.com
History	Is clear
Present management control	46 years

History

The following information was reported: **07/15/2014**

Officer(s):
WILLIAM S SHIPLEY III, CEO-PRES
ROBERT C BORDEN, SEC
BRIAN KOTTCAMP, PRES
RICHARD BEAMESDERFER, TREAS
DEBRA GOODLING, V PRES
DAVID E WILSON, TREAS

DIRECTOR(S) : THE OFFICER(S) and Lavern H Brenneman.

The Pennsylvania Secretary of State's business registrations file showed that Shipley Energy Company was registered as a Corporation on May 20, 1998.
Business started 1968 by William S Shipley II. 100% of capital stock is owned by William S Shipley III.
WILLIAM S SHIPLEY III born 1956. 1982-present active here.
ROBERT C BORDEN JR born 1944. 1973-present active here.
BRIAN KOTTCAMP born 1953. 2002-present active here. Previously employed by Walton & Co, PA.
RICHARD BEAMESDERFER born 1961. 1996-present active here. Previously employed by Healthsouth Corp, PA.
DEBRA GOODLING. Antecedents are unknown.
DAVID E WILSON. Antecedents not available.

AFFILIATE :
The following are related through common principals, management and/or ownership. Shipley Stores Inc, York, PA, started 1994, DUNS #-519-7245. Operates as a retailer of gasoline and operates convenience stores. Intercompany relations: None reported by management.

Operations

07/15/2014

Description:	Retails fuel oil (55%). Wholesales petroleum products, specializing in fuel oil, kerosene, diesel fuel and gasoline (35%). Provides natural gas distribution (10%). ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 717 854-5496. Toll-Free 800 839-1849. Has 40000 account(s). Terms are cash, check and Net 30 days. Sells to the general public & commercial concerns. Territory : Local. Nonseasonal.
Employees:	270 which includes officer(s) and 30 part-time. 150 employed here.
Facilities:	Owns 21,000 sq. ft. in a one story brick building.
Location:	Industrial section on well traveled street.
Branches:	This business has multiple branches, detailed branch/division information is available in Dun & Bradstreet?s linkage or family tree products.

SIC & NAICS

SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific about a company's operations than if we use the standard 4-digit code.

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

5983	0000	Fuel oil dealers
5172	9902	Fuel oil
5172	9903	Kerosene
5172	0202	Diesel fuel
5172	0203	Gasoline
4924	0000	Natural gas distribution

NAICS:

454310	Fuel Dealers
424720	Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)
424720	Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)
424720	Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)
424720	Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)
221210	Natural Gas Distribution

Financials

Currency: Shown in USD unless otherwise indicated

Company Financials: D&B

Additional Financial Data

As of July 15, 2014, attempts to contact the management of this business have been unsuccessful. Outside sources confirmed operation and location.

Request Financial Statements

Requested financials are provided bySHIPLEY ENERGY COMPANYand are not DUNSRight certified.

Key Business Ratios

D & B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance.

To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

Based on this Number of Establishments 49

Industry Norms Based On 49 Establishments	This Business	Industry Median	Industry Quartile
Profitability			
Return on Sales %	UN	0.6	UN
Return on Net Worth %	UN	8.6	UN
Short-Term Solvency			
Current Ratio	UN	1.7	UN
Quick Ratio	UN	1.4	UN
Efficiency			
Assets to Sales %	UN	20.3	UN
Sales / Net Working Capital	UN	14.3	UN
Utilization			
Total Liabilities / Net Worth (%)	UN	94.7	UN

UN = Unavailable

Associations

All Credit Files with Same D-U-N-S® Number as this D&B Live Report

Company Name	Type	Status	Date Created
SHIPLEY ENERGY COMPANY	Account - #635500	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #659327	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #635501	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #694483	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #735500	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #637190	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY OIL CO	Account - #463791	No Action Recommended	09/02/2011 09:37 AM EDT

Detailed Trade Risk Insight™

Detailed Trade Risk Insight provides detailed updates on over 1.5 billion commercial trade experiences collected from more than 260 million unique supplier/purchaser relationships.

Days Beyond Terms - Past 3 & 12 Months

3 months from Jun 14 to Aug 14

1
Days

Dollar-weighted average of **25** payment experiences reported from **20** companies

12 months from Sep 13 to Aug 14

3
Days

Dollar-weighted average of **40** payment experiences reported from **27** companies

Derogatory Events Last 12 Months from Aug 13 to Jul 14

No Derogatory trade Event has been reported on this company for the past 13 Months

Total Amount Current and Past Due - 12 month trend from Aug 13 to Jul 14

Status	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14
Total	49.231	46.458	55.974	79,982	90,831	45,727	53.155	171.870	35.373	125,903	97.364	69.247
Current	47.825	46.523	57,037	78,783	33,134	44.589	53.155	133.996	34,851	123,999	95.324	68.471
1-30 Days Past Due	1.406	-65	-1,063	1.199	57.828	1,215	-	37.874	428	1.636	204	776
31-60 Days Past Due	-	-	-	-	-131	-77	-	-	89	268	1.836	-
61-90 Days Past Due	-	-	-	-	-	-	-	-	5	-	-	-
90+ Days Past Due	-	-	-	-	-	-	-	-	-	-	-	-

ATTACHMENT 5

The Shipley Companies

Combined Financial Statements and Supplementary Information

June 30, 2013

ATTACHMENT 5

The Shipley Companies

Table of Contents
June 30, 2013

REINSEL KUNTZ LESHER
certified public accountants & consultants

Independent Auditor's Report

To the Stockholders, Partners, and the Board of Directors
The Shipley Companies
York, Pennsylvania

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of The Shipley Companies which comprise the combined balance sheet as of June 30, 2013, and the related combined statements of income, comprehensive income, equity and cash flows for the eighteen month period ended June 30, 2013, and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these combined 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 combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3501 Concord Road, Suite 250, P.O. Box 21439 York, PA 17402 main: 717.843.3804 fax: 717.854.0533 www.RKLcpa.com

Basis for Qualified Opinion

The Company has elected not to apply the provisions of ASC 810, *Consolidation*, as of June 30, 2013 and for the eighteen month period ended June 30, 2013. If the ASC 810, *Consolidation*, provisions were included in these combined financial statements, the financial statements of Shipley Family Limited Partnership, an affiliate with common ownership and management, would need to be consolidated into these combined financial statements. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph the combined financial statements referred to above present fairly, in all material respects, the financial position of The Shipley Companies as of June 30, 2013, and the results of its operations and its cash flows for the eighteen month period ended June 30, 2013 in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information marked "unaudited" has not been subjected to the auditing procedures applied in the audit of the basic combined financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Reinsel Kuntz Lesher LLP

October 30, 2013
York, Pennsylvania

The Shipley Companies

Combined Balance Sheet

	June 30, 2013
Assets	
Current Assets	
Cash and cash equivalents	$ 1,287,322
Accounts receivable	
Trade, net	15,074,039
Other	1,686,085
Notes receivable, current portion	1,868,994
Inventories	9,147,477
Prepaid expenses and other current assets	3,080,042
Total Current Assets	32,143,959
Notes Receivable, Less Current Portion	95,843
Property and Equipment, Net	22,289,924
Other Assets	
Cash surrender value of life insurance	3,659,118
Intangible assets, net of accumulated amortization of $10.6 million	4,988,903
Other	610,181
Total Other Assets	9,258,202
Total Assets	$ 63,787,928

See accompanying notes.

	June 30, 2013
Liabilities and Equity	
Current Liabilities	
Current portion of long-term debt	$ 1,305,913
Current portion of subordinated long-term debt	677,921
Accounts payable	15,743,610
Accrued expenses	1,444,913
Deferred income	566,934
Taxes, other than income taxes	3,616,105
Total Current Liabilities	23,355,396
Line of Credit	14,943,819
Long-Term Debt, Less Current Portion	7,028,180
Subordinated Long-Term Debt, Less Current Portion	2,641,990
Other Liabilities	2,478,071
Total Liabilities	50,447,456
Equity	
Common stock, voting, par value $1: 50 shares authorized, issued, and outstanding	50
Common stock, non-voting, par value $1: 49,950 shares authorized, 5,000 shares issued and outstanding	5,000
Additional paid-in capital	656,650
Retained earnings	8,261,044
Partners' capital	11,890,510
Accumulated other comprehensive loss	(2,251,629)
	18,561,625
Less cost of treasury stock and partner interests	(5,286,000)
The Shipley Companies Equity	13,275,625
Noncontrolling Interest	64,847
Total Equity	13,340,472
Total Liabilities and Equity	$ 63,787,928

The Shipley Companies

Combined Statement of Income

	Eighteen Months Ended *June 30, 2013*
Revenue	$ 891,799,775
Cost of Sales	823,261,568
Gross Profit	68,538,207
Operating Expenses	48,702,256
General and Administration Expenses	17,255,793
Operating Income	2,580,158
Other Income (Expenses)	
Other income (expense), net	293,442
Gain on sale of fixed assets	2,964,115
Interest expense	(1,960,116)
Net Income	3,877,599
Net Loss Attributable to Noncontrolling Interest	(146,153)
Net Income Attributable to The Shipley Companies	$ 4,023,752

See accompanying notes.

The Shipley Companies

Combined Statement of Comprehensive Income

	Eighteen Months Ended June 30, 2013		
	Comprehensive Income (Loss) The Shipley Companies	Comprehensive Loss Noncontrolling Interest	Total Comprehensive Income (Loss)
Net Income (Loss) June 30, 2013	**$ 4,023,752**	**$ (146,153)**	**$ 3,877,599**
Other comprehensive income (loss)			
Net prior service cost and net loss	(262,581)	-	(262,581)
Unrealized gain on interest rate swap	462,810	-	462,810
Total Comprehensive Income (Loss) June 30, 2013	**$ 4,223,981**	**$ (146,153)**	**$ 4,077,828**

See accompanying notes.

The Shipley Companies

Combined Statement of Equity

	Eighteen Months Ended June 30, 2013								
	Common Stock								
	Voting	Non-Voting	Additional Paid-in Capital	Retained Earnings	Partners' Capital	Accumulated Other Comprehensive (Loss) Income	Treasury Stock and Partner Interests	Noncontrolling Interest	Total
Balance at December 31, 2011	$ 50	$ 5,000	$ 656,650	$ 8,459,677	$ 12,210,451	$ (2,451,858)	$ (5,286,000)	$ -	$ 13,593,970
Comprehensive income (loss) components	-	-	-	1,183,522	2,840,230	200,229	-	(146,153)	4,077,828
Capital contributions	-	-	-	-	-	-	-	211,000	211,000
Distributions to stockholders and partners	-	-	-	(1,382,155)	(3,160,171)	-	-	-	(4,542,326)
Balance at June 30, 2013	$ 50	$ 5,000	$ 656,650	$ 8,261,044	$ 11,890,510	$ (2,251,629)	$ (5,286,000)	$ 64,847	$ 13,340,472

See accompanying notes.

The Shipley Companies

Combined Statement of Cash Flows

	Eighteen Months Ended June 30, 2013
Cash Flows from Operating Activities	
Net income	$ 3,877,599
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	6,323,848
Gain on sale of assets	(2,909,340)
Increase (decrease) in cash due to changes in operating assets and liabilities, net of effect from acquisitions	
Accounts receivable	1,125,202
Inventories	8,267,780
Prepaid expenses and other current assets	569,815
Accounts payable	(2,331,593)
Accrued expenses	(122,272)
Deferred income	(1,439,279)
Taxes, other than income taxes	26,512
Other assets	(222,027)
Other liabilities	(28,896)
Net Cash Provided by Operating Activities	13,137,349
Cash Flows from Investing Activities	
Payments received on notes receivable	290,163
Acquisition of businesses	(900,957)
Purchase of property and equipment	(7,792,013)
Proceeds from sale of assets	4,336,116
Increase in cash surrender value - life insurance	(127,185)
Net Cash Used in Investing Activities	(4,193,876)
Cash Flows from Financing Activities	
Net repayments on line of credit	(3,293,027)
Proceeds from issuance of long-term debt	2,200,000
Principal payments on long-term debt	(5,197,137)
Proceeds from issuance of subordinated debt	450,000
Principal payments on subordinated long-term debt	(713,231)
Capital contributions	211,000
Stockholder and partner distributions	(4,542,326)
Net Cash Used in Financing Activities	(10,884,721)
Net Decrease in Cash	(1,941,248)
Cash and Cash Equivalents at Beginning of Period	3,228,570
Cash and Cash Equivalents at End of Period	$ 1,287,322

See accompanying notes.

	Eighteen Months Ended June 30, 2013
Supplemental Cash Flows Information	
Cash paid for interest	$ 1,868,111

Supplementary Schedule of Noncash Investing and Financing Activities

A note receivable was issued in connection with the sale of fixed assets in the amount of $100,000.

In connection with the asset acquisition agreements entered into during 2012, the Company entered into subordinated notes payable of $710,000.

The Company recorded an unrealized postretirement loss of $297,024 as a direct decrease to equity.

The Company recorded an unrealized gain on interest rate swap of $240,331 as a direct increase to equity.

Note 1 - Description of Business

The Shipley Companies consist of the following: Shipley Group, LP and its wholly-owned subsidiaries, Shipley Stores, LLC; Shipley Propane, LLC; Shipley Choice, LLP; Real Places, LP; Convenient Ventures, LLC; Squeaky Wheels, LLC; Shipley Fuels Marketing, LLC, as well as a 70% owned company Sunbeam Rentals, LLC and a 64% owned company Solar Secured Solutions, LLC (collectively Shipley Group); and Shipley Energy Company (collectively the Company). Shipley Group and Shipley Energy Company are related through common management.

The Company provides a full range of energy products and services, including the sale and distribution of petroleum products, natural gas and propane, and the installation and service of industrial and residential heating and cooling equipment. The Company also sells petroleum products and other items through its retail convenience stores. Customers consist of businesses and individuals throughout South Central and Eastern Pennsylvania and Northern Maryland. From time to time, the Company is required to obtain performance bonds for certain contracts. Sales derived from petroleum products, gases (natural and propane), equipment sales and service, and convenience store products amount to 89%, 7%, 1%, and 3% of total net sales, respectively, for the eighteen month period ended June 30, 2013.

Note 2 - Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying combined financial statements follows:

Use of Estimates

The preparation of combined financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, if any, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Accordingly, actual results could differ from those estimates.

Principals of Combination

The accompanying combined financial statements include the accounts of Shipley Group and Shipley Energy Company, which share common management. All material intercompany balances and transactions have been eliminated in combination.

Cash and Cash Equivalents

The Company considers highly liquid debt instruments with an original maturity of three months or less at the date of purchase to be cash equivalents.

Note 2 - Summary of Significant Accounting Policies (continued)

Trade Accounts Receivable

Trade accounts receivable are carried at original invoice amount, less an estimate made for doubtful accounts based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Trade accounts receivable are written off when deemed uncollectible. Recoveries of trade accounts receivable previously written off are recorded when received.

The Company reports its trade accounts receivable balance net of expected bad debts and credit balances. The bad debt reserve was approximately $1,087,000 at June 30, 2013. Included in trade accounts receivable are credit balances for customers on the budget plan who have prepaid monies on account in the amount of approximately $3,757,000 at June 30, 2013, and amounts relating to natural gas deliveries which were unbilled in the amount of approximately $815,000 at June 30, 2013.

Inventories

The Company values its petroleum products and service parts inventories at the lower of cost or market using the first-in, first-out (FIFO) method for determining cost. The convenience store product inventories are valued using the retail average cost method.

Inventories are comprised of the following as of June 30, 2013:

Petroleum products	**$ 7,737,408**
Convenience store products	**592,727**
Service products and parts	**817,342**
	$ 9,147,477

Property and Equipment

Property and equipment is carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, ranging from 5 to 39 years for buildings, improvements, and leaseholds, and from 5 to 15 years for equipment, trucks, and fixtures. Leasehold improvements are amortized over the shorter of the lease term or estimated useful life.

Expenditures for additions, major replacements, and betterments are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. When property and equipment are retired or sold, the cost and applicable accumulated depreciation are removed from the respective accounts and the related gain or loss is recognized.

Note 2 - Summary of Significant Accounting Policies (continued)

Impairment of Long-Lived Assets

Long-lived assets other than those held for sale are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the assets may not be recoverable. An asset is considered to be impaired when the undiscounted estimated net cash flows to be generated by the asset are less than the carrying amount. The impairment recognized is the amount by which the carrying amount exceeds the fair value of the impaired asset. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows and discount rates reflecting varying degrees of perceived risk. Management has concluded that no impairment reserves are required as of June 30, 2013.

Intangible Assets

The Company accounts for goodwill and intangible assets as required by FASB ASC Topic 350, *Goodwill and Other Intangibles*. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually. The guidance also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 350.

The Company's intangible assets consist primarily of customer lists. The estimated useful lives of the lists vary and range from five to fifteen years. The customer lists are being amortized over their useful lives using the straight-line method. The lists are reviewed annually for impairment. Management has concluded that no impairment reserves are required as of June 30, 2013.

Amortization expense amounted to $1,547,710 for the eighteen month period ended June 30, 2013. Annual amortization expense is estimated to be approximately $905,000 in 2014, $742,000 in 2015, $686,000 in 2016, $510,000 in 2017, and $367,000 in 2018.

Advertising Costs

Advertising costs are charged to expense as incurred. Advertising expense was approximately $2,322,000 for the eighteen month period ended June 30, 2013.

Income Taxes

The stockholders and partners of the Company have elected to include the Company's income in their own income for federal and state income tax purposes. Accordingly, no provision for income taxes is included in these combined financial statements. It is the Company's policy to pay distributions to the stockholders and partners in amounts sufficient to cover any tax obligations due as a result of the S corporation elections or status as partnership. Extra distributions may be made at management's discretion.

Note 2 - Summary of Significant Accounting Policies (continued)

Income Taxes (continued)

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Company, including whether the entity is exempt from income taxes. Management evaluated the tax positions taken and concluded that the Company had taken no uncertain tax positions that require recognition or disclosure in the combined financial statements. Therefore, no provision or liability for income taxes has been included in the combined financial statements. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. Federal, state, or local tax authorities for years before 2009.

Environmental Obligations

The Company provides for environmental related obligations when they are probable and amounts can be reasonably estimated. Where the available information is sufficient to estimate the amount of the liability, that estimate has been used. Where the information is only sufficient to establish a range of probable liability and no point within the range is more likely than any other, the lower end of the range is used.

Comprehensive Income

The Company accounts for comprehensive income in accordance with accounting standards under the Comprehensive Income topic, which requires comprehensive income and its components to be reported when a company has items of comprehensive income. Comprehensive income includes net income plus other comprehensive income (i.e., certain revenues, expenses, and gains and losses as separate components of stockholders' equity rather than net income or loss).

Derivatives

The Company accounts for derivatives under ASC 815, *Accounting for Derivative Instruments and Hedging Activities*. ASC 815 requires that all derivatives be recognized in the balance sheet at their fair value. Derivatives that are not hedges must be recorded at fair value through earnings. The ineffective portions of a derivative's change in fair value are immediately recognized in earnings.

Derivatives that have been designated and qualify as fair value hedging instruments are reported at fair value. The gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in earnings in the current period.

Derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income. The remaining gain or loss, if any, is recognized currently in earnings. Amounts in accumulated other comprehensive income are reclassified into net income in the same period in which the hedged forecasted transaction affects earnings.

Note 2 - Summary of Significant Accounting Policies (continued)

Derivatives (continued)

Hedge accounting is discontinued when it is determined that a derivative instrument is not highly effective as a hedge. Hedge accounting is also discontinued when: (1) the derivative instrument expires; is sold, terminated, or exercised; or is no longer designated as a hedge instrument because it is unlikely that a forecasted transaction will occur; (2) a hedged firm commitment no longer meets the definition of a firm commitment; or (3) management determines that designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued, the derivative instrument will be either terminated, continue to be carried on the combined balance sheet at fair value, or redesignated as the hedging instrument in either a cash flow or fair value hedge, if the relationship meets all applicable hedging criteria. Any asset or liability that was previously recorded as a result of recognizing the value of a firm commitment will be removed from the combined balance sheet and recognized as a gain or loss in current period earnings. Any gains or losses that were accumulated in other comprehensive income from hedging a forecasted transaction will be recognized immediately in current period earnings, if it is probable that the forecasted transaction will not occur.

Revenue Recognition

Revenues for petroleum products and propane gas are recognized at the time the product is delivered to the customer. Revenues relating to the installation and repair of heating and cooling equipment are recognized as the services are performed. The Company bills its natural gas customers on a monthly cycle. Revenues are recorded on the accrual basis and include an estimate for gas delivered, but unbilled at the end of the accounting period. Revenues from service maintenance contracts are recognized over the life of the contract on a straight-line basis. Revenues for petroleum and convenience store products sold at retail operations are recognized at point of sale. Taxes the Company is required to collect on behalf of any governmental agency at the time of sale to a customer are not included in revenues. Taxes the Company is required to pay at the time it purchases inventory are passed through to the customer and are included in revenues.

Recent Accounting Pronouncements

In July 2012, the FASB issued guidance to amend and simplify the rules related to testing indefinite-lived intangible assets, other than goodwill, for impairment. The revised guidance permits an entity to first assess qualitative factors to determine whether the existence of events and circumstances indicated that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible assets and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with current guidance. These amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The adoption of this guidance will not have a material effect on the Company's combined financial statements.

Note 2 - Summary of Significant Accounting Policies (continued)

Noncontrolling Interest

In January 2012, Shipley Group, LP contributed $700,000 in cash to a newly created company, Sunbeam Rentals, LLC (Sunbeam), in exchange for a 70% membership interest in Sunbeam. In addition, an outside investor contributed $211,000 in cash in exchange for a 30% membership interest in Sunbeam. Shipley Group, LP has a 64% membership interest in Solar Secured Solutions, LLC (Solar Secured) as of June 30, 2013. For financial reporting purposes, the assets and liabilities of Sunbeam and Solar Secured are consolidated with those of the Shipley Companies and the outside investor's interest in Sunbeam and Solar Secured is included in the Shipley Companies' combined financial statements as noncontrolling interest.

Note 3 - Acquisitions

During 2012, the Company entered into Asset Purchase Agreements to acquire the retail petroleum and commercial distribution of heating oil from two businesses for approximately $1.6 million, which was funded by subordinated notes of $710,000 and cash payments of approximately $901,000. The assets acquired in the acquisitions are based on their fair value estimates at the date of acquisition.

The purchase price allocation consists of the following:

Inventories	$	53,557
Property and equipment		497,400
Customer lists		1,060,000
	$	1,610,957

The results of the above acquisitions have been included in the combined financial statements since their date of acquisition.

Note 4 - Sale of Stores

During 2012, the Company sold two convenient stores to a related party. The sales resulted in the disposal of land, buildings, improvements, store equipment and fixtures with a net book value of approximately $1,019,000, at a gain of $2,905,000. The Company received proceeds of approximately $3,924,000, of which $3,850,000 was used to make unscheduled debt service payments. Concurrently with the sale of one of the stores, the Company entered into an agreement to lease the property for a minimum period of five years (see Note 10).

Note 5 - Property and Equipment

Property and equipment consists of the following as of June 30, 2013:

Land	$ 3,811,576
Land improvements	701,670
Buildings and improvements	8,491,729
Equipment, trucks, and fixtures	35,058,462
Construction in progress	415,379
	48,478,816
Less accumulated depreciation	(26,188,892)
	$ 22,289,924

Depreciation expense amounted to $4,776,138 for the eighteen month period ended June 30, 2013.

Note 6 - Credit Arrangements and Long-Term Debt

Credit Arrangements

The Company has a Credit Facility agreement with two banks. The Credit Facility supports all of the Shipley Companies and includes a $30.0 million revolving line of credit for the months of October through April, $23.0 million revolving line of credit for the months of May through September, an $8.5 million term loan, a $10.0 million equipment line, and a $10.0 million general letter of credit commitment.

As of June 30, 2013, there was $14,943,819 outstanding under the revolving line of credit. The revolving line of credit balance, as of June 30, 2013, has been classified as long-term, as under the terms of the agreement, no amounts are due until September 30, 2014. Interest is payable at one-month LIBOR plus the applicable margin (2.44% as of June 30, 2013). The Company is required to pay a quarterly commitment fee calculated on the daily unused portion of the revolving credit facility at an annual rate of 0.35%.

Total letters of credit outstanding as of June 30, 2013 under general letter of credit commitments was $4,773,729.

Note 6 - Credit Arrangements and Long-Term Debt (continued)

Long-Term Debt

Long-term debt consists of the following as of June 30, 2013:

Secured note payable to a bank, due in fixed principal payments of $74,841, plus interest through October 2016.	$ 3,634,093
Secured note payable to a bank, with interest payments through June 2013 and then monthly equal installments of principal and interest of $45,270 with a maturity date of June 2017.	4,700,000
Total Long-Term Debt	8,334,093
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	584,771
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	584,771
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	385,734
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	385,734
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041

Note 6 - Credit Arrangements and Long-Term Debt (continued)

Long-Term Debt (continued)

Subordinated, unsecured note payable to a company in monthly installments, including interest through July 2019.	201,860
Subordinated, unsecured note payable to a company in monthly installments, including interest through October 2022.	285,096
Subordinated, unsecured note payable to individual in quarterly installments, including interest through August 2020.	330,822
Other	150,000
Total Subordinated Long-Term Debt	3,319,911
	11,654,004
Less current portion	(1,983,834)
	$ 9,670,170

The interest rates on the term loans payable to a bank are variable and ranged from 2.44% to 3.00% as of June 30, 2013. The interest rates on the subordinated notes payable are fixed and ranged from 5.00% to 6.50% as of June 30, 2013.

Note 6 - Credit Arrangements and Long-Term Debt (continued)

Long-Term Debt (continued)

Aggregate maturities of long-term debt, assuming no change in current terms, consist of the following for the five years ending June 30, 2018 and thereafter:

	Long-Term	Subordinated	Total
2014	$ 1,305,913	$ 677,921	$ 1,983,834
2015	1,318,317	642,413	1,960,730
2016	1,331,099	683,313	2,014,412
2017	1,385,997	736,027	2,122,024
2018	2,992,767	190,232	3,182,999
Thereafter	-	390,005	390,005

The terms of certain loan agreements maintained by the Company contain restrictive covenants which, among other things, require the Company to maintain certain financial ratios. For the eighteen month period ended June 30, 2013, the Company was in compliance with these financial covenants.

Note 7 - Derivative Instruments and Hedging Activities

The Company holds derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in changes in commodity prices and interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of and during the term of each hedge. In hedging the transactions, the Company, in the normal course of business, holds the following types of derivatives:

Interest rate swaps - The purpose of this instrument is to hedge the cash flows of variable-rate financial assets.

Futures contracts - The purpose of this instrument is to hedge the fair value of petroleum inventories and firm purchase commitments.

Call and put options - The purpose of this instrument is to hedge the cash flows of forecasted sales or purchases of inventory.

The Company holds such derivatives only for the purpose of hedging such risks, not for speculation. Generally, the Company enters into hedging relationships such that changes in the fair values or cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the values of the derivatives. As of June 30, 2013, hedging relationships exist for variable rate long-term debt, firm purchase commitments, and anticipated purchases and sales of petroleum inventories.

Note 7 - Derivative Instruments and Hedging Activities (continued)

Interest Rate Swap Contracts

The Company has contracts to hedge the interest rate risk of certain long-term debt with a bank. Under these interest rate swap contracts, the Company agreed to pay an amount equal to a specific fixed rate of interest times a notional principal amount, and to receive in return an amount equal to a specified variable rate of interest times the same notional principal amount. These net payments or receipts are recorded in interest expense in the accompanying combined statement of income.

The interest rate swap contracts converted the bank's variable interest rate to a fixed rate. These agreements expire in 2014. The Company has designated these contracts as cash flow hedges. At June 30, 2013, the notional amounts under these swap agreements totaled $7.7 million. The Company recorded a liability, included in the accompanying combined balance sheet as a component of other liabilities, for the fair value of the swap contracts of $209,910 as of June 30, 2013.

Commodity Hedging Activities

Petroleum products sold by the Company are subject to price volatility caused by supply conditions, political and economic variables, and other unpredictable factors. To manage the volatility related to anticipated inventory purchases, sales, and firm purchase commitments, the Company uses futures and options with maturities generally less than one year.

Note 8 - Pension Plans

Defined Benefit Plan

The Company sponsors the Shipley Energy Company Hourly Employees' Pension Plan. The Plan is a single employer, noncontributory, defined benefit pension plan which covers substantially all hourly union employees of Shipley Energy Company. The Plan provides for pension, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan benefits are based upon years of service. The Company makes annual contributions to the hourly plan no less than the minimum amount required by ERISA, plus amounts to amortize the unfunded accrued liability over 30 years.

The following provides additional information about the Plan as of and for the eighteen month period ended June 30, 2013:

Obligations and funded status	
Fair value of plan assets	$ 3,638,733
Projected benefit obligation	(5,033,330)
Funded Status (Under)	$ (1,394,597)
Amounts recognized in the combined balance sheet	
Other liabilities	$ (1,394,597)
Equity - accumulated other comprehensive loss	$ (2,041,719)

Note 8 - Pension Plans (continued)

Defined Benefit Plan (continued)

Amounts not yet recognized as a component of net periodic pension cost	
Prior service cost	$ 94,694
Net loss	$ 1,947,025
Components of net periodic pension cost	
Service cost	$ 120,496
Interest cost	326,149
Expected return on plan assets	(375,881)
Amortization of prior service cost	33,876
Amortization of net loss	135,969
Net Periodic Pension Cost	$ 240,609
Weighted-average assumptions	
Discount rate	4.25%
Expected return on plan assets	7.84%
Rate of compensation increase	-%
Accumulated benefit obligation	$ 5,033,330
Employer contributions	$ 442,934
Benefits paid	$ 263,378

The Company's expected long-term return on plan assets assumption is based on a periodic review and modeling of the Plan's asset allocation and liability structure over a long-term horizon.

Expectations of returns for each asset class are the most important of the assumptions used in the review and modeling, and are based on comprehensive reviews of historical data and economic/financial market theory. The expected long-term rate of return on assets was selected from within the reasonable range of rates determined by (a) historical real returns, net of inflation, for the asset classes covered by the investment policy and (b) projections of inflation over the long-term period during which benefits are payable to plan participants.

Plan Assets

The Company's pension plan asset allocation as of June 30, 2013 and the level of the valuation inputs within the fair value hierarchy established by ASC 820 are as follows (See Note 11).

	June 30, 2013			
	Level 1	Level 2	Level 3	Total
Money market account	$ 97,954	$ -	$ -	$ 97,954
Domestic stock funds	1,706,713	-	-	1,706,713
International stock funds	484,092	-	-	484,092
Fixed income funds	1,349,974	-	-	1,349,974
	$ 3,638,733	$ -	$ -	$ 3,638,733

Note 8 - Pension Plans (continued)

Plan Assets (continued)

The Company's investment policy includes various guidelines and procedures designed to ensure assets are invested in a manner necessary to meet expected future benefits earned by participants. The investment guidelines consider a broad range of economic conditions.

The objectives of the target allocations are to maintain investment portfolios that diversify risk through prudent asset allocation parameters, achieve asset returns that meet or exceed the Plan's actuarial assumptions, and achieve asset returns that are competitive with like institutions employing similar investment strategies.

The investment policy is periodically reviewed by the Company and a designated third-party fiduciary for investment matters. The policy is established and administered in a manner so as to comply at all times with applicable government regulations.

Contributions

The Company expects to contribute approximately $207,000 to the Plan during the year ended June 30, 2014.

Estimates Future Benefit Payments

The following benefit payments are expected to be paid:

2014	$	**203,345**
2015		**204,451**
2016		**221,360**
2017		**240,594**
2018		**239,644**
2019 - 2023		**1,724,992**

Defined Contribution Plan

The Company sponsors a defined contribution 401(k) retirement plan for eligible nonunion employees. The Company will match a percent of each participant's contributions ranging from 30% to 50%, depending on a participant's years of service, up to a maximum of 10% of applicable compensation. The Company, at its discretion, may also make an annual profit sharing contribution. The Company's expense for the 401(k) plan totaled $298,882 for the eighteen month period ended June 30, 2013.

Note 9 - Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade accounts receivable, cash, and cash equivalents.

The Company distributes its products to customers in the South Central and Eastern Pennsylvania and Northern Maryland areas. Substantially all of the Company's accounts receivable are from individuals or companies in these geographic areas. Credit is extended based on an evaluation of the customer's financial condition and, generally, collateral is not required. Credit losses are provided for in the combined financial statements and consistently have been within management's expectations.

The Company maintains its cash with various financial institutions throughout South Central Pennsylvania. These bank balances are generally insured by the Federal Deposit Insurance Corporation; however, such balances may exceed the insured amount at various times throughout the year.

Note 10 - Commitments and Contingencies

Operating Leases

The Company leases various properties under operating leases for the operation of hotel, restaurant, and convenience stores from a partnership under common management control. The Company also leases other property under operating leases of varying terms from third parties. Future minimum lease payments under these operating leases for the years ending June 30 are as follows:

	Related Party	Other
2014	$ 1,304,000	$ 72,000
2015	1,332,000	60,000
2016	1,320,000	60,000
2017	1,216,000	60,000
2018	1,117,000	60,000
Thereafter	3,737,000	193,000

Rent expense under operating leases amounted to approximately $2,287,000 for the eighteen month period ended June 30, 2013.

Legal Proceedings

The Company is subject to other claims and legal actions that arise in the ordinary course of its business. The Company believes that the ultimate liability, if any, with respect to these claims and legal actions will not have a material effect on the combined financial position or combined results of operations of the Company.

Note 11 - Fair Value Measurements

The Company follows the guidance of FASB ASC 820, *Fair Value Measurements and Disclosures*. The disclosures required about fair value measurements include, among other things, (a) the amounts and reasons for certain significant transfers among three hierarchy levels of inputs, (b) the gross, rather than net, basis for certain Level 3 roll-forward information, (c) use of a "class" basis rather than a "major category" basis for assets and liabilities, and (d) valuation techniques and inputs used to estimate Level 2 and Level 3 fair value measurements.

As defined by FASB ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including discounting cash flow projections based on available market interest rates and management estimates of future cash payments. Financial instrument assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted market prices.

Level 3 - Unobservable inputs corroborated by little, if any, market data.

The following table summarizes the fair value of the Company's recurring financial instruments as of June 30, 2013:

	Level 1	***Level 2***
Assets (Liabilities)		
Option and futures contracts	$ 208,609	$ -
Interest rate swaps	-	(209,910)
	$ 208,609	$ (209,910)

The fair value of the Company's option and futures contracts is based on quoted market prices.

The fair value of the Company's interest rate swaps is the estimated amount the Company would pay to terminate these agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities.

The carrying amount of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses in the accompanying combined balance sheet, approximates fair value given the short-term nature of these financial instruments. The carrying amount of the cash surrender value of life insurance in the accompanying combined balance sheet approximates fair value as this amount represents the current liquidation value of the policies. The carrying amount of the long-term debt and line of credit in the accompanying combined balance sheet approximates fair value as the interest rates of this debt are variable. The carrying amount of the subordinated debt and notes receivable approximates fair value as the interest rates are commensurate with rates currently offered for such arrangements.

Note 12 - Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss consists of the following as of June 30, 2013:

Fair value cash flow hedge effectiveness	$ 209,910
Pension loss	2,041,719
	$ 2,251,629

Note 13 - Captive Insurance Program

The Company participates in two captive insurance programs. Annual premiums are paid to the captives for its workers' compensation, general liability, automobile, and employee medical claims. The agreements for the formation of the captives provide that the captives will be self-funded through member premiums and will reinsure through commercial companies for claims in excess of certain amounts specified. In the event available contributions are not sufficient to fund operations or obligations of the captive, additional supplementary premiums may be assessed to members on a pro-rata basis. Management is not aware of any need for such supplementary premiums as of June 30, 2013. As of June 30, 2013, the Company had outstanding letters of credit in the amount of $673,729 to secure its future obligations, if any, under the terms of the insurance programs.

Note 14 - Departure from Accounting Principles Generally Accepted in the United States of America

The *Consolidation* topic of the FASB Accounting Standards Codification requires certain variable interest entities (VIE's) to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Shipley Family Limited Partnership is related to the Company through common ownership and management. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

Note 15 - Subsequent Events

The Company has evaluated subsequent events through October 30, 2013. This is the date the combined financial statements were available to be issued. No material events subsequent to June 30, 2013 were noted.

The Shipley Companies

Combined Statement of Income - Unaudited

	Twelve Months *Ended* June 30, 2013
Revenue	**$ 593,695,242**
Cost of Sales	**548,155,752**
Gross Profit	**45,539,490**
Operating Expenses	**32,555,662**
General and Administration Expenses	**11,509,654**
Operating Income	**1,474,174**
Other Income (Expenses)	
Other income (expense), net	**366,357**
Gain on sale of fixed assets	**2,931,270**
Interest expense	**(1,198,456)**
Net Income	**3,573,345**
Net Loss Attributable to Noncontrolling Interest	**(57,275)**
Net Income Attributable to The Shipley Companies	**$ 3,630,620**

The Shipley Companies

Combined Statement of Cash Flows Selected Information - Unaudited

	Twelve Months Ended June 30, 2013
Depreciation and Amortization	$ 4,170,830
Interest Expense	1,198,456
Principal Payments on Long-Term Debt - Excluding Unscheduled Repayments	898,080
Principal Payments on Subordinated Long-Term Debt	557,577
Distributions	2,950,000

The Shipley Companies

Combined Financial Statements

and Supplementary Information

Years Ended December 31, 2011 and 2010

The Shipley Companies

Combined Financial Statements

and Supplementary Information

Years Ended December 31, 2011 and 2010

Contents

REINSEL KUNTZ LESHER
certified public accountants & consultants

Independent Auditors' Report on the Financial Statements

To the Stockholders, Partners, and the Board of Directors
The Shipley Companies
York, Pennsylvania

We have audited the accompanying combined balance sheets of The Shipley Companies as of December 31, 2011 and 2010 and the related combined statements of income, equity, and cash flows for the years then ended. These combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits 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 audits provide a reasonable basis for our opinion.

The Company has elected not to apply the provisions of ASC 810, *Consolidation*, as of and for the years ended December 31, 2011 and 2010. If the ASC 810, *Consolidation,* provisions were included in these combined financial statements, the financial statements of Shipley Family Limited Partnership, an affiliate with common ownership and management, would be consolidated into these combined financial statements. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

In our opinion, except for the effects on the 2011 and 2010 combined financial statements of not applying the provisions of ASC 810, *Consolidation,* as described in the preceding paragraph, the combined financial statements referred to above present fairly, in all material respects, the financial position of The Shipley Companies as of December 31, 2011 and 2010 and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As described in Note A to the combined financial statements, the Company changed its method of deferring revenue associated with service contracts. Accordingly, the combined balance sheet as of December 31, 2010 and the combined statements of equity and cash flows for the year ended December 31, 2010 have been restated to reflect corrections to previously reported amounts.

Reinsel Kuntz Lesher LLP

April 10, 2012

1800 Fruitville Pike, P.O. Box 8408 Lancaster, PA 17604 main: 717.394.5666 fax 717.394.0693 www.RKLcpa.com

The Shipley Companies

Combined Balance Sheets

	DECEMBER 31, 2011	DECEMBER 31, 2010 (as restated)
Assets		
Current Assets		
Cash and cash equivalents	**$ 3,228,570**	$ 2,214,756
Accounts receivable:		
Trade, net	**17,683,438**	20,843,482
Other	**201,888**	145,932
Notes receivable, current portion	**262,640**	220,000
Inventories	**17,361,700**	11,651,786
Prepaid expenses and other current assets	**3,649,857**	2,548,889
Total Current Assets	**42,388,093**	37,624,845
Notes Receivable, less current portion	**1,892,360**	143,915
Property and Equipment, net	**20,303,426**	28,111,873
Other Assets		
Cash surrender value of life insurance	**3,422,394**	3,250,557
Intangible assets, net of accumulated *amortization of $9.0 million and $8.0 million* in 2011 and 2010, respectively	**5,476,613**	5,057,816
Other	**388,154**	1,219,162
Total Other Assets	**9,287,161**	9,527,535
Total Assets	$ 73,871,040	$ 75,408,168

See accompanying notes.

	DECEMBER 31, 2011	DECEMBER 31, 2010 (as restated)
Liabilities and Equity		
Current Liabilities		
Current portion of long-term debt	$ **818,647**	$ 3,430,020
Current portion of subordinated long-term debt	**583,233**	1,016,049
Accounts payable	**18,075,203**	18,973,799
Accrued expenses	**1,574,682**	2,245,612
Deferred income	**2,006,213**	2,292,671
Taxes, other than income taxes	**3,582,097**	4,631,057
Total Current Liabilities	**26,640,075**	32,589,208
Line of Credit	**18,236,846**	7,514,942
Long-term Debt, less current portion	**10,512,583**	18,585,906
Subordinated Long-term Debt, less current portion	**2,289,909**	3,280,042
Other Liabilities	**2,597,657**	2,439,062
Total Liabilities	**60,277,070**	64,409,160
Equity		
Common stock, voting, par value $1: 50 shares authorized, issued, and outstanding	**50**	50
Common stock, non-voting, par value $1: 49,950 shares authorized, 5,000 shares issued and outstanding	**5,000**	5,000
Additional paid-in capital	**656,650**	656,650
Retained earnings	**8,459,677**	8,751,715
Partners' capital	**12,210,451**	9,114,992
Accumulated other comprehensive loss	**(2,451,858)**	(2,243,399)
	18,879,970	16,285,008
Less cost of treasury stock and partner interests	**(5,286,000)**	(5,286,000)
Total Equity	**13,593,970**	10,999,008
Total Liabilities and Equity	$ **73,871,040**	$ 75,408,168

The Shipley Companies

Combined Statements of Income

	YEAR ENDED DECEMBER 31, 2011	2010
Revenue	**$ 653,216,232**	$ 545,524,942
Cost of sales	**601,528,252**	488,960,853
Gross Profit	**51,687,980**	56,564,089
Operating expenses	**39,524,791**	41,844,962
General and administration expenses	**10,277,951**	10,071,785
Operating Income	**1,885,238**	4,647,342
Other income (expense):		
Other income (expense), net	**(1,216,077)**	434,073
Gain on sale of fixed assets	**6,591,111**	173,049
Interest expense	**(1,602,302)**	(2,212,997)
Net Income	**$ 5,657,970**	$ 3,041,467

See accompanying notes.

The Shipley Companies

Combined Statements of Equity

For the Years Ended December 31, 2011 and 2010

	COMMON STOCK VOTING	COMMON STOCK NON-VOTING	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	PARTNERS' CAPITAL	ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME	TREASURY STOCK AND PARTNER INTERESTS	OTHER COMPREHENSIVE (LOSS) INCOME	TOTAL
Balance at January 1, 2010	$ 50	$ 5,000	$ 656,650	$ 9,818,834	$ 8,244,459	$ (1,971,992)	$ (5,286,000)		$ 11,467,001
Less adjustment applicable to prior years from the retroactive change to the method of accounting for deferred service revenue (See Note A)	-	-	-	(1,086,118)	(26,043)	-	-		(1,112,161)
Balance at January 1, 2010, as restated	50	5,000	656,650	8,732,716	8,218,416	(1,971,992)	(5,286,000)		10,354,840
Comprehensive income:									
Net income	-	-	-	1,089,660	1,951,807	-	-	$ 3,041,467	3,041,467
Other comprehensive income:									
Net prior service cost and net loss	-	-	-	-	-	(200,407)	-	(200,407)	(200,407)
Unrealized loss on interest rate swap	-	-	-	-	-	(71,000)	-	(71,000)	(71,000)
Comprehensive Income								$ 2,770,060	
Distributions to stockholders and partners	-	-	-	(1,070,661)	(1,055,231)	-	-		(2,125,892)
Balance at December 31, 2010, as restated	50	5,000	656,650	8,751,715	9,114,992	(2,243,399)	(5,286,000)		10,999,008
Comprehensive income:									
Net income	-	-	-	948,591	4,709,379	-	-	$ 5,657,970	5,657,970
Other comprehensive income:									
Net prior service cost and net loss	-	-	-	-	-	(448,790)	-	(448,790)	(448,790)
Unrealized gain on interest rate swap	-	-	-	-	-	240,331	-	240,331	240,331
Comprehensive Income								$ 5,449,511	
Distributions to stockholders and partners	-	-	-	(1,240,629)	(1,613,920)	-	-		(2,854,549)
Balance at December 31, 2011	$ 50	$ 5,000	$ 656,650	$ 8,459,677	$ 12,210,451	$ (2,451,858)	$ (5,286,000)		$ 13,593,970

See accompanying notes.

The Shipley Companies

Combined Statements of Cash Flows

	YEAR ENDED DECEMBER 31, 2011	2010 (as restated)
Cash flows from operating activities:		
Net income	$ 5,657,970	$ 3,041,467
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	5,272,434	5,706,101
Gain on sale of assets	(6,591,111)	(173,049)
Write-off of investment in partnership	793,097	-
Equity in loss on partnership	-	8,072
Increase (decrease) in cash due to changes in operating assets and liabilities, net of effect from acquisitions:		
Accounts receivable	3,104,088	(5,412,480)
Inventories	(5,573,811)	2,414,060
Prepaid expenses and other current assets	(1,100,968)	(569,669)
Accounts payable	(898,596)	1,897,606
Accrued expenses	(670,930)	(610,848)
Deferred income	(286,458)	248,561
Taxes and other income taxes	(1,048,960)	1,183,927
Other assets	21,741	20,931
Other liabilities	(116,746)	(246,668)
Total adjustments	(7,096,220)	4,466,544
Net Cash Provided by (Used in) Operating Activities	(1,438,250)	7,508,011
Cash flows from investing activities:		
Payments received on notes receivable	208,915	281,125
Payments for intangible assets	-	(423,500)
Acquisition of businesses	(2,176,103)	-
Purchase of property and equipment	(2,880,435)	(4,781,988)
Proceeds from sale of assets	11,144,240	1,233,264
Increase in cash surrender value - life insurance	(104,955)	(97,326)
Net Cash Provided by (Used in) Investing Activities	6,191,662	(3,788,425)
Cash flows from financing activities:		
Net borrowings on line of credit	10,721,904	63,365
Proceeds from issuance of long-term debt	-	2,500,000
Principal payments on long-term debt	(10,684,696)	(3,380,020)
Proceeds from issuance of subordinated debt	-	943,500
Principal payments on subordinated long-term debt	(922,257)	(811,244)
Payments for financing costs	-	(28,118)
Stockholder and partner distributions	(2,854,549)	(2,125,892)
Net Cash Used in Financing Activities	(3,739,598)	(2,838,409)
Net Increase in Cash	1,013,814	881,177
Cash and Cash Equivalents at Beginning of Year	2,214,756	1,333,579
Cash and Cash Equivalents at End of Year	$ 3,228,570	$ 2,214,756

See accompanying notes.

Note A - Description of Business

The Shipley Companies consist of the following: Shipley Group, LP and its wholly owned subsidiaries, Shipley Stores, LLC; Shipley Propane, LLC; Shipley Choice, LLP; Real Places, LP; Convenient Ventures, LLC; Squeaky Wheels LLC; Shipley Fuels Marketing, LLC (collectively Shipley Group); and Shipley Energy Company (collectively the Company). Shipley Group and Shipley Energy Company are related through common management.

The Company provides a full range of energy products and services, including the sale and distribution of petroleum products, natural gas, and propane, and the installation and service of industrial and residential heating and cooling equipment. The Company also sells petroleum products and other items through its retail convenience stores. Customers consist of businesses and individuals throughout South Central and Eastern Pennsylvania and Northern Maryland. From time to time, the Company is required to obtain performance bonds for certain contracts. Sales derived from petroleum products, gases (natural and propane), equipment sales and service, and convenience store products amount to 87%, 7%, 1%, and 5% of total net sales, respectively, for the year ended December 31, 2011, and 83%, 8%, 2%, and 7% of total net sales, respectively, for the year ended December 31, 2010.

Prior Period Adjustment

During 2011, the Company changed its methodology for calculating deferred service contract revenue. In doing so, management identified an error in the prior methodology used to calculate and record these deferred service contracts.

As defined by ASC 250, *Accounting Changes and Error Corrections* (ASC 250), management determined the error did not result in a misstatement of material fact in any period, and has adjusted the Company's deferred service contract revenue and retained earnings as of January 1, 2010 in the accompanying combined financial statements. The adjustment resulted in an increase in deferred income and a decrease in retained earnings in the amount of $1,112,161. This correction had an immaterial effect on net income reported for 2010.

Note B - Summary of Significant Accounting Policies

Principals of Combination

The accompanying combined financial statements include the accounts of Shipley Group and Shipley Energy Company, which share common ownership. All material intercompany balances and transactions have been eliminated in combination.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Accordingly, actual results could differ from those estimates.

Note B - Summary of Significant Accounting Policies (continued)

Cash Equivalents

The Company considers highly liquid debt instruments with an original maturity of three months or less at the date of purchase to be cash equivalents.

Accounts Receivable

Trade accounts receivables are carried at original invoice amount, less an estimate made for doubtful accounts based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Trade accounts receivable are written off when deemed uncollectible. Recoveries of trade accounts receivable previously written off are recorded when received.

The Company reports its trade accounts receivable balance net of expected bad debts and credit balances. The bad debt reserve was $1,370,263 and $1,130,218 at December 31, 2011 and 2010, respectively. Included in trade accounts receivable are credit balances for customers on the budget plan who have prepaid monies on account in the amount of $4,500,965 and $3,678,712 at December 31, 2011 and 2010, respectively, and amounts relating to natural gas deliveries which were unbilled in the amount of approximately $2.7 million and $3.7 million at December 31, 2011 and 2010, respectively.

Inventories

The Company values its petroleum product and service parts inventories at the lower of cost or market using the first-in, first-out (FIFO) method for determining cost. The convenience store product inventories are valued using the retail average cost method.

Inventories are comprised of the following as of December 31, 2011 and 2010:

	2011	2010
Petroleum products	**$15,803,777**	$ 8,777,752
Convenience store products	**823,629**	2,213,931
Service parts	**734,294**	660,103
	$17,361,700	$11,651,786

Property and Equipment

Property and equipment is carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, ranging from 5 to 39 years for buildings, improvements, and leaseholds, and from 5 to 15 years for equipment, trucks, and fixtures. Leasehold improvements are amortized over the shorter of the lease term or estimated useful life.

Expenditures for additions, major replacements, and betterments are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. When property and equipment are retired or sold, the cost and applicable accumulated depreciation are removed from the respective accounts and the related gain or loss is recognized.

Note B - Summary of Significant Accounting Policies (continued)

Impairment of Long-lived Assets

Long-lived assets other than those held for sale are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the assets may not be recoverable. An asset is considered to be impaired when the undiscounted estimated net cash flows to be generated by the asset are less than the carrying amount. The impairment recognized is the amount by which the carrying amount exceeds the fair value of the impaired asset. Management has concluded that no impairment reserves are required as of December 31, 2011 and 2010.

Intangible Assets

The Company accounts for goodwill and intangible assets as required by FASB ASC Topic 350, *Goodwill and Other Intangibles*. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually. The guidance also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 350.

The Company's intangible assets consist primarily of customer lists. The estimated useful lives of the lists vary and range from five to fifteen years. The customer lists are being amortized over their useful lives using the straight-line method. The lists are reviewed annually for impairment. Management has concluded that no impairment reserves are required as of December 31, 2011 and 2010.

Amortization expense amounted to $971,203 and $964,761 for the years ended December 31, 2011 and 2010, respectively. Amortization expense is estimated to be approximately $923,000 in 2012, $784,000 in 2013, $579,000 in 2014, $562,000 in 2015, and $557,000 in 2016.

Advertising Costs

Advertising costs are charged to expense as incurred; advertising expense was approximately $1,615,000 and $1,936,000 for the years ended December 31, 2011 and 2010, respectively.

Income Taxes

The stockholders and partners of the Company have elected to include the Company's income in their own income for federal and state income tax purposes. Accordingly, no provision for income taxes is included in these combined financial statements. It is the Company's policy to pay distributions to the stockholders and partners in amounts sufficient to cover any tax obligations due as a result of the S corporation elections or status as partnership. Extra distributions may be made at management's discretion.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Company, including whether the entity is exempt from income taxes. Management evaluated the tax positions taken and concluded that the Company had taken no uncertain tax positions that require recognition or disclosure in the combined financial statements. Therefore, no provision or liability for income taxes has been included in the combined financial statements. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2008.

Note B - Summary of Significant Accounting Policies (continued)

Environmental Obligations

The Company provides for environmental related obligations when they are probable and amounts can be reasonably estimated. Where the available information is sufficient to estimate the amount of the liability, that estimate has been used. Where the information is only sufficient to establish a range of probable liability and no point within the range is more likely than any other, the lower end of the range is used.

Comprehensive Income

The Company accounts for comprehensive income in accordance with accounting standards under the *Comprehensive Income* topic, which requires comprehensive income and its components to be reported when a company has items of comprehensive income. Comprehensive income includes net income plus other comprehensive income (i.e., certain revenues, expenses, and gains and losses as separate components of stockholders' equity rather than net income or loss).

Derivatives

The Company accounts for derivatives under ASC 815, *Accounting for Derivative Instruments and Hedging Activities*. ASC 815 requires that all derivatives be recognized in the statement of financial position at their fair value. Derivatives that are not hedges must be recorded at fair value through earnings. The ineffective portions of a derivative's change in fair value are immediately recognized in earnings.

Derivatives that have been designated and qualify as fair value hedging instruments are reported at fair value. The gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in earnings in the current period.

Derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income. The remaining gain or loss, if any, is recognized currently in earnings. Amounts in accumulated other comprehensive income are reclassified into net income in the same period in which the hedged forecasted transaction affects earnings.

Hedge accounting is discontinued when it is determined that a derivative instrument is not highly effective as a hedge. Hedge accounting is also discontinued when: (1) the derivative instrument expires; is sold, terminated, or exercised; or is no longer designated as a hedge instrument because it is unlikely that a forecasted transaction will occur; (2) a hedged firm commitment no longer meets the definition of a firm commitment; or (3) management determines that designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued, the derivative instrument will be either terminated, continue to be carried on the balance sheet at fair value, or redesignated as the hedging instrument in either a cash flow or fair value hedge, if the relationship meets all applicable hedging criteria. Any asset or liability that was previously recorded as a result of recognizing the value of a firm commitment will be removed from the balance sheet and recognized as a gain or loss in current period earnings. Any gains or losses that were accumulated in other comprehensive income from hedging a forecasted transaction will be recognized immediately in current period earnings, if it is probable that the forecasted transaction will not occur.

Note B - Summary of Significant Accounting Policies (continued)

Revenue Recognition

Revenues for petroleum products and propane gas are recognized at the time the product is delivered to the customer. Revenues relating to the installation and repair of heating and cooling equipment are recognized as the services are performed. The Company bills its natural gas customers on a monthly cycle. Revenues are recorded on the accrual basis and include an estimate for gas delivered, but unbilled at the end of the accounting period. Revenues from service maintenance contracts are recognized over the life of the contract on a straight-line basis. Revenues for petroleum and convenience store products sold at retail operations are recognized at point of sale. Taxes the Company is required to collect on behalf of any governmental agency at the time of sale to a customer are not included in revenues. Taxes the Company is required to pay at the time it purchases inventory are passed through to the customer and are included in revenues.

Reclassification of Prior Year Financial Statements

Certain balances have been reclassified to conform with the current year presentation. These reclassifications had no impact to the 2010 net income as previously reported.

Recent Accounting Pronouncements

In May 2011, the FASB issued updated accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance (ASU 2011-04) includes amendments that clarify the application of existing fair value measurement requirements, in addition to other amendments that change principles or requirements for measuring fair value and for disclosing information about fair value measurements. This guidance is effective for annual periods beginning after December 15, 2011. The Company is currently evaluating what effect, if any, adoption of ASU 2011-04 will have on the Company's combined financial statements.

In June 2011, the FASB issued new accounting guidance related to the presentation of comprehensive income that eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments require that all non owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate, but consecutive statements. The amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. This guidance is effective for fiscal years ending after December 15, 2012. The Company is currently evaluating what effect, if any, adoption of this guidance will have on the Company's combined financial statements.

Note C - Acquisitions

In August 2011, the Company entered into Asset Purchase Agreements to acquire the coffee and water distribution operations of two businesses for approximately $2.2 million which was funded by a cash payment. The assets acquired in the acquisitions are based on their fair value estimates at the date of acquisition.

The purchase price allocation is as follows:

Inventories	$ 136,103
Property and equipment	650,000
Customer lists	1,390,000
Total cash paid	$ 2,176,103

Note C - Acquisitions (continued)

In September 2010, the Company acquired the retail petroleum, convenience store operations, and commercial distribution heating oil operations from a third party, including real estate, equipment, and inventory for approximately $1.9 million. The purchase was funded by two subordinated notes and a cash payment of approximately $1 million. The assets acquired in the acquisition are based on their fair value estimates at the date of acquisition.

The purchase price allocation is as follows:

Inventories	$ 440,529
Property and equipment	1,026,839
Intangibles	423,500
Total purchase price	1,890,868
Less: promissory notes	943,500
Total cash paid	$ 947,368

In addition, the Company entered into a non-compete agreement with a previous owner of an acquired company requiring total payments of $480,000 over a five year period ending December 31, 2015.

The results of the above acquisitions have been included in the combined financial statements since their date of acquisition.

Note D - Sale of Stores

During 2011, the Company sold 11 convenient stores to a related party. The sale resulted in the disposal of land, buildings, and related equipment with a net book value of approximately $3,492,000, proceeds of $9,745,000, including a $2,000,000 note receivable, and a gain on sale of $6,129,000. The note receivable bears interest at 5% annually and is paid in equal monthly payments, including interest and principal, of approximately $15,800 through October 2026. In connection with the sale, the Company sold related store equipment with a net book value of approximately $2,552,000 directly to a third party at a gain of $319,000.

The Company also sold 8 convenient stores to another related party. The sale resulted in the disposal of store equipment and fixtures with a net book value of approximately $479,000, at a gain of $30,000. The Company assigned a note payable in the amount of $509,000 in satisfaction of the sale.

Note E - Property and Equipment

Property and equipment consists of the following as of December 31, 2011 and 2010:

	2011	2010
Land	$ 4,443,472	$ 5,812,193
Land improvements	1,256,873	3,271,536
Buildings	6,490,198	11,955,645
Equipment, trucks, and fixtures	32,114,622	38,481,896
Construction in progress	471,858	354,207
	44,777,023	59,875,477
Less accumulated depreciation	24,473,597	31,763,604
	$20,303,426	$28,111,873

Note E - Property and Equipment (continued)

Depreciation expense amounted to $4,285,061 and $4,718,318 for the years ended December 31, 2011 and 2010, respectively.

Note F - Credit Arrangements and Long-term Debt

Credit Arrangements

During 2010, the Shipley Group, LP executed the first amendment to the second Amended and Restated Credit Agreement (the Credit Facility) with a bank. The Credit Facility supports all of the Shipley Companies and included a $23.0 million revolving line of credit with interest at LIBOR plus the applicable margin as specified in the performance pricing grid, subject to a minimum interest rate (3.50% at December 31, 2010), a $5.0 million equipment line to be used to purchase equipment for use in Shipley's business, and an $8.0 million general letter of credit commitment that can be increased up to an additional $2.0 million subject to conditions as set forth in the Credit Facility.

During 2011, the Shipley Group, LP executed additional amendments which increased the general letter of credit commitment to $10,000,000 and removed the minimum rate of interest on the revolving line of credit. The total line of credit, equipment line, and general letters of credit outstanding in excess of $8.0 million, can not be greater than the borrowing base (as defined in the Credit Facility), up to a maximum of $23.0 million. The Credit Facility is collateralized by all the assets of the Company. During 2012, the revolving credit commitment was increased to $27,000,000.

As of December 31, 2011 and 2010, there was $18,236,846 and $7,514,942, respectively, outstanding under the revolving line of credit. The revolving line of credit balance, as of December 31, 2011 and 2010, has been classified as long-term, as under the terms of the agreement, no amounts are due until September 30, 2013. Interest is payable at one month LIBOR plus the applicable margin (2.52% and 3.5% as of December 31, 2011 and 2010, respectively). The Company is required to pay a quarterly commitment fee calculated on the daily unused portion of the revolving credit facility at an annual rate of 0.35%.

Total letters of credit outstanding as of December 31, 2011 and 2010 under general letter of credit commitments were $7,303,729 and $6,181,768, respectively.

Long-term Debt

Long-term debt consists of the following as of December 31, 2011 and 2010:

	2011	2010
Secured note payable to a bank, due in monthly installments of $74,841, consisting of principal and interest through October 2016. Interest is payable at one month LIBOR plus the applicable margin (2.52% and 3.50% as of December 31, 2011 and 2010, respectively). As of December 31, 2010, the term loan agreement included a minimum rate of interest of 3.50%. This minimum rate was removed during 2011.	**$ 8,831,230**	$19,515,926

Note F - Credit Arrangements and Long-term Debt (continued)

Long-term Debt (continued)

	2011	2010
Secured note payable to a bank, with interest payments through March 2012 and then monthly equal installments of principal and interest of $21,368 with a maturity date of December 2015. Interest is fixed at a rate at 3.0% and 3.50% at December 31, 2011 and 2010, respectively.	2,500,000	2,500,000
TOTAL LONG-TERM DEBT	**11,331,230**	22,015,926
Subordinated, unsecured note payable to a company in quarterly installments, including interest through January 2012. Interest is fixed at 8.00%. Payments are guaranteed by Shipley Energy Company.	**58,121**	264,126
Subordinated, unsecured note payable to a company in quarterly installments, including interest through January 2012. Interest is fixed at 8.00%. Payments are guaranteed by Shipley Propane, LLC.	**80,494**	369,335
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016. Interest is fixed at 6.50%.	**709,360**	826,344
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016. Interest is fixed at 6.50%.	**709,360**	826,344
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016. Interest is fixed at 6.50%.	**466,307**	541,914
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016. Interest is fixed at 6.50%.	**466,307**	541,914
Subordinated, unsecured note payable to individual in quarterly installments, including interest through August 2020. Interest is fixed at 6.00%. Note was assigned to a related party in exchange for certain property during 2011. (See Note D).	-	510,418
Subordinated, unsecured note payable to individual in quarterly installments, including interest through August 2020. Interest is fixed at 6.00%.	**383,193**	415,696
TOTAL SUBORDINATED LONG-TERM DEBT	**2,873,142**	4,296,091
	14,204,372	26,312,017
Less current maturities	**1,401,880**	4,446,069
	$12,802,492	$21,865,948

Note F - Credit Arrangements and Long-term Debt (continued)

Long-term Debt (continued)

As of December 31, 2011, future maturities of long-term debt are as follows:

	LONG-TERM	SUBORDINATED	TOTAL
2012	$ 818,647	$ 583,233	$ 1,401,880
2013	886,869	473,499	1,360,368
2014	910,585	504,143	1,414,728
2015	2,715,857	536,772	3,252,629
2016	5,999,272	586,604	6,585,876
Thereafter	-	188,891	188,891

The terms of certain loan agreements maintained by the Company contain restrictive covenants which, among other things, require the Company to maintain certain financial ratios. For the year ended December 31, 2011 and 2010, the Company was in compliance with these financial covenants.

Note G - Derivative Instruments and Hedging Activities

The Company holds derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in changes in commodity prices and interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of and during the term of each hedge. In hedging the transactions, the Company, in the normal course of business, holds the following types of derivatives:

Interest rate swaps - The purpose of this instrument is to hedge the cash flows of variable-rate financial assets.

Futures contracts - The purpose of this instrument is to hedge the fair value of petroleum inventories and firm purchase commitments.

Call and put options - The purpose of this instrument is to hedge the cash flows of forecasted sales or purchases of inventory.

The Company holds such derivatives only for the purpose of hedging such risks, not for speculation. Generally, the Company enters into hedging relationships such that changes in the fair values or cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the values of the derivatives. As of December 31, 2011 and 2010, hedging relationships exist for variable rate long-term debt, firm purchase commitments, and anticipated purchases and sales of petroleum inventories.

Interest Rate Swap Contracts

The Company has contracts to hedge the interest rate risk of certain long-term debt with a bank. Under these interest rate swap contracts, the Company agreed to pay an amount equal to a specific fixed rate of interest times a notional principal amount, and to receive in return an amount equal to a specified variable rate of interest times the same notional principal amount. These net payments or receipts are recorded in interest expense in the accompanying combined statements of income.

Note G - Derivative Instruments and Hedging Activities (continued)

Interest Rate Swap Contracts (continued)

The interest rate swap contracts converted the bank's variable interest rate to a fixed rate. These agreements expire in 2014. The Company has designated these contracts as cash flow hedges. At December 31, 2011 and 2010, the notional amounts under these swap agreements totaled $10.3 million and $12.7 million, respectively. The Company recorded a liability, included in the accompanying balance sheets as a component of other liabilities, for the fair value of the swap contracts of $672,720 and $913,051 at December 31, 2011 and 2010, respectively.

Commodity Hedging Activities

Petroleum products sold by the Company are subject to price volatility caused by supply conditions, political and economic variables, and other unpredictable factors. To manage the volatility related to anticipated inventory purchases, sales, and firm purchase commitments, the Company uses futures and options with maturities generally less than one year.

Note H - Pension Plans

Defined Benefit Plan

The Company sponsors the Shipley Energy Company Hourly Employees' Pension Plan. The Plan is a single employer, noncontributory, defined benefit pension plan which covers substantially all hourly union employees of Shipley Energy Company. The Plan provides for pension, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan benefits are based upon years of service. The Company makes annual contributions to the hourly plan no less than the minimum amount required by ERISA plus amounts to amortize the unfunded accrued liability over 30 years.

The following provides additional information about the Plan as of and for the years ended December 31, 2011 and 2010:

	2011	2010
Obligations and funded status:		
Fair value of plan assets	**$ 2,989,059**	$ 2,938,564
Projected benefit obligation	**4,323,400**	3,941,305
Funded status (under)	**$ (1,334,341)**	$ (1,002,741)
Amounts recognized in the balance sheet:		
Other liabilities	**$ (1,334,341)**	$ (1,002,741)
Equity - accumulated other comprehensive loss	**$ (1,779,138)**	$ (1,295,865)
Amounts not yet recognized as a component *of net periodic pension cost:*		
Prior service cost	**$ 128,570**	$ 151,544
Net loss	**$ 1,650,568**	$ 1,144,321

Note H - Pension Plans (continued)

Defined Benefit Plan (continued)

	2011	2010
Components of net periodic pension cost:		
Service cost	$ 96,279	$ 115,352
Interest cost	232,756	215,749
Expected return on plan assets	(236,146)	(200,413)
Amortization of prior service cost	22,974	30,688
Amortization of net loss	77,884	44,734
Net periodic pension cost	$ 193,747	$ 206,110
Weighted-average assumptions:		
Discount rate	5.75%	5.75%
Expected return on plan assets	7.84%	7.84%
Rate of compensation increase	- %	- %
Accumulated benefit obligation	$ 4,323,400	$ 3,940,180
Employer contributions	$ 345,420	$ 417,851
Benefits paid	$ 163,483	$ 144,948

The Company's expected long-term return on plan assets assumption is based on a periodic review and modeling of the Plan's asset allocation and liability structure over a long-term horizon.

Expectations of returns for each asset class are the most important of the assumptions used in the review and modeling, and are based on comprehensive reviews of historical data and economic/financial market theory. The expected long-term rate of return on assets was selected from within the reasonable range of rates determined by (a) historical real returns, net of inflation, for the asset classes covered by the investment policy and (b) projections of inflation over the long-term period during which benefits are payable to plan participants.

Plan Assets

The Company's pension plan asset allocation as of December 31, 2011 and 2010 and the level of the valuation inputs within the fair value hierarchy established by ASC 820 are as follows (See Note L):

	DECEMBER 31, 2011			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market account	$ 292,820	$ -	$ -	$ 292,820
Domestic stock funds	1,042,151	-	-	1,042,151
International stock funds	620,176	-	-	620,176
Fixed income funds	1,033,912	-	-	1,033,912
	$2,989,059	$ -	$ -	$2,989,059

	DECEMBER 31, 2010			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market account	$ 119,621	$ -	$ -	$ 119,621
Domestic stock funds	1,134,452	-	-	1,134,452
International stock funds	720,677	-	-	720,677
Fixed income funds	963,814	-	-	963,814
	$2,938,564	$ -	$ -	$2,938,564

Note H - Pension Plans (continued)

Plan Assets (continued)

The Company's investment policy includes various guidelines and procedures designed to ensure assets are invested in a manner necessary to meet expected future benefits earned by participants. The investment guidelines consider a broad range of economic conditions.

The objectives of the target allocations are to maintain investment portfolios that diversify risk through prudent asset allocation parameters, achieve asset returns that meet or exceed the Plan's actuarial assumptions, and achieve asset returns that are competitive with like institutions employing similar investment strategies.

The investment policy is periodically reviewed by the Company and a designated third-party fiduciary for investment matters. The policy is established and administered in a manner so as to comply at all times with applicable government regulations.

Contributions

The Company expects to contribute approximately $249,200 to the Plan in 2012.

Estimates Future Benefit Payments

The following benefit payments are expected to be paid:

2012	$ 185,000
2013	190,000
2014	197,000
2015	213,000
2016	234,000
2017 - 2021	1,466,000

The Company sponsors a defined contribution 401(k) retirement plan for eligible nonunion employees. The Company will match a percent of each participant's contributions to be determined, up to a maximum of 10% of applicable compensation, each year at the Company's discretion. The Company, at its discretion, may also make an annual profit-sharing contribution. The Company's expense for the 401(k) plan totaled $240,517 and $203,615 for the years ended December 31, 2011 and 2010, respectively.

Note I - Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade accounts receivable, cash, and cash equivalents.

The Company distributes its products to customers in the South Central and Eastern Pennsylvania and Northern Maryland areas. Substantially all of the Company's accounts receivable are from individuals or companies in these geographic areas. Credit is extended based on an evaluation of the customer's financial condition and, generally, collateral is not required. Credit losses are provided for in the combined financial statements and consistently have been within management's expectations.

Note I - Concentrations of Credit Risk (continued)

The Company maintains its cash with various financial institutions throughout South Central Pennsylvania. These bank balances are generally insured by the Federal Deposit Insurance Corporation; however, such balances may exceed the insured amount at various times throughout the year. From December 31, 2010 through December 31, 2012, all non-interest bearing transaction accounts are fully insured, regardless of the balance of the account and the ownership capacity of the funds. As of December 31, 2011 and 2010, the Company's bank balances exceeded the insured amounts by approximately $722,760 and $638,000, respectively.

Note J - Commitments and Contingencies

Operating Leases

The Company leases various properties under operating leases for the operation of hotel, restaurant, and convenience stores from a partnership under common management control. The Company also leases other property under operating leases of varying terms from third parties. Future minimum lease payments under these operating leases for the years ending December 31 are as follows:

	RELATED PARTY	OTHER
2012	$1,171,000	$ 126,000
2013	1,051,000	113,000
2014	1,051,000	60,000
2015	1,057,000	60,000
2016	1,021,000	60,000
Thereafter	8,747,000	300,000

Rent expense under operating leases amounted to $1,784,743 and $1,827,293 for the years ended December 31, 2011 and 2010, respectively.

Legal Proceedings

The Company is subject to other claims and legal actions that arise in the ordinary course of its business. The Company believes that the ultimate liability, if any, with respect to these claims and legal actions will not have a material effect on the financial position or results of operations of the Company.

Note K - Supplemental Disclosure of Cash Flow Information

Cash paid during the year for interest amounted to $1,712,652 and $2,192,399 for the years ended December 31, 2011 and 2010, respectively.

Note L - Fair Value Measurements

Effective for the year ended December 31, 2010, the Company adopted Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. This new accounting guidance under ASC 820, *Fair Value Measurements and Disclosures*, was issued by the FASB on January 21, 2010. The additional disclosures required about fair value measurements include, among other things, (a) the amounts and reasons for certain significant transfers among three hierarchy levels of inputs, (b) the gross, rather than net, basis for certain Level 3 roll-forward information, (c) use of a "class" basis rather than a "major category" basis for assets and liabilities, and (d) valuation techniques and inputs used to estimate Level 2 and Level 3 fair value measurements. The following information incorporates these new disclosure requirements. These disclosures had no impact on the Company's results of operations, financial position, or cash flows.

As defined by FASB ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including discounting cash flow projections based on available market interest rates and management estimates of future cash payments. Financial instrument assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted market prices.

Level 3 - Unobservable inputs corroborated by little, if any, market data.

The following table summarizes the fair value of the Company's recurring financial instruments as of December 31, 2011 and 2010:

	DECEMBER 31, 2011	
	LEVEL 1	**LEVEL 2**
Assets (liabilities):		
Option and futures contracts	**$ 1,407,762**	**$ -**
Interest rate swaps	**-**	**(672,720)**
	$ 1,407,762	**$ (672,720)**

	DECEMBER 31, 2010	
	LEVEL 1	LEVEL 2
Assets (liabilities):		
Option and futures contracts	$ 415,920	$ -
Interest rate swaps	-	(913,051)
	$ 415,920	$ (913,051)

The fair value of the Company's option and futures contracts is based on quoted market prices.

The fair value of the Company's interest rate swaps is the estimated amount the Company would pay to terminate these agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities.

Note L - Fair Value Measurements (continued)

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses in the accompanying combined balance sheets, approximate fair value given the short-term nature of these financial instruments. The carrying amount of the cash surrender value of life insurance in the accompanying combined balance sheets approximates fair value as this amount represents the current liquidation value of the policies. The carrying amount of the long-term debt and line of credit in the accompanying combined balance sheets approximates fair value as the interest rates of this debt are variable. The carrying amount of the subordinated debt and notes receivable approximates fair value as the interest rates are commensurate with rates currently offered for such arrangements.

Note M - Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss as of December 31, 2011 and 2010 was as follows:

	2011	2010
Fair value cash flow hedge effectiveness	**$ 672,720**	$ 913,051
Pension loss	**1,779,138**	1,295,865
Other	**-**	34,483
	$2,451,858	$2,243,399

Note N - Captive Insurance Program

The Company participates in two captive insurance programs. Annual premiums are paid to the captives for its workers' compensation, general liability, automobile, and employee medical claims. The agreements for the formation of the captives provides that the captives will be self-funded through member premiums and will reinsure through commercial companies for claims in excess of certain amounts specified. In the event available contributions are not sufficient to fund operations or obligations of the captive, additional supplementary premiums may be assessed to members on a pro-rata basis. Management is not aware of any need for such supplementary premiums as of December 31, 2011. As of December 31, 2011 and 2010, the Company had outstanding letters of credit in the amount of $673,729 and $641,768, respectively, to secure its future obligations, if any, under the terms of the insurance programs.

Note O - Departure from Accounting Principles Generally Accepted in the United States of America

The *Consolidation* topic of the FASB Accounting Standards Codification requires certain variable interest entities ("VIE's") to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Shipley Family Limited Partnership is related to the Company through common ownership and management. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

Note P - Subsequent Events

The Company has evaluated subsequent events through April 10, 2012. This is the date the combined financial statements were available to be issued. No material events subsequent to December 31, 2011 were noted.

REINSEL KUNTZ LESHER
certified public accountants & consultants

Independent Auditors' Report on the Supplementary Information

To the Stockholders, Partners, and the Board of Directors
The Shipley Companies
York, Pennsylvania

Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The supplementary information is presented for purposes of additional analysis and is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has not been subjected to the auditing procedures applied in the audits of the combined financial statements. Accordingly, it is inappropriate to and we do not express an opinion on the supplementary information referred to above.

Reinsel Kuntz Lesher LLP

April 10, 2012

Supplementary Information

The Shipley Companies

Combining Balance Sheet

December 31, 2011

	GROUP PROPERTIES	FUELS GROUP	ENERGY GROUP	ELIMINATIONS	COMBINED TOTAL
Assets					
Current Assets					
Cash and cash equivalents	$ 2,306,570	$ 921,112	$ 888	$ -	$ 3,228,570
Accounts receivable:					
Trade, net	-	16,723,528	959,910	-	17,683,438
Affiliates	3,223,362	-	1,911,824	(5,135,186)	-
Other	199,424	2,669	(205)	-	201,888
Notes receivable, current portion	107,640	155,000	-	-	262,640
Inventories	30,131	11,658,293	5,673,276	-	17,361,700
Prepaid expenses and other current assets	1,603,025	1,867,652	179,180	-	3,649,857
Total Current Assets	7,470,152	31,328,254	8,724,873	(5,135,186)	42,388,093
Notes Receivable, less current portion					
Trade	1,892,360	-	-	-	1,892,360
Affiliates	20,895,000	-	-	(20,895,000)	-
Property and Equipment, net	6,368,046	6,319,331	7,934,139	(318,090)	20,303,426
Other Assets					
Cash surrender value of life insurance	590,596	-	2,831,798	-	3,422,394
Intangible assets, net	-	1,435,625	4,040,988	-	5,476,613
Other	388,154	-	-	-	388,154
Total Other Assets	978,750	1,435,625	6,872,786	-	9,287,161
Total Assets	$ 37,604,308	$ 39,083,210	$ 23,531,798	$ (26,348,276)	$ 73,871,040

	GROUP PROPERTIES	FUELS GROUP	ENERGY GROUP	ELIMINATIONS	COMBINED TOTAL
Liabilities and Equity					
Current Liabilities					
Current portion of long-term debt	$ 818,647	$ -	$ -	$ -	$ 818,647
Current portion of subordinated long-term debt	444,618	-	138,615	-	583,233
Accounts payable:					
Trade	2,053,987	15,377,329	643,887	-	18,075,203
Affiliates	-	5,135,186	-	(5,135,186)	-
Accrued expenses	883,991	558,569	132,122	-	1,574,682
Deferred income	-	-	2,006,213	-	2,006,213
Taxes, other than income taxes	1,183	3,394,514	186,400	-	3,582,097
Total Current Liabilities	4,202,426	24,465,598	3,107,237	(5,135,186)	26,640,075
Line of Credit	18,236,846	-	-	-	18,236,846
Long-term Debt, less current portion	14,537,583	9,310,000	7,560,000	(20,895,000)	10,512,583
Subordinated Long-term Debt, less current portion	2,289,909	-	-	-	2,289,909
Other Liabilities	2,597,657	-	-	-	2,597,657
Total Liabilities	41,864,421	33,775,598	10,667,237	(26,030,186)	60,277,070
Equity					
Common stock, voting	-	70,000	50	(70,000)	50
Common stock, non-voting	-	*140,000*	*5,000*	*(140,000)*	*5,000*
Additional paid-in capital	-	495,000	656,650	(495,000)	656,650
Retained earnings	-	-	8,777,767	(318,090)	8,459,677
Partners' capital	1,401,745	-	-	10,808,706	12,210,451
Members' equity (deficit)	-	6,678,612	3,425,094	(10,103,706)	-
Accumulated other comprehensive loss	(2,451,858)	-	-	-	(2,451,858)
	(1,050,113)	*7,383,612*	*12,864,561*	*(318,090)*	*18,879,970*
Less cost of treasury stock and partner interests	3,210,000	2,076,000	-	-	5,286,000
Total Equity	(4,260,113)	5,307,612	12,864,561	(318,090)	13,593,970
Total Liabilities and Equity	$ 37,604,308	$ 39,083,210	$ 23,531,798	$ (26,348,276)	$ 73,871,040

The Shipley Companies

Combining Statement of Income

For the Year Ended December 31, 2011

	GROUP PROPERTIES	FUELS GROUP	ENERGY GROUP	ELIMINATIONS	COMBINED TOTAL
Net Sales	$ -	$ 719,852,138	$ 76,185,017	$ (142,916,297)	$ 653,120,858
Management fees	10,244,079	-	-	(10,187,286)	56,793
Rent	783,648	-	-	(745,067)	38,581
Total Revenue	11,027,727	719,852,138	76,185,017	(153,848,650)	653,216,232
Cost of sales	-	688,206,657	56,237,892	(142,916,297)	601,528,252
Gross Profit	11,027,727	31,645,481	19,947,125	(10,932,353)	51,687,980
Operating expenses	76,567	32,617,739	17,762,838	(10,932,353)	39,524,791
General and administrative expenses	10,277,951	-	-	-	10,277,951
Operating Income	673,209	(972,258)	2,184,287	-	1,885,238
Other Income (expense):					
Other income (expense), net	622,153	270,252	32,659	(2,141,141)	(1,216,077)
Gain on sale of fixed assets	1,195,202	5,352,744	43,165	-	6,591,111
Interest expense	(1,980,584)	(887,963)	(874,896)	2,141,141	(1,602,302)
Net Income	$ 509,980	$ 3,762,775	$ 1,385,215	$ -	$ 5,657,970

ATTACHMENT 6

CORPORATE OFFICERS

October 2013

WILLIAM S. SHIPLEY, II

Shipley Energy Company, Chairman Emeritus	2012-Present
Shipley Energy Company, Chairman	1985-2012
Shipley Oil Company, President	1958-1985
York Shipley, Inc., Assistant to Lavern Brenneman	1957-1958
C.V. Hill Company, Sales Representative	1953-1957
Lehigh University, BS, Business Administration	1953
United States Army Reserve	1950-1955

SHIRLEY D. SHIPLEY

Shipley Energy Company, Chairman	2012-Present
Shipley Energy Company, Vice President	1976-2012
Sarasota County School District, Teacher	1955-1956
Radnor School District, Teacher	1954-1955
York College, Doctor of Humane Letters	2001
Cedar Crest College, BS, Education	1954

WILLIAM S. SHIPLEY, III

Shipley Group, Chairman	2012-Present
Shipley Energy, Chief Executive Officer	1982-Present
Southland Corporation, 7-11 Store Manager	1980-1982
Pennsylvania State University, MBA	1980
Emory University, BA, History	1978

LLOYD R. MIDGETT

Shipley Group, Secretary, Vice Chairman	2012-Present
Shipley Fuels Marketing, President	2004-2012
Willow Valley Associates, Vice President – Administration	1997-2004
Shipley Stores, Inc., President	1989-1997
Miller & Hartman, Corporate Sales Manager	1987-1989
Amerada Hess Corporation, Merchandising Manager	1979-1987
Attended Dutchess County College	1977

RICHARD M. BEAMESDERFER

Shipley Group and Shipley Energy, CFO, Treasurer	1996-Present
Health South Corporation, CFO – Rehab Hospital of York	1987-1996
Manor Care, Tax Investment Analyst	1983-1987
George Washington University, MBA, Finance	1989
Certified Public Accountant	1986
Andrews University, BBA, Accounting	1983

BRET C. HOFFMASTER

Shipley Stores, Vice President - Marketing	2004-Present
Shipley Group, President - Shipley Stores, LLC	1995-2004
Mobil Oil Corporation, Sales & Business Consultant	1986-1994
Bloomsburg University, BSBA, Marketing – Minor in Economics	1986

CORPORATE OFFICERS

October 2013

BRIAN S. MITZ

Shipley Energy, Vice President of Operations	2011-Present
Shipley Propane, Vice President & General Manager	2003-2011
Shipley Stores, Motor Fuels Sales Manager	1999-2003
Shuchart Oil & Propane, General Manager	1982-1999

STEPHEN J. PASSIO

Shipley Energy, President	2003 – Present
BP, Capabilities Project Manager	2001 – 2003
BP Amoco, Mid-Atlantic Region Manager	1999-2001
BP Amoco, Pricing Manager Atlantic BU	1997-1999
Amoco Corporation, Financial/Strategic Analyst	1995-1997
Amoco Corporation, Sales Operations Manager	1990-1995
Robert Morris College, MBA	1995
Temple University, BS Business Administration	1989

DAVID J. GRUNO

Shipley Stores, President	2013 - Present
Shipley Energy, Vice President Human Resources and Environment	2004 – Present
Willow Valley Associates, Director of Human Resources	1998 – 2004
Cintas Corporation, Manager of Human Resources	1995 -1998
United States Air Force /United States Air Force Reserves	1988-1995
Troy State University, BS, Human Resource Management	1994
Community College of the Air Force, AS, Personnel Administration	1991

STEVEN J. DOWNEY

Shipley Energy, Chief Technology Officer	2008 – Present
Siemens Medical Solutions, Director, Identity Solutions	2007-2008
Siemens Communications, Solutions Architect	2005-2007
ActivCard Inc, Solutions Architect	2002-2005
Pulse Engineering Inc, Systems Engineer	1996-2001
National Security Agency, Computer Operator	1991-1995
Anne Arundel Community College, AA, Business Administration	2006

MATTHEW A. SOMMER

Shipley Group, President	2013-Present
Shipley Energy, Chief Marketing Officer	2012-Present
Shipley Energy, Vice President of Natural Gas and Electricity	2002-2011
George Washington University, BA, Economics	2001

CORPORATE OFFICERS

October 2013

BLAIR B. MOHN

Shipley Enterprises, President	2013-Present
Shipley Group, Board of Advisors	2012-Present
Hybrid Ventures LLC, Chairman	2006-Present
Community Energy Inc., Director and Consultant	2005-2006
PestPatrol Inc., Chairman	2001-2004
Enterprising Environmental Solutions Inc., Director	2007-2009
WITF, Director	2005-2007
Cloister Spring Water Co., Chief Executive Officer	1984-1999
Amos Tuck School of Business, Dartmouth College, MBA	1984
Duke University, BSE Mechanical Engineering and Materials Science	1982

MICHAEL W SHUE

MJS Properties, President	2013-Present
Cr Property Group, Executive Supervisor	2007-2013
Apple Acura/Subaru, Service Manager	2003-2006
Diehl Toyota, Service Manager	1998-2003
Lock Haven University, BS Business Administration	1993-1997

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Pennsylvania :

: ss.

County of York :

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

[He/she is the CFO / Treasurer (Office of Affiant) of Convenient Ventures, LLC (Name of Applicant);]

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

That the Applicant herein Convenient Ventures LLC has the burden of producing information and supporting *documentation demonstrating its technical and financial fitness to be licensed as an natural gas supplier pursuant to* 66 Pa. C.S. § 2208 (c)(1).

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

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

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

Signature of Affiant

Sworn and subscribed before me this 16th day of September, 2014.

Signature of official administering oath

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Greta R. Whitacre, Notary Public
City of York, York County
My commission expires August 10, 2015

RECEIVED
2014 SEP 26 PM 2:57
PA PUC
SECRETARY'S BUREAU

My commission expires August 10, 2015.

Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Pennsylvania :

: ss.

County of York :

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

[He/she is the CFO/Treasurer (Office of Affiant) of Convenient Ventures LLC d/b/a Energy Objective (Name of Applicant);]

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

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

That Convenient Ventures, LLC the Applicant herein, asserts that [he/she/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 Convenient Ventures LLC, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28 shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional 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.

Appendix B (Continued)

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

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

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

Signature of Affiant

Sworn and subscribed before me this 16th day of September, 2014.

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Greta R. Whitacre, Notary Public
City of York, York County
My commission expires August 10, 2015

Signature of official administering oath

My commission expires August 10, 2015.

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

HAWKE MCKEON SNISCAK & KENNARD
STEVEN HAAS
100 NORTH TENTH STREET HARRISBURG PA 17105

Account # 51864
Order # 81599946
Ad Price: 311.30

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

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SECRETARY'S BUREAU

09/11/2014 09/11/2014

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

Sworn and subscribed to before me
this 11th day of SeptemberA.D., 2014

Sharon Venturi
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

EnergyObjective For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public In The Commonwealth Of Pennsylvania.

Convenient Ventures, LLC d/b/a EnergyObjective will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. *Convenient Ventures, LLC d/b/a EnergyObjective* will also be filing an application with the PUC for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. *Convenient Ventures, LLC d/b/a EnergyObjective* proposes to sell electricity and related services in the service territories of Allegheny Power, Duquesne Light, Met-Ed, Penelec, Penn Power, Citizen's Electric Company, Wellsboro Electric Company, PECO, PPL, UGI and Pike County Light & Power Company, and natural gas and related services in the service territories of Columbia Gas of PA, Inc., National Fuel Gas Distribution Corp., The Peoples Natural Gas Company, Peoples TWP, LLC, UGI Central Penn, Valley Energy, Inc., Peoples Gas - Equitable Division, PECO, Philadelphia Gas Works, UGI and UGI Penn Natural under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of *Convenient Ventures, LLC d/b/a EnergyObjective* may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to *EnergyObjective's* attorney at the address listed below.

By and through Counsel:
Todd S. Stewart
Hawke McKeon & Sniscak, LLP

100 N. 10th Street
Harrisburg, PA 17101
Phone: (717) 236-1300

No. Term, 19

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING SS:

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

September 12, 2014

Affiant furt[...] an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the [...]nder oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publicatio[...]gations in the foregoing statement as to time, place and character of publication are true.

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Applications of Convenient Ventures, LLC d/b/a EnergyObjective For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public In The Commonwealth Of Pennsylvania.

Convenient Ventures, LLC d/b/a EnergyObjective will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. *Convenient Ventures, LLC d/b/a EnergyObjective* will also be filing an application with the PUC for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. *Convenient Ventures, LLC d/b/a EnergyObjective* proposes to sell electricity and related services in the service territories of Allegheny Power, Duquesne Light, Met-Ed, Penelec, Penn Power, Citizen's Electric Company, Wellsboro Electric Company, PECO, PPL, UGI and Pike County Light & Power Company, and natural gas and related services in the service territories of Columbia Gas of PA, Inc., National Fuel Gas Distribution Corp., The Peoples Natural Gas Company, Peoples TWP, LLC, UGI Central Penn, Valley Energy, Inc., Peoples Gas – Equitable Division, PECO, Philadelphia Gas Works, UGI and UGI Penn Natural under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider these applications without a hearing. Pro-

Bernd A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me
the 15th day of September 2014

Cathy A Billey
Notary Public

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

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates..................................$ 368.00
Probated same..$
Total...$ 368.00

[...]BLISHER'S RECEIPT FOR ADVERTISING COSTS

THE S[...]ANY hereby acknowledges receipt of the aforesaid advertising and publication costs and ce[...]ave been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

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

The Patriot-News
Now you know

HAWKE MCKEON & SNISCAK LLP
ATTN: STEVEN K. HAAS
100 NORTH TENTH STREET

HARRISBURG PA 17101

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

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

Amy Kotula, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the
ania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the
nty of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday
general circulation, printed and published at 1900 Patriot Drive, in the City, County and State
ews and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949,
en continuously published ever since;
ce or publication which is securely attached hereto is exactly as printed and published in their regular
nity Weekly editions which appeared on the date(s) indicated below. That neither she nor said
subject matter of said printed notice or advertising, and that all of the allegations of this statement as
ter of publication are true; and
al knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on
o. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the
ectors of the said Company and subsequently duly recorded in the office for the Recording of Deeds
phin in Miscellaneous Book "M", Volume 14, Page 317.

Miscellaneous Notices

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Applications of Convenient Ventures, LLC d/b/a EnergyObjective For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public In The Commonwealth Of Pennsylvania:

Convenient Ventures, LLC d/b/a EnergyObjective will be filing an application with the Pennsylvania *Public Utility Commission ("PUC")* for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Convenient Ventures, LLC d/b/a EnergyObjective will also be *filing an application with the PUC* for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. Convenient Ventures, LLC d/b/a *EnergyObjective proposes to sell* electricity and related services in the service territories of Allegheny Power, Duquesne Light, *Met-Ed*, Penelec, Penn Power, Citizen's Electric Company, Wellsboro Electric Company, PECO, *PPL, UGI and Pike County Light &* Power Company, and natural gas and related services in the service territories of Columbia Gas of PA, Inc., National Fuel Gas Distribution Corp., The Peoples Natural Gas Company, Peoples *TWP, LLC, UGI Central Penn, Valley* Energy, Inc., Peoples Gas - Equitable Division, PECO, Philadelphia Gas Works, UGI and UGI Penn Natural under the provisions of the new Natural Gas Choice and Competition Act and the *Electricity Generation Customer Choice* and Competition Act.

The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of Convenient Ventures, LLC *d/b/a EnergyObjective may be filed* within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to EnergyObjective's attorney at the address listed below.

By and through Counsel:
Todd S. Stewart
Hawke McKeon & Sniscak, LLP
100 N. 10th Street
Harrisburg, PA 17101
Phone: (717) 236-1300
Fax: (717) 236-4841

This ad # 0002313641 ran on the dates shown below:

September 16, 2014

Amy Kotula

Sworn to and subscribed before me this 19 day of September, 2014 A.D.

Sheryl Marie Leggore
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Sheryl Marie Leggore, Notary Public
Hampden Twp., Cumberland County
My Commission Expires July 16, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

SEP 24 2014

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

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

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

September 15, 2014

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

Florence Devlin

Sworn to and subscribed before me this 15th day of September, 2014.

Mary Anne Logan
Notary Public

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
MARY ANNE LOGAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 30, 2017

Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Applications of **Convenient Ventures, LLC d/b/a EnergyObjective** For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public In The Commonwealth Of Pennsylvania.

Convenient Ventures, LLC d/b/a EnergyObjective will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. **Convenient Ventures, LLC d/b/a EnergyObjective** will also be filing an application with the PUC for a license to supply electricity or electric generation services as a broker /marketer engaged in the business of supplying electricity. **Convenient Ventures, LLC d/b/a EnergyObjective** proposes to sell electricity and related services in the service territories of Allegheny Power, Duquesne Light, Met-Ed, Penelec, Penn Power, Citizen's Electric Company, Wellsboro Electric Company, PECO, PPL, UGI and Pike County Light & Power Company; and natural gas and related services in the service territories of Columbia Gas of PA, Inc., National Fuel Gas Distribution Corp., The Peoples Natural Gas Company, Peoples TWP, LLC, UGI Central Penn, Valley Energy, Inc., Peoples Gas – Equitable Division, PECO, Philadelphia Gas Works, UGI and UGI Penn Natural under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of **Convenient Ventures, LLC d/b/a EnergyObjective**, may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **EnergyObjective's** attorney at the address listed below.

By and through Counsel: Todd S. Stewart
Hawke McKeon & Sniscak, LLP
100 N. 10th Street
Harrisburg, PA 17101
Phone: (717) 236-1300
Fax: (717) 236-4841

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS

COMBINATION EDITION

HAWKE MCKEON SNISCAK LLP
100 NORTH TENTH ST
HARRISBURG PA 17101

REFERENCE: 114627 92796
PUC Notice

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

PUBLISHED ON: 09/12/14

TOTAL COST: $409.00 AD SPACE: 0 Lines

FILED ON: 09/12/14

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE

Applications of Convenient Ventures, LLC d/b/a EnergyObjective For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public. In The Commonwealth Of Pennsylvania.

Convenient Ventures, LLC d/b/a EnergyObjective will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. *Convenient Ventures, LLC d/b/a EnergyObjective* will also be filing an application with the PUC for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. *Convenient Ventures, LLC d/b/a EnergyObjective* proposes to sell electricity and related services in the service territories of Allegheny Power, Duquesne Light, Met-Ed, Penelec, Penn Power, Citizen's Electric Company, Wellsboro Electric Company, PECO, PPL, UGI and Pike County Light & Power Company, and natural gas and related services in the service territories of Columbia Gas of PA, Inc., National Fuel Gas Distribution Corp., The Peoples Natural Gas Company, Peoples TWP, LLC, UGI Central Penn, Valley Energy, Inc., Peoples Gas - Equitable Division, PECO, Philadelphia Gas Works, UGI and UGI Penn Natural under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of *Convenient Ventures, LLC d/b/a EnergyObjective* may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to EnergyObjective's attorney at the address listed below.

By and through Counsel: Todd S. Stewart
Hawke McKeon & Sniscak, LLP
100 N. 10th Street • Harrisburg, PA 17101
Phone: (717) 236-1300 • Fax: (717) 236-4841

adno=92796

Sworn to and subscribed before me this 12th day of September 2014

Affiant: Thomas Mezler

NOTARY: Barbara J. Moore

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

No.________________ Term,__________

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

12 of September, 2014

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

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Applications of Convenient Ventures, LLC d/b/a EnergyObjective For Approval To Offer, Render or Furnish Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply Services To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of Convenient Ventures, LLC d/b/a

K. Flaherty

PG Publishing Company

Sworn to and subscribed before me this day of:
September 12, 2014

Linda M. Gaertner

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

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

Hawke McKeon & Sniscak
100 N TENTH ST
PO BOX 1778
ATTN: STEVEN K HAAS
HARRISBURG PA 17105-1778

To PG Publishing Company

Total -- $667.50

Publisher's Receipt for Advertising Costs

PG PUBL[...]Y, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby ac[...] of the aforsaid advertising and publication costs and certifies that the same have been fully[...]

C[...]
34 Bouleva[...]
PITTSBUR[...]
Phone 4[...]

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

By __________ Samuel J. Arbutina

I hereby cert[...] original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

____
Attorney For

COMMONWEALTH OF PENNSYLVANIA } SS
County of Cambria

On this 11th day of September A.D. 2014, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

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The PUC may consider these applications without a hearing. Protests directed to the technical or financial fitness of Convenient Ventures, LLC d/b/a EnergyObjective may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to EnergyObjective's attorney at the address listed below.

By and through Counsel: Todd S. Stewart
Hawke McKeon & Sniscak, LLP
100 N. 10th Street
Harrisburg, PA 17101
Phone: (717) 236-1300
Fax: (717) 236-4841

published ... ty of Cambria, and Commonwealth of Pennsylvania and that the ... e matter published in said publication in the regular issues of The Jo... , on September 11, 2014; and that the Affiant is not intereste... tising and that all of the allegations as to time, place and characte...

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

0.00 Lines @	$2.50 per line	0.00
9.5 Inches @	$25.00 per inch	237.50
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		245.00

Sworn an... 11th day ...

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

____
(Name of Newspaper)

By____________________

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2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

TAX CERTIFICATION STATEMENT

CERTIFICATE OF SERVICE

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

On this 26th day of September, 2014, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served, as a hardcopy, upon the following:

VIA FIRST CLASS MAIL

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

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

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

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

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

PECO Energy Company
Manager Energy Acquisition
2301 Market Street
Philadelphia, PA 1910-8699

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

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

First Energy
Legal Department
2800 Pottsville Pike
Reading, PA 19612

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

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
PO Box 138
Wellsboro, PA 16901

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

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

RECEIVED
2014 SEP 26 PM 2:56
PA PUC
SECRETARY'S BUREAU

DATED: September 26, 2014

Steven K. Haas