



**FELLER
ENERGY
LAW**

159 20th St., Suite 118
Brooklyn, NY 11232

P. 212 590 0145

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Via FedEx

February 23, 2016

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

RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Petition for Protective Order: Natural Gas Supplier License Application of
RPA Energy Inc.

Dear Secretary Chiavetta:

RPA Energy Inc. ("RPA"), submits the enclosed confidential documents under separate cover in support of its Natural Gas Supplier License Application ("Application") in accordance with Pa. Code Section 54.32. A separate redacted version is attached in this application. Separate redacted copies were also mailed to the agencies listed below.

RPA requests that its responses to Financial Fitness Sections 7(a), 7(b), and 7(f); "Technical Fitness" Sections 8(c)-(e) and Appendix F "Tax Certification Statement" and corresponding Exhibits be treated as confidential. This information is treated as confidential by RPA, and public disclosure of such information could be potentially harmful to applicant's position as competitive Natural Gas Supplier.

RPA further requests that its responses to any subsequent requests for additional information or clarification which staff might make with regard to these same requests also be permitted to be filed under seal.

Please direct any questions or concerns about the information enclosed to the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Natara Feller".

Natara G. Feller, Esq.
Managing Partner

Counsel for RPA Energy Inc.

Enclosures

cc: PECO

cc: UGI Utilities, Inc.

cc: Office of Consumer Advocate

cc: Bureau of Investigation & Enforcement

cc: Department of Revenue

cc: Office of the Attorney General

cc: Office of the Small Business Advocate

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of RPA Energy Inc. for approval to offer, render, furnish, or supply natural gas supply services as a Natural Gas Supplier 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:

RPA Energy Inc.
111 John St., Suite 520
New York, NY 10038
(800) 685-0960
<http://www.rpa-energy.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.

PennCorp Servicegroup, Inc.
600 N. Second Street, Suite 401
Harrisburg, PA 17101
P: (717) 234-2300
F: (717) 238-8232

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FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

- 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.

Lena Golze Desmond
Regulatory Affairs Analyst
Feller Energy Law Group, PLLC
159 20th St, Suite 2B
Brooklyn, NY 11232
Phone: (212) 590-0145
Fax: (888) 431-9136
Email: LenaDesmond@fellerenergylaw.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.

Natara G. Feller, Esq.
Feller Energy Law Group, PLLC
159 20th St, Suite 2B
Brooklyn, NY 11232
Phone: (212) 590-0145
Fax: (888) 431-9136
Email: natarafeller@fellerenergylaw.com

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED) responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas 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 NGSS.

Brian Trombino, CEO & President
111 John Street, Suite 520
New York, NY 10038
Phone: (516) 858-3352
Fax: (212) 898-1356
Email: btrombino@uerus.com

Sylvester Allen, Director of Compliance
111 John Street Ste 520
New York, NY 10038
Phone: (347) 394-3823
Email: Sylvester@uerus.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

The Applicant will be using a fictitious name or doing business as ("d/b/a")
Provide a copy of the Applicant's filing with Pennsylvania's Department of State Pursuant to 54 Pa. C.S. §311.

Or

The Applicant will not be using a fictitious name.

b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

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

The Applicant is a sole proprietor.

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

Or

The Applicant is a:

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

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

or

x The Applicant is a:

- Foreign corporation (15 Pa. C.S. §4124)**
- Domestic limited liability corporation
-
-

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

- *Please see attached documentation.*

Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's Charter

- RPA Energy Inc. was formed in Delaware on 10/31/2011. *See attached Articles of Incorporation.*

Give name and address of officers.

Brian Trombino, CEO & President
111 John Street, Suite 502
New York, NY 10038

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

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

Name	Pinnacle Service Group, Inc.		
Address	600 N. Second St. 22406		
City	State	Zip Code	
Harrisburg	PA	17101	

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

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



T1210387100

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is: RPA Energy Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1220 N. Market Street, Ste. 808	Wilmington	DE	19801
Number and street	City	State	Zip

2012 APR 10 PM 12:43

PA DEPT OF STATE

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o: PennCorp Service Group, Inc.				
				Dauphin

7. Check one of the following:

Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof

the 22 day of MARCH 2012

BPA Energy Inc.
Officer of Corporation

[Signature]
Signature

President
Title

CERTIFICATE OF INCORPORATION
OF
RPA ENERGY INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:30 PM 10/31/2011
FILED 04:28 PM 10/31/2011
SRV 11151734 - 5059216 FILE

FIRST: The name of the Corporation is RPA Energy Inc.

SECOND: Its registered office is to be located at Suite 808, 1220 N. Market Street, Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

THIRD: The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

FIFTH: The name and address of the incorporator are as follows:

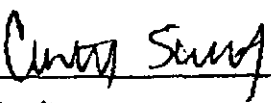
Curtis Sweltz
Suite 808, 1220 N. Market Street
Wilmington, DE 19801

SIXTH: The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as director(s) until the first annual meeting of the stockholders or until a successor(s) is elected and qualified are:

Michael Harris
304 Indian Trace
Ste. 177
Weston, FL 33326

SEVENTH: Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.


Curtis Sweltz
INCORPORATOR

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.

- None

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.

- RPA Energy Inc. does not have any predecessors that have done business within the last five (5) years.

4. OPERATIONS

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

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of an natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

x The Applicant is presently doing business in Pennsylvania as a

- natural gas interstate pipeline
- municipality providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- a broker/marketer engaged in the business of supplying natural gas services
- x Other. Retail supplier of electricity in the Commonwealth.

or

The Applicant is not presently doing business in Pennsylvania.

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

- X Supplier or Aggregator of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
 - Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

c. **PROPOSED SERVICES:** Describe in detail the natural gas supply services which the Applicant proposes to offer.

- RPA Energy Inc. ("RPA") will provide fixed, variable, blended for all classes (residential, commercial, and industrial customers). RPA acts as a natural gas and electric supplier, providing the customer with multiple pricing options as well as special incentives for becoming a customer/member of the company. The company will bill customers through utility consolidated billing programs. As Energy Management consultants, RPA will analyze energy usage on the supply and demand side, then recommend, sell and install energy efficient technology. RPA intends to market to potential retail customers via direct marketing, telephone sales, broker channels and the Internet.

ci. **PROPOSED SERVICE AREA:** Check the box of each Natural Gas Distribution Company for which the Applicant proposes to provide service.

- | | |
|---|--|
| <input type="checkbox"/> Columbia | <input type="checkbox"/> Philadelphia Gas Works |
| <input type="checkbox"/> National Fuel Gas | <input checked="" type="checkbox"/> UGI Central Penn |
| <input checked="" type="checkbox"/> PECO | <input checked="" type="checkbox"/> UGI Penn natural |
| <input type="checkbox"/> Peoples Gas – Equitable Div. | <input checked="" type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> Peoples Natural Gas | <input type="checkbox"/> Valley Energy |
| <input type="checkbox"/> Peoples TWP | <input type="checkbox"/> All of the above |

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

- Residential Customers
 - Small Commercial Customers - (Less than 6,000 Mcf annually)
 - Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
 - Large Commercial Customers - (6,000 Mcf or more annually)
 - Industrial Customers
 - Governmental Customers
 - X All of above (Except Mixed Meter)**
- Other (Describe):

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

- April 1, 2016

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.

- Applicant has never been a defendant in a criminal or civil proceeding, nor has any person identified in this application.

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.

- No complaints.

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

(Example Certificate of Service is attached at Appendix C)

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

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

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

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

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

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

- b.) **NGDCs:** 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 Natural Gas 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 NGDC is as follows.

<p>Columbia Gas of PA, Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 theckathorn@cisource.com</p>	
<p>Peoples Natural Gas – Equitable Division Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: lynda.w.petrichevich@peoples-gas.com</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>
<p>The Peoples Natural Gas Company Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: lynda.w.petrichevich@peoples-gas.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>Peoples TWP LLC (Formerly T.W. Phillips) Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: lynda.w.petrichevich@peoples-gas.com</p>	<p>Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com</p>
<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>	<p>UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bobc@centerprises.org</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>

7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require.

See attached letters from UGI and PECO, which will be filed under seal.

- 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.

- *Please see attached organizational structure, which will be filed under seal.*

Published Applicant or parent company financial and credit information (i.e. 10Q or 10K).
(SEC/EDGAR web addresses are sufficient)

- *Please see attachment 7b, which will be filed under seal.*

Applicant's accounting statements, including balance sheet and income statements for the past two years.

- *See attached accountings statements (including balance sheet and profit and loss sheet), which will be filed under seal.*

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.

- *Please see Exhibit 7b, which will be filed under seal.*

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.

- N/A

Audited financial statements exhibiting accounts over a minimum two-year period.

- *See attached financials, which will be filed under seal.*

Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

- *See attached tax returns, which will be filed under seal.*

c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, 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.

- *Please see attached financials, which will be filed under seal.*

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

- N/A

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

Larry Maglione
Eisner & Maglione CPAs, LLC
66 Commack Rd., Suite 201

Commack, NY 11725
Phone: (631) 993-4594
Fax: (631) 499-4188
Email: lmaglione@emcpallc.com

- f. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix D 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 completed Tax Certification Statement, which will be filed under seal.

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by natural gas distribution companies 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 natural gas industry.

- Brian Trombino, Chief Executive Officer of Utility Expense Reduction, UER Energy Services, and Competitive Energy Solutions, has almost a decade of experience in the energy market. Utility Expense Reduction LLC – formed November 2010 – is currently providing service in Con Edison, Orange & Rockland, NYSEG, RG&E, Natural Fuel Gas, and National Grid territories.

Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.

- *See attached documentation.*

Type of customers and number of customers Applicant currently serves in other jurisdictions.

- RPA Energy Inc. is authorized in Pennsylvania to provide electric service to all customer classes. It is also authorized to participate in PJM territories, and has market-based rate authority.

Staffing structure and numbers as well as employee training commitments.

- Brian Trombino will head RPA Energy Inc. His background and experience is described above and more fully in Section 8(e).
- Larry Maglione will provide financial and taxation support (*more information below*).
- Natara Feller will provide regulatory and legal support (*more information below*).
- ECI Infosystems will provide EDI support.

Larry Maglione

Eisner & Maglione CPAs, LLC

66 Commack Rd., Suite 201 Commack, NY 11725

631.993.4594

631.499.4188 Fax

lmaglione@emcpallc.com

www.emcpallc.com

Mr. Maglione is a partner in the accounting firm Eisner & Maglione CPAs, LLC. Mr. Maglione, a co-founder of Data Storage Corporation, LLC, is a financial management veteran with more than 24 years of experience. Prior to joining Data Storage Corporation, LLC Mr. Maglione was a co-founder of North American Telecommunications Corporation, a local phone service provider which provides local and long distance telephone services and data connectivity to small and medium sized businesses. At North

American Telecommunications Corporation Mr. Maglione was Chief Financial Officer, Executive Vice President and was responsible for all finance, legal and administration. During his tenor (September 1997-January 2001) Mr. Maglione successfully raised over \$100 million in debt and equity funding for North American Telecommunications Corporation. Prior to North American Telecommunications Corporation Mr. Maglione spent over 14 years in public accounting and he brings a broad range of experience related to companies in the technology, retail services and manufacturing industries. Mr. Maglione is a member of the New York State Society of CPAs. He holds a Bachelor of Science degree in Accountancy, a Masters of Science in Taxation and is a Certified Public Accountant.

Natara G. Feller

Title: Outside Counsel

Company: Law Office of Natara G. Feller

Email: natarafeller@fellerenergylaw.com

Telephone: (646) 245-1504

Ms. Feller counsels clients on regulatory, transactional, compliance and enforcement matters involving the Federal Energy Regulatory Commission (FERC) and state utility commissions. Ms. Feller's experience includes:

- Regulatory compliance obligations under the FPA, PURPA, PUHCA, NGA, NGPA, EAct 2005 and state statutes
- Participation in organized markets and ISO/RTO governance
- Preparation of all manner of responsive agency pleadings, including rehearing applications, briefs, comments, testimony, protests and motions, natural gas tariff filings, QF and EWG self-certifications and market-based rate applications

Ms. Feller is licensed to practice law in New York, New Jersey and the District of Columbia. As required, Ms. Feller will work with local Ohio-barred counsel on legal matters.

Business plans for operations within the Commonwealth.

- Applicant is a competitive energy supplier company originally incorporated in 2011 for the purpose of marketing natural gas and electricity to retail customers in the USA. It is an authorized competitive electric service provider in Pennsylvania for residential and small commercial customers. It is seeking to expand its operations to also provide natural gas service to all customers in the PECO and UGI territories.

Any other information appropriate to ensure the technical capabilities of the Applicant.

b. PROPOSED MARKETING METHOD (check all that apply)

- Internal – Applicant will use its own internal resources/employees for marketing**
- External NGS – Applicant will contract with a PUC LICENSED NGS**
- Affiliate – Applicant will use a NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**
- External Third-Party – Applicant will contract with a NON-NGS third party nontraditional marketer and/or nonselling marketer**
- Other (Describe):**

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

- X Yes
- No

If yes, will the Applicant be using verification procedures?

- X Yes
- No

If yes, describe the Applicant's verification procedures.

- *Before commencement of natural gas service in Pennsylvania, RPA Energy Inc. will have telemarketing and D2D ready to roll out, as well as SEO and Direct Mailers. Please see attached verification procedures, which will be filed under seal.*
- 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.
- Applicant has in place its Risk Disclosure policy. *Please see attached Risk Disclosure Policy, which will be filed under seal.*
- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

Brian Trombino
Title: President
Email: btrombino@uerus.com
Telephone: (516) 858-3352

See also attached extended resume, which will be filed under seal.

153 FERC ¶ 62,087

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

RPA Energy, Inc.

Docket No. EC15-215-000

ORDER AUTHORIZING DISPOSITION
OF JURISDICTIONAL FACILITIES

(Issued November 5, 2015)

On September 25, 2015, as amended on October 7, 2015, RPA Energy, Inc. (Applicant) filed an application (Application) pursuant to section 203(a)(1) of the Federal Power Act (FPA)¹ requesting Commission authorization for the disposition of jurisdictional facilities that will result from the sale of the total equity interest in Applicant to Utility Expense Reduction Energy Services, LLC (UERES or Buyer) (Transaction). Applicant states that the jurisdictional facilities involved in the Transaction are Applicant's market-based rate tariff, and any related contracts, books and records.

Applicant states that it is a Delaware limited liability company with its principal place of business in Weston, Florida and is an energy marketer with market-based rate authority.² Applicant adds that it does not, directly or indirectly, own, operate or control electric generation facilities, transmission facilities, natural gas storage or distribution facilities or any inputs to electric power production. Applicant states that it does not have a parent company, or any subsidiaries or affiliates. Applicant explains that it is wholly owned by an individual. Applicant states that the individual owner, the sole Applicant corporate officer, does not hold any ownership interests, or possess a controlling interest in any other entity in the energy industry. In addition, Applicant states that it does not, directly or indirectly, own, operate or control electric generation facilities, transmission facilities, natural gas storage or distribution facilities or any inputs to electric power production. Additionally, Applicant states that it is not affiliated with any franchised public utility in the United States.

Applicant states that Buyer is a New York State limited liability company and is wholly owned by individual 2. Applicant adds that UERES is a retail energy supplier of

¹ 16 U.S.C. § 824b (2012).

² *RPA Energy, Inc.*, Docket No. ER13-826-000 (March 18, 2013) (delegated letter order).

natural gas in New York. Applicant explains that no other person holds an ownership, officer or director position with UERES. Applicant states that individual 2 additionally wholly owns and is President and Chief Executive Officer of Utility Expense Reduction, LLC (UER), a New York State limited liability company. Applicant adds that UER is a retail electric and natural gas supplier in New York, with market-based rate authority.³

Applicant states that individual 2, the sole UERES corporate officer, does not hold any ownership interests, or possess a controlling interest in any other entity in the energy industry or financial industry. Applicant states that neither UERES nor UER directly or indirectly, own, operate or control electric generation facilities, transmission facilities, natural gas storage or distribution facilities or any inputs to electric power production. Applicant adds that UERES and UER are not affiliated with any franchised public utility in the United States, and individual 2 does not hold a board or officer position with any entity not discussed in the Application.

Applicant states that UERES seeks to acquire the total equity interest in Applicant and, in addition, UERES will be undertaking and assuming certain obligations of Seller. Applicant states that, upon consummation of the Transaction, Applicant's managing member will resign his position with Applicant.

Applicant states that the Transaction is consistent with the public interest because it will have no adverse impact on competition, rates, or regulation and will not result in harmful cross-subsidization. With respect to horizontal market power, Applicant states that neither Applicant nor Buyer own or control any generation, transmission, or distribution facilities, and do not control any generation capacity through contractual arrangements. According to Applicant, the Transaction will not result in any new affiliation or combination of electric generating assets that could have an adverse impact on the wholesale energy market. According to Applicant, the Transaction does not raise any horizontal market power concerns.

With respect to vertical market power, Applicant states that neither Applicant and Buyer nor their affiliates own or control any transmission or distribution facilities or any inputs to electric power production in the United States. Furthermore, Applicant states that the Transaction will not create any new affiliation with entities that own or control transmission or inputs to electric power production in the United States. According to Applicant, the Transaction does not raise any vertical market power concerns.

Applicant states that the Transaction will have no adverse effect on rates because Applicant and Buyer are power marketers that focus their business on selling retail power

³ *Utility Expense Reduction, LLC*, Docket No. ER14-722-000 (February 10, 2014) (delegated letter order).

or natural gas to retail customers. Applicant states that Applicant makes wholesale power sales at market-based rates pursuant to the terms of its market-based rate tariff on file with the Commission. In addition, Applicant states that neither Applicant nor Buyer has any transmission rates or transmission customers. According to Applicant, the Transaction will have no adverse effect on wholesale ratepayers or transmission customers.

Applicant states that the Transaction will not diminish the ability of the Commission to regulate rates for wholesale power sales or of state regulators to regulate retail sales. Applicant adds that, upon completion of the Transaction, Applicant will continue to be a public utility with market-based rates subject to the jurisdiction of the Commission. According to Applicant, the Transaction will not impair federal or state regulation:

Applicant states that the Transaction will not result in cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company. Applicant states that the Transaction qualifies for the safe harbor for transactions that do not involve a franchised public utility with captive customers. Furthermore, Applicant represents that, based on facts and circumstances known to Applicant or that are reasonably foreseeable, the Transaction will not result in, at the time of the Transaction or in the future: (1) any transfers of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company; (2) any new issuances of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; (3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (4) any new affiliate contracts between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under sections 205 and 206 of the FPA.

The filings were noticed on October 1, 2015 and October 8, 2015, with comments, protests or interventions due on or before October 16, 2015 and also on October 16, 2015, respectively. None was filed. On October 20, 2015, Applicant submitted formal verifications of the Application.

When a controlling interest in a public utility is acquired by another company, whether a domestic company or a foreign company, the Commission's ability to adequately protect public utility customers against inappropriate cross-subsidization may be impaired absent access to the parent company's books and records. Section 301 (c) of

the FPA gives the Commission authority to examine the books and records of any person who controls, directly or indirectly, a jurisdictional public utility insofar as the books and records relate to transactions with or the business of such public utility. The approval of the Transaction is based on such examination ability.

Information and/or systems connected to the bulk system involved in this transaction may be subject to reliability and cybersecurity standards approved by the Commission pursuant to FPA section 215. Compliance with these standards is mandatory and enforceable regardless of the physical location of the affiliates or investors, information database, and operating systems. If affiliates, personnel or investors are not authorized for access to such information and/or systems connected to the bulk power system, a public utility is obligated to take the appropriate measures to deny access to the information and/or the equipment/software connected to the bulk power system. The mechanisms that deny access to information, procedures, software, equipment, etc. must comply with all applicable reliability and cybersecurity standards. The Commission, NERC or the relevant regional entity may audit compliance with reliability and cybersecurity standards.

Order No. 652⁴ requires that sellers with market-based rate authority timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority.⁴ The foregoing authorization may result in a change in status. Accordingly, applicants that have market-based rates are advised that they must comply with the requirements of Order No. 652. In addition, applicants shall make appropriate filings under section 205 of the FPA, to implement the Transaction.

After consideration, it is concluded that the Transaction is consistent with the public interest and is hereby authorized, subject to the following conditions:

- (1) The Transaction is authorized upon the terms and conditions described in this Order and for the purposes set forth in the Application;
- (2) The foregoing authorization is without prejudice to the authority of the Commission or any other regulatory body with respect to rates, service, accounts, valuation, estimates or determination of cost or any other matter whatsoever now pending or which may come before the Commission;

⁴ *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, 70 Fed. Reg. 8,253 (Feb. 18, 2005), FERC Stats. & Regs. ¶ 31,175, order on reh'g, 111 FERC ¶ 61,413 (2005).

- (3) Nothing in this Order shall be construed to imply acquiescence in any estimate or determination of cost or any valuation of property claimed or asserted;
- (4) The Commission retains authority under sections 203(b) and 309 of the FPA, to issue supplemental orders as appropriate;
- (5) *If the Transaction results in changes in the status or the upstream ownership of Applicant's affiliated Qualifying Facilities, if any, an appropriate filing for recertification pursuant to 18 C.F.R. § 292.207 (2015) shall be made;*
- (6) Applicant shall make appropriate filings under section 205 of the FPA, as necessary, to implement the Transaction;
- (7) Applicant must inform the Commission of any material change in circumstances that departs from the facts or representations that the Commission relied upon in authorizing the Transaction within 30 days from the date of the material change in circumstances; and
- (8) Applicant shall notify the Commission within 10 days of the date that the Transaction has been consummated.

This action is taken pursuant to the authority delegated to the Director, Division of Electric Power Regulation – West under 18 C.F.R. § 375.307 (2015). This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order pursuant to 18 C.F.R. § 385.713 (2015).

Steve P. Rodgers, Director
Division of Electric Power
Regulation – West

9. **DISCLOSURE STATEMENT:**

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

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

- *See attached disclosure statement.*

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



Disclosure Statement

Residential & Small Business Customers

Utility or NGDC	Term	Natural Gas Service Charge	Cancellation	Contract Renewal
PECO	Six (6) monthly billing cycles for Fixed Rate Customers.	PRICE per THERM for Fixed Rate Customers.	You may cancel within the 3-day rescission period without penalty. See Section 2 for details. No Cancellation/Early Termination Fees.	Your Agreement may be renewed with advance written notices. See Section 4 for details.

This is an Agreement between RPA Energy, Inc. ("RPA Energy", "we", or "us") and [Customer name address, phone, email] ("Customer," "you," or "your"), authorizing RPA Energy to serve as your natural gas supplier in the Utility territory specified above. The services provided by RPA Energy to you are governed by the terms of this Agreement.

Background

- RPA Energy is licensed by the Pennsylvania Public Utility Commission ("the Commission" or "PUC") to offer and supply natural gas generation services in Pennsylvania. Our license number is A-2012-2325273. Generation prices and charges are set by the natural gas generation supplier you have chosen. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.

Definitions

- Generation Charge:** the charge for production of natural gas.
- Transmission Charge:** the charge for moving natural gas from a generation facility to the Utility distribution lines of a natural gas distribution company.
- Interstate Pipeline Charges:** Charges for moving natural gas to the distribution lines of a distribution company.
- Distribution Charge:** the charge for delivering natural gas over a Utility distribution system to a Customer from the transmission system.
- Small Business Customer:** a business entity that receives electricity service under a small commercial, small industrial or small business rate classification, and whose maximum registered peak load was less than 25 kilowatts (kW) within the last 12 months.

Terms & Conditions

- Basic Service Prices:** Customer will pay RPA Energy for natural gas supplier services. For Fixed Rate Customers, the fixed price is as stated above under "Natural Gas Service Charge" and is set for the term. Fixed prices reflect Generation Charges, Transmission Charges and Estimated Total State Taxes, including the Gross Receipts Tax, but excludes applicable state and local Sales Taxes.
- Right of Rescission:** You may rescind this agreement at any time before midnight of the third business day after receiving this disclosure. You may rescind by contacting us by phone, by writing to our listed address or by emailing us.
- Length of Agreement:** You will buy your natural gas service for the account and street address specified in this Agreement with us beginning on the date set by your natural gas distribution company ("NGDC") and will continue the term specified in this Agreement unless sooner canceled as provided herein (the "Initial Term").
- Renewal Provision/Agreement Expiration:** If you have a fixed term contract approaching the expiration date, or whenever we propose to change the terms of service in any type of contract, you will receive two separate written notifications that precede either the expiration date or the effective date of the proposed changes. These notifications will explain your options going forward. The first notice will be provided 45 to 60 days prior to a Fixed Price Contract expiration date or the effective date of the proposed changes. You will receive this first notice through the delivery choice you selected (electronic or first-class U.S. mail). The second notice will be provided to you at least 30 days prior to the contract expiration date or the effective date of the proposed changes. The second notice will always be provided to you via first-class U.S. mail. The second notice will include the options you can exercise before your contract term expires or your contract terms change. For Fixed Rate Customers, if you take no action this Agreement will automatically renew as indicated in the written renewal notifications as either a month-to-month Variable Rate contract or a Fixed Rate contract. Customers may cancel at any time without a cancellation fee. If you take no action in response to either notice, this Agreement will automatically renew as indicated in the written notifications as either a month-to-month Variable Rate contract or a Fixed Rate contract. For either Variable Rate or Fixed Rate contracts, Customers may cancel at any time without a cancellation fee.
- Billing and Payment:** You will receive one monthly bill from your NGDC for the Natural Gas Supply Service provided by RPA Energy, and the Distribution Service provided by your NGDC. You will continue to pay your NGDC directly in accordance with their billing terms and policies. You will be billed for all therms ("therms") metered by your NGDC for the billing period at the rates described above. RPA Energy may estimate your therms usage should data not be available from your NGDC. We will true up any differences between actual and estimates when data becomes available from your NGDC. You should direct any questions about the bill to your NGDC. See below for NGDC contact information. Upon request, Customer may obtain the previous 24 months' average monthly billed prices for your rate class and NGDC service territory (or as many months' data as available to date, up to the previous 24 months) by calling RPA Energy at 1-800-685-0960 or by visiting www.rpa-energy.com. Historical pricing is not indicative of present or future pricing.
- Cancellation Provisions:** If this Agreement is not rescinded during the rescission period, enrollment will be sent to your NGDC. The agreement may be canceled for the following reasons: (i) Non-Payment: If your natural gas service is canceled by your NGDC, then this Agreement is canceled on the date that your natural gas service is canceled. You will owe us for amounts unpaid for our charges for natural gas service up to the date of cancellation.; (ii) company-initiated cancellation – if we cancel this agreement for any reason other than for Customer non-payment, we will follow applicable rules in providing notice to you; (iii) Customer-Initiated Cancellation: If you cancel this agreement before the end of the initial term, you will owe us for amounts unpaid up to the date of cancellation; and (iv) Customer move – If the Customer moves from the address listed above, this agreement is canceled.
- Dispute Resolution:** In the event of a billing dispute or other concerns, the parties will use their best efforts to resolve the dispute. Contact RPA Energy with any questions concerning terms of service of this Agreement. If Customer is not satisfied after discussing the terms with RPA Energy, Customer may contact the PUC at 1-800-692-7380 or in writing at P.O. Box 3265, Harrisburg, PA 17105-3265.
- Customer Consent and Information Release:** Customer agrees to allow its NGDC to release certain information to RPA that will be needed to provide natural gas supply to the Customer. This may include, but is not limited to, Customer historical and future usage, payment history, credit information and service address. Customer authorizes RPA Energy to release such information to third parties, affiliates and subcontractors that need to know such information in connection with Customer's electricity generation service. These authorizations will remain in effect as long as this Agreement remains in effect.

8. **Governing Law:** This Agreement is governed by the laws of Pennsylvania. If at some future date there is a change in any law, rule, regulation or pricing structure whereby RPA Energy is prevented, prohibited or frustrated from carrying out the terms of the Agreement, at its sole discretion RPA Energy shall have the right to cancel this Agreement. If RPA chooses to exercise its right to cancel, it will provide two (2) advance change notices as detailed regarding a change in service in Paragraph 4.

9. **Assignment:** RPA Energy reserves the right to assign this Agreement to another licensed NGGS. You will be provided a 30-day notice prior to RPA Energy assigning this Agreement.

10. **Miscellaneous:** Customer is responsible for providing RPA Energy with accurate account information. If said information is incorrect, RPA Energy reserves the right to re-price the applicable account(s) or cancel the Agreement. As detailed in Paragraph 4, RPA Energy will provide 2 advance change notices for a change in service. If any provision of this Agreement is held by a court or regulatory agency of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions shall continue in full force without being invalidated in any way. Customer authorizes, but does not obligate, RPA Energy to exercise Customer's governmental aggregation opt-out rights. No partial performance, delay or failure on our part in exercising any rights under this Agreement and no partial or single exercise thereof shall constitute a waiver of such rights or of any other rights hereunder. In the event of an unanticipated cost, RPA Energy reserves the right to revise the terms of this Agreement, so long as the Customer affirmatively consents, in which case, RPA Energy will provide two (2) advance change notices as detailed regarding a change in service in Paragraph 4. Your NGDC may charge switching fees. The headings used herein are for convenience and reference purposes only. Special Terms and Conditions - Not applicable at this time. Special Services - Not applicable at this time.

11. **Environmental Disclosure:** Information on energy generation sources, energy efficiency and environmental impacts is available upon Customer request.

12. **Disclaimer of Warranty & Damages:** Customer understands and agrees that there are no warranties, either express or implied, associated with the electricity supply service provided by RPA Energy. Our liability shall be limited to direct actual damages only, which will not exceed the amount of your single largest monthly invoice during the preceding 12 months. All other remedies at law or in equity are hereby waived. In no event shall we be liable for any punitive, incidental, consequential, exemplary, indirect, third-party claims, lost profits or other damages whether based on contract, warranty, tort, negligence, strict liability or otherwise any cause of action or claim for any liability, arising from a breach of this Agreement. RPA Energy assumes no responsibility or liability for the following items that are the responsibility of the NGDC: operation and maintenance of the NGDC's natural gas system, any interruption of service, termination of service, or deterioration of the NGDC's services.

13. **Consent to Electronic Communications:** RPA Energy will deliver communications (including customer disclosure statements, terms and conditions, and renewal notices) via electronic mail. Your signature on this Agreement or enrolling on-line via the web with RPA Energy indicates your consent to electronic delivery of these communications from RPA Energy, except communications which are required by law to be delivered through U.S. Mail or by other means. Customers may request written copies of their contract, contract summary, and/or disclosure statement at any time by contacting RPA Energy at 1-800-685-0960.

Contact Information		
Natural Gas Supplier RPA Energy, Inc. 304 Indian Trace, Suite 177 Weston, FL 33326 1-800-685-0960 support@rpa-energy.com www.rpa-energy.com	Provider of Last Resort / NGDC and Universal Service Program Name & Number PECO PECO Customer Service Center 2301 Market Street Philadelphia, PA 19103 1-800-494-4000 PECO CAP Program (Universal Service Program) 1-800-774-7040	Pennsylvania Public Utility Commission P.O. Box 3265 Harrisburg, PA 17105 www.puc.state.pa.us Hotline: 1-800-692-7380

Natural Gas Supplier Contract Summary

Natural Gas Supplier ("NGDS") Information	<p>RPA Energy, Inc. 304 Indian Trace, Suite 177 Weston, FL 33326 1-800-685-0960 support@rpa-energy.com</p> <p>www.rpa-energy.com</p> <p>RPA Energy, Inc. is responsible for generation charges.</p>
Price Structure	Fixed: The generation service price will remain fixed for the term of this agreement.
Generation/Supply Price	RATE per THERM for Fixed Price Customers.
Statement Regarding Savings	The supply price may not always provide savings to you.
Deposit Requirements	None
Incentives	None
Contract Start Date	Your NGDS service under this contract will begin on the date set by your natural gas distribution company ("NGDC").
Contract Term/Length	The contract term for Fixed Rate Customers under this Agreement is six billing cycle months.
Cancellation/Early Termination Fees	No Cancellation/Early Termination Fees
Renewal Terms	<p>If you have a fixed term contract approaching the expiration date, or whenever we propose to change the terms of service in any type of contract, you will receive two separate written notifications that precede either the expiration date or the effective date of the proposed changes. These notifications will explain your options going forward.</p> <p>The first notice will be provided 45 to 60 days prior to a Fixed Price Contract expiration date or the effective date of the proposed changes. You will receive this first notice through the delivery choice you selected (electronic or first-class U.S. mail). The second notice will be provided to you at least 30 days prior to the contract expiration date or the effective date of the proposed changes. The second notice will always be provided to you via first-class U.S. mail. The second notice will include the options you can exercise before your contract term expires or your contract terms change.</p> <p>If you take no action in response to either notice, this Agreement will automatically renew as indicated in the written notifications as either a month-to-month Variable Rate contract or a Fixed Rate contract. For either Variable Rate or Fixed Rate contracts, Customers may cancel at any time without a cancellation fee.</p>
Natural Gas Distribution Company Information	<p>PECO 2301 Market Street Philadelphia, PA 19103 1-800-494-4000</p> <p>Your local NGDC is responsible for distribution charges, as well as any emergencies, outages, etc.</p>

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **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 § 62.114.

X AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:

- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

X AGREED

- c. **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. § 2208(d). Transferee will be required to file the appropriate licensing application.

X AGREED

- d. **ASSESSMENT:** The Commission does not presently assess Natural Gas Suppliers for the purposes of recovery of regulatory expenses.

X AGREED

- e. **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 § 62.105.

X AGREED

- f. **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

g. **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 thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

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

AGREED

i. **FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by CERTIFIED CHECK OR MONEY ORDER in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.

PAYMENT ENCLOSED

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 Natural Gas Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each NGDC. 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	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
Equitable Gas	X			X			
National Fuel Gas				X			
PECO			X				
Peoples Natural Gas	X			X			X
Peoples TWP LLC				X			
Philadelphia Gas Works			X				
UGI		X	X		X		
UGI Central Penn	X	X	X	X	X	X	X
UGI Penn Natural		X			X	X	
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices F and G)

13. SIGNATURE

Applicant: RPA Energy, Inc
 By: Brian Trombino
 Title: President and CEO



RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Feller Energy Group LLC
159 20th Street Suite 1B
Brooklyn NY 11232

REFERENCE: 85724 179183
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: 01/07/16

TOTAL COST: \$409.00

AD SPACE: 0 Lines

FILED ON: 01/07/16

RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE

Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

RPA Energy Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier or aggregator of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. RPA Energy Inc. proposes to sell natural gas and related services in UGI, UGI Central Penn, UGI Penn Natural, and PECO territories under the provisions of the new Natural Gas Choice and Competition Act.

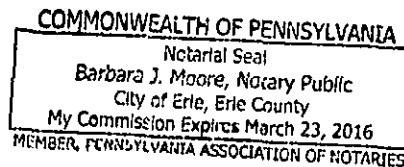
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to RPA Energy Inc.'s attorney at the address listed below.

By and through Counsel: Natará G. Feller, Esq.
RPA Energy Inc./o Feller Energy Law Group, PLLC 159 20th St. Suite 1B
Brooklyn, NY 11232 | (212) 590-0145

Sworn to and subscribed before me this 7th day of January 2016

Affiant: Thomas Mezler

NOTARY: Barbara J. Moore



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

The Patriot-News
Now you know

FELLER ENERGY LAW GROUP PLLC
159 20TH ST STE 1B

BROOKLYN NY 11232

RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

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

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

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

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

This ad # 0002354247 ran on the dates shown below:

January 07, 2016

Amy Kotula

Sworn to and subscribed before me this 08 day of January, 2016 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

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.
RPA Energy Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier or aggregator of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. RPA Energy Inc. proposes to sell natural gas and related services in UGI, UGI Central Penn, UGI Penn Natural, and PECO territories under the provisions of the new Natural Gas Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. 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 RPA Energy Inc.'s attorney at the address listed below.
By and through Counsel:
Nataro G. Feller, Esq.
RPA Energy Inc.
c/o Feller Energy Law Group, PLLC
159 20th St. Suite 1B
Brooklyn, NY 11232
(212) 590-0145

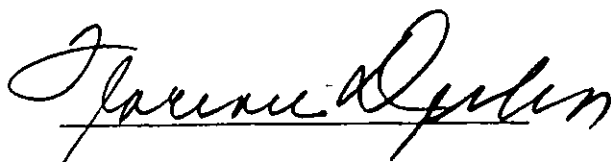
Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

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:

January 6, 2016

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

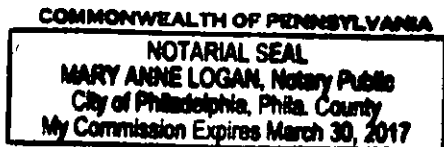


Sworn to and subscribed before me this 6th day of
January, 2016.



Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services. To The Public In The Commonwealth Of Pennsylvania. RPA Energy Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier or aggregator of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. RPA Energy Inc. proposes to sell natural gas and related services in UGI, UGI Central Penn, UGI Penn Natural, and PECO territories under the provisions of the new Natural Gas Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to RPA Energy Inc.'s attorney at the address listed below. By and through Counsel: Natara G. Feller, Esq. RPA Energy Inc., c/o Feller Energy Law Group, PLLC 159 20th St. Suite 1B Brooklyn, NY 11232 (212) 590-0145

RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

Commonwealth of Pennsylvania, County of Allegheny, ss P. Reed, 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:

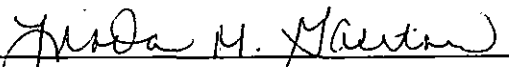
07 of January, 2016

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.



PG Publishing Company

Sworn to and subscribed before me this day of:
January 07, 2016



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2019
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS
Feller Energy Law Group, PLLC
159 20TH ST STE 1B
Attn: Lena Desmond
BROOKLYN NY 11232-1253

To PG Publishing Company


Total ----- \$412.50

Publisher's Receipt for Advertising Costs

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

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

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

By  Samuel L. Arbuthnot

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

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.

RPA Energy Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier or aggregator of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. RPA Energy Inc. proposes to sell natural gas and related services in UGI, UGI Central Penn, UGI Penn Natural, and PECO territories under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. 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 RPA Energy Inc.'s attorney at the address listed below.

By and through Counsel: Natara G. Feller, Esq., RPA Energy Inc., c/o Feller Energy Law Group, PLLC, 159 20th St, Suite 1B Brooklyn, NY 11232, (212) 590-0145

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

BRIAN TROMBINO
111 JOHN STREET, STE 520
NEW YORK NY 10038

Account # 556938
Order # 81846438
Ad Price: 224.40

LEGAL NOTICE PENNSYLVANI

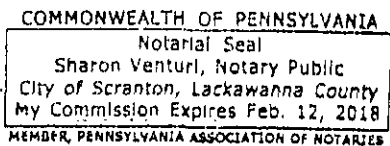
Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

01/06/2016

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 Sunday Scaramo

Sworn and subscribed to before me
this 6th day of January A.D., 2016

Sharon Venturi
(Notary Public)



RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. 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 RPA Energy Inc.'s attorney at the address listed below.

By and through Counsel:
Natalia G. Feller, Esq.

RPA Energy, LLC
c/o Feller Energy Law Group, PLLC
169 20th St. Suite 1B
Brooklyn, NY 11232
(212) 590-0145

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:

January 7, 2016

Affiant f
to verify
of public

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE
Application of RPA Energy Inc. for Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier, Aggregator, or Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of RPA Energy Inc. 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 RPA Energy Inc.'s attorney at the address listed below.

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

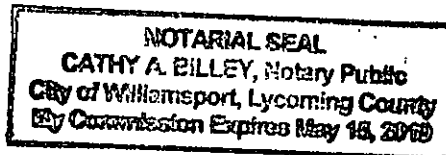
Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 8th day of January 2016

Cathy A. Billey
Notary Public



RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:	
For publishing the notice attached	
hereto on the above state dates.....	\$ 243.68
Probated same.....	\$
Total.....	\$ 243.68

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-
and certifie

By and through Counsel:
Natarra G. Feller, Esq.
RPA Energy Inc.
c/o Feller Energy Law
Group, PLLC
159 20th St. Suite 1B
Brooklyn, NY 11232
(212) 590-0145

NY hereby acknowledges receipt of the aforesaid advertising and publication costs
ve been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

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By and through Counsel: Natara G. Feller, Esq.
RPA Energy Inc.
 c/o Feller Energy Law Group, PLLC
 159 20th St. Suite 1B
 Brooklyn, NY 11232
 (212) 590-0145

publishes
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 in the su
 of said p.

On this 15th day of January A.D. 2016, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marheska, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

of Cambria, and Commonwealth of Pennsylvania and the matter published in said publication in the regular issues 1, on January 7, 2016; and that the Affiant is not interested in that all of the allegations as to time, place and character

Christine Marheska

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 15th day of January, 2016.

Juan Ohs

0.00 Lines @ \$2.50 per line	0.00
7 Inches @ \$25.00 per inch	175.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	182.50

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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FEB 24 2016

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections is complete.

Applicant: RPA Energy, Inc.



Applicant's Use	Signature	PUC Secretary's Bureau Use
	Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER)	
	Application Affidavit	
	Operations Affidavit	
	Proof of Publication	
	Tax Certification Statement	
	Commonwealth Department of State Verification	
	Certificate of Service	

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FEB 24 2016

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

RECEIVED

FEB 24 2016

APPLICATION AFFIDAVIT

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of New York :

ss.

County of Richmond :

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

[He/she is the President and CEO (Office of Affiant) of RPA Energy, Inc. (Name of Applicant);]

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

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

herein RPA Energy, Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

herein RPA Energy, Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

herein RPA Energy, Inc. 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.

Brian Trombino
Signature of Affiant

Sworn and subscribed before me this 9th day of November, 2015.

[Signature]
Signature of official administering oath

My commission expires June 17, 2017.

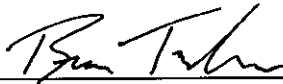
SAADIYA K LALLMOHAMED
Notary Public - State of New York
No. 01LA6284231
Qualified in Richmond County
My Commission Expires June 17, 2017

Appendix B (Continued)

That RPA Energy, Inc., 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.

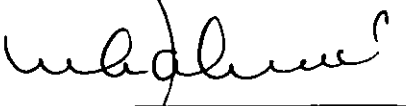
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the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

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



Brian Trombino, President and CEO of RPA Energy, Inc.

Sworn and subscribed before me this 9th day of November, 2015.


Signature of official administering oath

My commission expires June 17, 2017.

SAADIYA K LALLMOHAMED
Notary Public - State of New York
No. 01LA6284231
Qualified in Richmond County
My Commission Expires June 17, 2017

RECEIVED

FEB 24 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

OPERATIONS AFFIDAVIT

FEB 24 2016

[Commonwealth/State] of New York :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SS.

County of Richmond :

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

[He/she is the President and CEO (Office of Affiant) of RPA Energy, Inc.

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

That RPA Energy, Inc., 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 RPA Energy, Inc., 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 RPA Energy, Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 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.

RECEIVED

Appendix C

FEB 24 2016

**Example
CERTIFICATE OF SERVICE**

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

On this the 24 day of February 2016, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

Office of Consumer Advocate 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120	Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120
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
	Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120
UGI Central Penn David Lahoff 2525 N. 11th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com	PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com
UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com	UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520

<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>	<p>UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bcrc@ctenterprises.org</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>



Brian Trombino, President and CEO
RPA Energy, Inc.

ORIGIN ID:FBTA (212) 590-0145
NATARA FELLER
FELLER ENERGY LAW GROUP
159 20TH ST.
SUITE 1B
BROOKLYN, NY 11232
UNITED STATES US

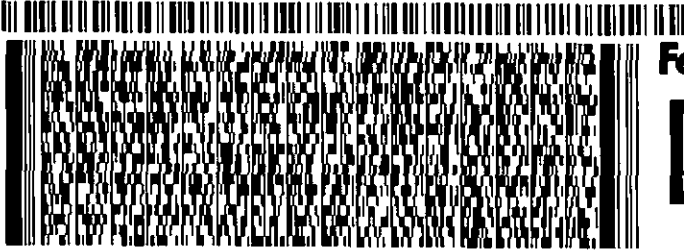
SHIP DATE: 24FEB16
ACTWGT: 1.00 LB
CAD: 103674883/INET3730

BILL SENDER

TO SECRETARY CHIAVETTA
PENNSYLVANIA PUBLIC UTILITY COMMISS
KEYSTONE BUILDING, 2ND FL.
ROOM N201
HARRISBURG PA 17120

540.1187077727F

(717) 783-5242 REF: RPA,PA GAS APPLICATION
INV:
PO: DEPT:



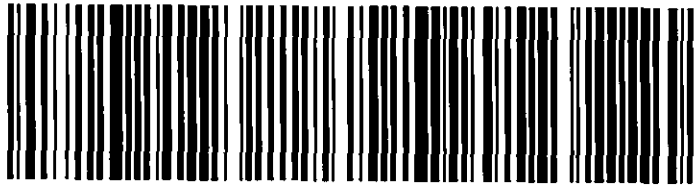
J16191924561ur

THU - 25 FEB 3:00P
STANDARD OVERNIGHT

TRK# 7757 2423 7853
0201

EN MDTA

17120
PA-US MDT



After printing this label:

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

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

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