

November 9, 2016

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NOV - 9 2016

PA Public Utility Commission
Rosemary Chiavetta, Secretary
400 North Street
Harrisburg, PA 017120

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: **Affiliated Power Purchases International, LLC**
Application for Approval to Offer, Render, Furnish, or Supply Natural Gas

To Whom It May Concern:

Enclosed please find an **Application for Approval to Offer, Render, Furnish, or Supply Natural Gas** for our client, **Affiliated Power Purchases International, LLC**.

Please note, that Affiliated Power Purchasers International, LLC in the Publication Notice included a dba name, but they are not going to use the dba name in Pennsylvania. The name of the company is Affiliated Power Purchasers International, LLC.

Once the application has been processed, please forward evidence of approval to the mailing address on the application. If there is any issue, or if you require any further information, please do not hesitate to contact us.

Thank you,

LicenseLogix
140 Grand Street, Suite 300
White Plains, NY 10601
service@licenseologix.com
(800) 292-0909

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Affiliated Power Purchasers ~~Int LLC~~ ^{International, LLC} ~~APPI Energy~~ ^{Int LLC aka APPI Energy}
Application of _____, d/b/a _____, for approval to offer, render, furnish, or supply natural gas supply services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

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

Affiliated Power Purchasers ^{International, LLC} ~~Int LLC aka APPI Energy~~ JM
2013 Northwood Drive Suite One, Salisbury, MD 21801
junderwood@appienergy.com
800-520-6685

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.

Robert Worthington, Jr
M. Keim Company
2021 Arch Street
Philadelphia, PA 19103-1491

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.

Jennifer Underwood, CFO
2013 Northwood Drive Suite One, Salisbury, MD 21801
junderwood@appienergy.com
800-520-6685

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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.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Applicant's attorney is not filing this application.

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.

Contact #1: Michael Payne, EVP
2013 Northwood Drive Suite One, Salisbury, MD 21801
mpayne@appienergy.com
800-520-6685
Fax: 410-749-8769

Contact #2: Jennifer Underwood, CFO
2013 Northwood Drive Suite One, Salisbury, MD 21801
junderwood@appienergy.com
800-520-6685
Fax: 410-749-8769

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.

Please see Exhibit A

Or

The Applicant will not be using a fictitious name.

b. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

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

The Applicant is a sole proprietor.

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

Or

The Applicant is a:

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

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

OR

The Applicant is a:

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

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

Please see Exhibit B

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.

N/A

(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.

N/A

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.

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
- Other. (Identify the nature of service being rendered)

or

The Applicant is not presently doing business in Pennsylvania.

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

- 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.

~~Brokering natural gas services between suppliers and users.~~
see attachment
JM

d. **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 type="checkbox"/> UGI Central Penn |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Penn natural |
| <input type="checkbox"/> Peoples Gas – Equitable Div. | <input type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> Peoples Natural Gas | <input type="checkbox"/> Valley Energy |
| <input type="checkbox"/> Peoples TWP | <input checked="" 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
- All of above (Except Mixed Meter)
- Other (Describe):

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

upon licensure
see attachment
JM

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.

N/A

- (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.

N/A

- (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

Please see Exhibit C

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(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 202
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. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.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: bohc@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>

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.

Please see Exhibit D

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

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

Please see Exhibit E

- 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.

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

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

Jennifer Underwood, CFO
2013 Northwood Drive Suite One, Salisbury, MD 21801
Phone: 800-520-6685 FAX:410-749-8769
junderwood@appienergy.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.

Please see Exhibit G

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:

Please see Exhibit H

- Applicant's previous experience in the natural gas industry.
- Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- 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 non-selling marketer**
- Other (Describe):

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

- Yes
 No

If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

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

see attached

(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.

see attached

9. DISCLOSURE STATEMENT:

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

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.

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.

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.

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.

AGREED

- d. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

ACKNOWLEDGED

- 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.

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.

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. FILING 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

11. AFFIDAVITS
(All affidavits must be notarized before filing.)

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

- b.) OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Please see Exhibit I/J

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. 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. For example, an applicant that wants to operate in Peoples – Equitable would need to run ads in both The Erie Times-News and the Pittsburgh Post-Gazette. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this 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
National Fuel Gas				X			
PECO			X				
Peoples - Equitable	X			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: Affiliated Power Purchasers International LLC dba APPE Energy Triangles Energy LLC

By: 

Title: CFO

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14. CHECKLIST

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

Applicant: Affiliated Power Purchasers Int'l LLC dba ^{International} APPE Energy

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

Applicant's Use

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APPLICATION AFFIDAVIT

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[Commonwealth/State] of Maryland :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ss.

County of Wicomico :

Jennifer Underwood, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:
[He/she is the Jennifer Underwood (Office of Affiant) of International, LLC (Name of Applicant);]

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

That the Applicant herein International, LLC 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).

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

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

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

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

[Signature]
(Signature) of Affiant

Sworn and subscribed before me this 14th (day) of October, 2016.

Debra K. Miller
(Signature) of official administering oath

My commission expires 2/20/19.

DEBRA K MILLER
NOTARY PUBLIC, STATE OF MARYLAND
MY COMMISSION EXPIRES, FEB. 20, 202019

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OPERATIONS AFFIDAVIT

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[Commonwealth/State] of Maryland :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SS.

County of Wicomico :

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

[He/she is the CFO (Office of Affiant) of Affiliated Power Purchasers ^{International,} Int'l LLC
(Name of Applicant);]

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

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

That Affiliated Power Purchasers ^{International,} Int'l LLC, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Affiliated Power Purchasers ^{International,} Int'l LLC, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28 shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

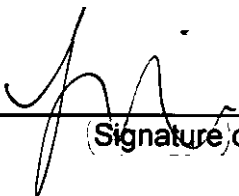
Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility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

Appendix B (Continued)

Affiliated Power Purchasers ^{International,} Int'l LLC
That _____ the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506 and the standards and billing practices of 52 PA. Code Chapter 56.

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

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



(Signature) of Affiant

Sworn and subscribed before me this 14th (day) of October, 2016.



(Signature) of official administering oath

DEBRA K HILLER
NOTARY PUBLIC, STATE OF MARYLAND
MY COMMISSION EXPIRES, FEB. 20, 2019

My commission expires 2-20-19.

Appendix H

Electronic Data Interchange and Internet Requirements

Any NGS suppliers and/or broker/marketers that wish to use the Electronic Data Interchange (EDI), in the NGDCs where its available, must meet the EDI certification requirements of the NGDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the NGS is encouraged to contact the NGDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. NGDC requirements of new suppliers may be found on the respective NGDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at http://www.puc.pa.gov/filing_resources/issues_laws_regulations/electronic_data_exchange.aspx. The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed NGS may choose to participate in the EDEWG by contacting the following:

PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Jeff McCracken	717-783-6163	jmccracken@pa.gov	Email
PA PUC	Lee Yalcin	717-787-6723	lyalcin@pa.gov	Email
PA EDEWG LDC Co-Chair	Sue Scheetz	610-774-3616	smscheetz@ppiweb.com	Email
PA EDEWG ESP Co-Chair	Christine Hughey	713-401-2296	christine.hughey@constellation.com	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	brandon.siegel@intelometry.com	Email

PA NGDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
PGW	Sheri Pennington	215-684-6588	Sheri.Pennington@pgworks.com	Email
UGI Utilities Inc.	EDI Technical Support		edi@ugi.com	Email
UGI Utilities Inc.	David Lahoff	610-796-3520	dlahoff@ugi.com	email

RECEIVED

NOV - 9 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Item 4c (page 8):

Proposed Services: Applicant will act as a broker providing natural gas supply consulting services to small commercial, large commercial, industrial, and governmental customers. Broker will offer customers information and education regarding competitive gas supply opportunities, information regarding natural gas prices, information regarding gas utility tariffs, and information related to gas regulatory matters applicable to the customer. Applicant will create Requests for Competitive Gas Supply Prices (RFPs) using its proprietary software, and using Applicant's technology will send the RFPs to, and interact with competitive gas suppliers. Applicant will interact with gas suppliers regarding each customer's specific gas supply needs. Applicant is not exclusive to one supplier. Applicant will review with each customer prices and other supply requirements offered by gas suppliers. Applicant will review gas supply contracts with customers. Applicant will assist the customer in making a decision regarding whether or not to enter into a gas supply contract with a competitive supplier. If customer decides to enter into a contract, Applicant will process the gas supply contract with the customer and supplier. After a gas supply contract is completed, Applicant's internal Customer Service personnel will provide customer service throughout the full term of the gas supply contract and after the contract ends if the customer has a need for additional service.

Item 4f (page 8):

Start Date: Applicant has provided gas broker services to gas customers within the Commonwealth. In late August 2016, Applicant first became aware of the requirement that Applicant obtain a Natural Gas Supplier (NGS) License based on its gas broker activities. Applicant respectfully requests that the Pennsylvania Public Service Commission consider Applicant's NGS License Application Package even though Applicant has provided gas broker services in the Commonwealth.

Item 7d (page 11):

Broker Payment Structure: As per our Broker Agreements with each Natural Gas Supplier (NGS), Applicant receives payments on each customer meter as the NGS receives customer payments. Most NGS remit payment to Applicant on a monthly basis. Payments are tracked and measured against projected payments to ensure customers' usage is similar to original projections.

EXHIBIT B
CORPORATE INFORMATION

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NOV - 9 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit B:

Walter Moore
President, CEO
2013 Northwood Drive, Suite One
Salisbury, MD 21801

Kevin Smyth
Director – LLC Member
8816 Lakesheen Court
Orlando, FL 32836

Michael Housley
Director – LLC Member
32 Waterloo Drive
Warrenton, VA 20186

Kathy Kiernan
Senior Vice President
2013 Northwood Drive, Suite One
Salisbury, MD 21801

Michael Payne
Executive Vice President & Corporate Counsel
2013 Northwood Drive, Suite One
Salisbury, MD 21801

ARTICLES OF ORGANIZATION OF AFFILIATED POWER
PURCHASERS INTERNATIONAL, LLC.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is "Affiliated Power Purchasers International, LLC." WM

SECOND: The purpose for which the Company is formed is to develop and manage electricity and natural gas buyers' pools for trade associations, and to carry on any and all activities related thereto.

THIRD: The address of the principal office of the Company in this State is 2129 Northwood Drive, Salisbury, Maryland 21801. /

FOURTH: The name and address of the resident agent of the Company are A. Gillis Allen, II, 207 Downtown Plaza, PO Box 990, Salisbury, Maryland 21803-0990. /

IN WITNESS WHEREOF: I have signed these Articles of Organization and acknowledged them to be my act this 5th day of October, 2000.



A. Gillis Allen, II

RECEIVED

NOV - 9 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

10 10 10 10 10

te of Maryland
Department of
Assessments and Taxation
arter Division



20-468

Parris N. Glendening
Governor
Ronald W. Wincholt
Director
Paul B. Anderson
Administrator

ALLEN & ASSOCIATES
207 DOWNTOWN PLAZA
P.O. BOX 990
SALISBURY

Date: 10-18-2000

MD 21803-0990

This letter is to confirm acceptance of the following filing:

ENTITY NAME : AFFILIATED POWER PURCHASES INTERNATIONAL, LLC
DEPARTMENT ID : W06014930
TYPE OF REQUEST : ARTICLES OF ORGANIZATION
DATE FILED : 10-10-2000
TIME FILED : 09:31-AM
RECORDING FEE : \$50.00
FILING NUMBER : 1000234871000000
CUSTOMER ID : 0000493495
WORK ORDER NUMBER : 0000369575

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

EFFECTIVE DATE: 10-10-2000
PRINCIPAL OFFICE: 2129 NORTHWOOD DRIVE
SALISBURY

MD 21801

RESIDENT AGENT: A. GILLIS ALLEN, II
207 DOWNTOWN PLAZA
P.O. BOX 990
SALISBURY

MD 21803-0990

EXHIBIT C
PROOF OF SERVICE

RECEIVED

NOV - 9 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



The Patriot News

LEGAL AFFIDAVIT

AD#: 0007878735

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Shannon Wass being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 10/25/2016

Shannon Wass
Principal Clerk of the Publisher

Sworn to and subscribed before me this 26th day of October 2016

Donna M. Maldonado
Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Donna M. Maldonado, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires Nov. 5, 2017
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of **Affiliated Power Purchasers International, LLC (dba APPI Energy)** For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

Affiliated Power Purchasers International, LLC 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 of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. **Affiliated Power Purchasers International, LLC** proposes to sell natural gas and related services throughout all of Pennsylvania 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 **Affiliated Power Purchasers International, LLC** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Affiliated Power Purchasers International, LLC** at the address listed below.

Affiliated Power Purchasers International, LLC
2013 Northwood Drive Suite One
Salisbury, MD 21801
800-520-6685
410-749-8769

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

Application of Affiliated Power Purchasers International, LLC (dba APPI Energy) For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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Affiliated Power Purchasers International, LLC
 2013 Northwood Drive Suite One
 Salisbury, MD 21801
 800-520-6685 410-749-8769

publish that the of The J interest character of said publication are true.

of Cambria, and Commonwealth of Pennsylvania and ve matter published in said publication in the regular issues 4, on October 21, 2016; and that the Affiant is not rtising and that all of the allegations as to time, place and

On this 25th day of October A.D. 2016, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 25th day of October, 2016.

Vivian Ohs

0.00 Lines @ \$2.50 per line	0.00
6 Inches @ \$25.00 per inch	150.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	157.50

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 _____

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

LICENSE LOGIX
140 GRAND ST SUITE 300
WHITE PLAINS NY 10601

REFERENCE: 122994 231179
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Tom 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: 10/22/16

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 10/22/16

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Affiliated Power Purchasers International, LLC (dba APPI Energy) For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and 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 Affiliated Power Purchasers International, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Affiliated Power Purchasers International, LLC at the address listed below.

Affiliated Power Purchasers International, LLC
2013 Northwood Drive Suite One
Salisbury, MD 21801
800-520-6685
410-749-8769

EP231179

Sworn to and subscribed before me this 24th day of October 2016

Affiant: [Signature]

NOTARY: [Signature]

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2020
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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:

21 of October, 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.

P. Reed

PG Publishing Company

Sworn to and subscribed before me this day of:
October 21, 2016

Linda M. Gaertner

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

STATEMENT OF ADVERTISING COSTS

LicenseLogix LLC
140 GRAND ST STE 300
ATTN; DIANE GLUCK
WHITE PLAINS NY 10601-4840

To PG Publishing Company

Total ----- \$442.50

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
2201 Sweeney Drive
CLINTON, PA 15026
Phone 412-263-1338

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

By *[Signature]* Samuel J. Arbutina

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 Affiliated Power Purchasers International, LLC (d/b/a APPI Energy) For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and 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 Affiliated Power Purchasers International, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Affiliated Power Purchasers International, LLC at the address listed below.

Affiliated Power Purchasers International, LLC, 2013 Northwood Drive Suite One, Salisbury, MD 21801, 800-520-6685, 410-749-8769

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

LICENSELOGIX
SHAYNA DESAI
140 GRAND ST. STE. 300 WHITE PLAINS NY 10601

Account # 570967
Order # 82002859
Ad Price: 232.95

AFFILIATED POWER PURCHASE

Gina Krushinski

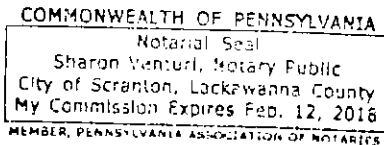
Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

10/21/2016

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 *Gina Krushinski*

Sworn and subscribed to before me
this 21st day of October A.D., 2016

Sharon Venturi
(Notary Public)



LEGAL NOTICE

**PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE**

Application of Affiliated Power Purchasers International, LLC (dba "APPI Energy") For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and 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 **Affiliated Power Purchasers International, LLC** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Affiliated Power Purchasers International, LLC** at the address listed below.

**Affiliated Power Purchasers
International, LLC**
2013 Northwood Drive Suite One
Salisbury, MD 21801
800-620-6685
410-749-8769

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

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

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

October 21, 2016

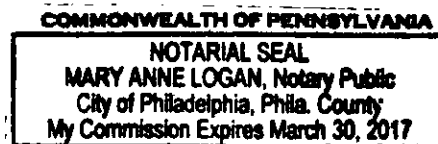
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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

Cindy Jakubowski

Sworn to and subscribed before me this 21st day of
October, 2016.

Mary Anne Logan
Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of **Affiliated Power Purchasers International, LLC (dba APPI Energy)** For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.
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Affiliated Power Purchasers International, LLC
2013 Northwood Drive Suite One
P.O. Box 86
Salisbury MD 21801
800-520-6685
410-748-8789

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

October 22, 2014

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

LEGAL NOTICES

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Application of Affiliated Power Purchasers International, LLC (dba APPI Energy) For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and 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 Affiliated Power Purchasers International, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Affiliated Power Purchasers International, LLC at the address listed below.

**Affiliated Power
Purchasers
International, LLC**
2013 Northwood Drive
Suite One
Salisbury, MD 21801
800-520-6685
410-749-8769

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 24th day of October 2014

Christina Dewald

Notary Public

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
CHRISTINA DEWALD
Notary Public
CITY OF WILLIAMSPORT, LYCOMING COUNTY
My Commission Expires Apr 18, 2020

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$ 266.⁸⁸
Probated same.....\$
Total.....\$ 266.⁸⁸

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

EXHIBIT E
FINANCIAL FITNESS

RECEIVED

NOV - 9 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit E

**Affiliated Power Purchasers Int'l, LLC
Profit and Loss**

	Jan - Dec 2015	Jan - Dec 2014
Income		
40000 Gas Consulting Fees	1,197,911.26	892,168.37
41000 Electric Consulting Fees	7,302,798.95	7,088,903.14
41005 Demand Side Services	22,004.92	10,533.31
41010 Legacy Electric Commissions	46,003.61	49,938.50
42000 Miscellaneous Income	3,000.00	
Total Income	\$ 8,571,718.74	\$ 8,041,543.32
Cost of Goods Sold		
50150 Wages- Direct Marketing	2,464,344.35	2,053,776.93
50152 Wages- AM Bonuses	274,776.83	189,911.46
50155 Wages- Sales Commissions	450,829.81	352,061.94
51450 Payroll Taxes- Dir Marketing	220,240.60	201,563.57
60000 Advertising	35,335.07	38,127.98
60100 Customer Service Expense	3,957.69	5,499.70
60400 Sponsorships	171,318.00	83,033.00
61300 Assoc. Commission Exp.	701,723.97	659,770.17
61310 Channel Partner Commissions	691,494.39	705,437.97
61500 Marketing Services	21,587.75	17,214.74
62550 Direct Mail/Fac Exp/Email	8,766.24	11,304.14
62557 Website	17,791.19	23,322.33
62610 Membership Dues	45,824.36	41,081.32
63500 Printing	3,734.87	7,110.02
63600 Travel & Lodging	156,657.26	120,104.41
63601 Conventions- Exhibits	48,221.79	22,443.25
63602 Meals and Entertainment	38,192.43	36,779.57
Total Cost of Goods Sold	\$ 5,354,796.60	\$ 4,568,542.50
Gross Profit	\$ 3,216,922.14	\$ 3,473,000.82
Expenses		
50100 Wages- G & A	810,000.00	810,001.00
50153 Management Bonus	60,000.00	150,000.00
51900 Retirement Benefits Expense	99,792.71	94,712.36
51925 Retirement Advisor Fee	4,921.91	6,368.74
51950 Officers' Retirement Expense	51,800.20	48,700.20
60500 Accounting	25,775.00	23,760.00
60600 Software Subscriptions	46,242.19	
60700 Outside Services	38,433.85	135,239.90
60750 IT Consultant	30,153.75	29,542.85
61100 Prof Recruitment & Development	61,983.25	5,690.00

Exhibit E.

62000 Legal Fees	11,162.55	6,907.12
62300 Licenses	4,166.50	6,596.84
62500 Postage	2,736.45	2,691.02
62600 FedEx/UPS	7,531.07	6,776.45
62800 Automobile Expense	13,941.22	15,362.87
63000 Insurance	25,320.48	16,010.00
63100 Life Insurance	296.85	1,337.34
63200 Health Insurance	90,260.04	96,094.34
63205 COBRA Admin Fee	759.00	
63225 Officers' Life Insurance	2,181.48	2,063.15
63250 Officers' Health Insurance	34,618.19	30,747.75
63700 Dues & Subscriptions	2,411.00	2,588.84
63800 Office Move		80,316.52
64000 Office Expense	26,130.26	37,211.74
64500 Bank Charges	455.31	552.68
64600 Human Resource Expense	1,600.00	4,000.00
64800 Cleaning and Maintenance	7,800.00	6,498.51
64850 Alarm Services	900.96	781.45
64900 Technology	43,269.90	40,718.56
65000 Telephone	40,088.53	43,846.08
65600 Depreciation	46,083.91	20,624.00
66000 Miscellaneous Expense	208.85	
66400 Contributions	9,490.00	17,078.88
66500 Continuing Education	5,722.00	34,873.00
66600 Sales Training	12,000.00	
67400 Rent	63,435.00	105,723.00
67450 CAM Charges	16,920.00	4,230.00
67500 Utilities	22,650.89	15,726.17
69000 Taxes	6,136.78	5,902.46
72000 Interest Expense	20,640.06	1,104.98
Total Expenses	\$ 1,748,020.14	\$ 1,910,378.80
Net Operating Income	\$ 1,488,902.00	\$ 1,562,622.02
Net Income	\$ 1,488,902.00	\$ 1,562,622.02

Exhibit E.

Affiliated Power Purchasers Int'l, LLC
Balance Sheet
As of December 31, 2015

	As of Dec 31, 2015	As of Dec 31, 2014
ASSETS		
Current Assets		
Bank Accounts		
10206 Bank of Delmarva	631,653.50	647,458.69
10306 Bank of Delmarva-Payroll	2,000.00	85,784.93
Total Bank Accounts	\$ 633,653.50	\$ 733,243.62
Accounts Receivable		
10500 Accounts Receivable	-25,627.66	-24,293.98
10525 Accounts Rec.- Legacy/current	0.00	0.00
10531 Accounts Receivable- Legacy	0.00	0.00
Total Accounts Receivable	-\$ 25,627.66	-\$ 24,293.98
Other current assets		
10520 Accounts Receivable-A	20,560,097.00	19,551,656.00
10530 Accounts Receivable-Legacy	65,110.00	65,110.00
10550 Allowance for Doubtful Account	0.00	0.00
10700 Due from Advanstar	30.00	30.00
10725 Due from Officers	115,397.69	115,397.69
10726 Agent Draw-pw=b	-136.50	-136.50
10727 Due from Employees	3,706.55	1,060.00
10750 Prepaid Expenses	0.00	0.00
10800 Due from NEX	0.00	0.00
10801 Due From ERC	129,642.26	114,136.64
10950 Due from APPS	0.00	0.00
12000 Undeposited Funds	0.00	0.00
12729 Due from Mentis Analytics	302,190.34	302,126.34
Total Other current assets	\$ 21,176,037.34	\$ 20,149,380.17
Total Current Assets	\$ 21,784,063.18	\$ 20,858,329.81
Fixed Assets		
15000 Furniture & Fixtures	5,767.82	5,767.82
15050 A/D- F & F Depreciation	-5,767.82	-5,767.82
15100 Computer Equipment	74,669.63	74,669.63
15200 A/D-Computer Equipment	-74,669.63	-74,669.63
15300 Computer Software	0.00	0.00
15350 A/D- Computer Software	0.00	0.00
15400 Auto	160,341.65	160,341.65
15450 A/D- Auto	-130,107.80	-118,926.59
16000 Leasehold Improveme	3,075.00	3,075.00
16050 A/D-Leasehold Improvements	-515.81	-358.11
17500 Accumulated Amortization	-34,745.00	

EXHIBIT E

Total Fixed Assets	-\$	1,951.96	\$	44,131.95
Other Assets				
Goodwill buy out		568,514.00		
Total Other Assets	\$	568,514.00	\$	0.00
TOTAL ASSETS	\$	22,360,825.22	\$	20,902,461.76
LIABILITIES AND EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
20100 Accounts Payable		24,293.31		154,317.36
Total Accounts Payable	\$	24,293.31	\$	164,317.36
Credit Cards				
10315 Bank of America Corp CC		4,729.66		40.71
Total Credit Cards	\$	4,729.66	\$	40.71
Other Current Liabilities				
20101 Line of Credit		0.00		0.00
20102 Cafeteria-MED125		0.00		0.00
20103 Cafeteria-DCAP		0.00		0.00
20105 Note Payable- Auto		0.00		0.00
20110 Accrued Expense		58,035.25		63,966.25
20111 Prepaid Rental Income		0.00		0.00
20115 Accrued Association Commission		120,000.00		120,000.00
20120 Retirement W/H		7,980.61		2,721.70
20125 Garnishment		0.00		0.00
21000 Wait S/T Loan		0.00		0.00
21060 M. Housley S/T Loan		0.00		0.00
21250 Kevin Smyth S/T Loan		0.00		0.00
22100 Payroll Taxes Payable		3,689.61		3,689.61
22160 Accrued Interest		0.00		0.00
22250 Child Support		0.00		0.00
Sales Tax Agency Payable		0.00		0.00
Total Other Current Liabilities	\$	189,705.47	\$	190,377.56
Total Current Liabilities	\$	218,728.44	\$	344,735.63
Long-Term Liabilities				
20800 Long-term Loans Payable		449,890.83		0.00
20900 Wait Loan		0.00		0.00
21200 Kevin Smyth Loan		0.00		0.00
21300 N/P Mercedes		20.53		3,470.89
21400 N/P Audi		19,226.48		29,420.54
21500 N/P Accord		17,133.00		17,133.00
23000 Deferred Contracted Rev. APPI		18,957,379.00		17,983,657.00
23001 Def. Contract Rev. Ch. Partner		1,602,718.00		1,567,999.00
Total Long-Term Liabilities	\$	21,046,367.84	\$	19,601,680.43
Total Liabilities	\$	21,265,096.28	\$	19,946,418.06
Equity				
30000 Retained Earnings		956,045.70		-606,576.32

Exhibit E

30050 Draw- W. Moore	-351,603.90	0.00
30051 Draw- K. Smyth	-316,149.40	0.00
30052 Draw-The Legacy Energy Group	-137,902.24	0.00
30053 Draw- M. Payne	-118,322.95	0.00
30054 Draw- K. Kiernan	-62,508.27	0.00
30055 Draw - Moore LLP	-352,932.00	0.00
Net Income	1,468,902.00	1,562,622.02
Total Equity	<u>\$ 1,086,528.94</u>	<u>\$ 956,045.70</u>
TOTAL LIABILITIES AND EQUITY	<u>\$ 22,350,625.22</u>	<u>\$ 20,902,481.76</u>

EXHIBIT G and APPENDIX D

CONFIDENTIAL

TAX CERTIFICATION

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SECRETARY'S BUREAU

EXHIBIT H
TECHNICAL FITNESS

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit H

Item 8a (page 12):

Experience, Plan, Structure:

Applicant's previous experience in the natural gas industry: Applicant began work in the natural gas industry in 1997 shortly after its inception in 1996. For several years Applicant gathered gas market information, met with gas suppliers, and generally became knowledgeable about the gas industry. Since 2000, Applicant has regularly provided gas consulting/broker services to commercial, industrial, and governmental customers in many states. Applicant currently provides gas consulting services to 260 gas customers across all deregulated states.

Applicant has four employees who work daily in natural gas consulting/broker services. Michael Payne, JD, L.L.M is Executive Vice President and Corporate Counsel with 20 years of involvement in the energy industry. This involvement includes many years of daily and intensive interactions with gas customers and suppliers. Suzanne Hearn is Operations Director with 15 years' experience in the energy industry including many years of experience in gas consulting services and interactions with gas suppliers and customers. Cristin Bundy has seven years' experience in the energy industry including intensive work in gas consulting, gas operations, gas supplier interactions, and gas customer service. Debbie Hooks has two years' experience in the energy industry including work in gas operations, gas supplier interactions, and gas customer service. In addition, there other senior managers, Applicant's President/CEO, Senior Vice President, and Chief Financial Officer, supervise and regularly review Applicant's gas consulting/broker activities. Applicant's other employees have varying degrees of experience working with gas customers and/or suppliers.

Applicant has been and will continue to be committed to providing all of its employees and its gas customers education and information relating to the gas industry in general and specifically, in Pennsylvania. Employees receive initial basic education in gas even if they do not work in gas on a regular basis. Employees who provide gas consulting services receive daily exposure to gas industry information through Applicant's internal communications, employee meetings during which gas information is discussed, and in-person and telephonic meetings with gas suppliers. Applicant, on a daily basis, interacts with third-party gas consultants and gas experts to obtain gas information regarding prices, regulatory matters, gas suppliers, supply contracts, and other gas industry matters.

Applicant's business plans for operating in the Commonwealth are to continue to educate and assist its customers with natural gas supply services. Applicant's business focus continues to be small commercial, large commercial, industrial, and governmental.

Item 8d (page 13):

Oversight of Marketing: The Management team oversees all employees engaged in the marketing and sales of natural gas. Natural gas training and education is provided when an employee begins employment. Regular education sessions, including weekly update meetings, are provided to all employees engaged in the marketing and sales of natural gas. Internal sharing of articles and research conducted by natural gas experts is another component of Applicant's process. Applicant conducts telephonic and in-person meetings with NGS to obtain updates on products, services, and regulatory matters.

Michael S. Payne, J.D., L.L.M.

Executive Vice President and Corporate Counsel

Education: A native of Delaware, Mr. Payne received a B.A. with honors from Wake Forest University in 1978. He then received a J.D. from the University Of Miami School Of Law and a Masters of Law in Taxation from the George Washington University National Law Center. Mr. Payne is a licensed insurance agent and holds securities licenses.

Experience: For the past twenty years, Mr. Payne has worked in financial services, corporate management, and investment banking. Prior to joining Affiliated Power Purchasers International, LLC (APPI), Mr. Payne serve as an advisor to the company since its inception in 1996. Mr. Payne assists in the development and management of APPI programs, works with association executives in the administration of programs, and is responsible for all legal matters relating to APPI's corporate and operational activities. He is an officer and one of the five owners of APPI.

From 1984 through 1987, Mr. Payne worked with Legg Mason Walker, Inc. in its corporate headquarters in Baltimore. He served in the investment finance division with specialization in private placements and publicly registered financings of real state and venture capital opportunities. He then worked with the A.G. Spanos Companies based in Stockton, California. The Spanos Companies are involved in the development, construction, management, financing, and sale of commercial and multi-family apartment properties in 12 states across the U.S. He served in the Spanos senior advisory group and as President of the investment banking unit. Mr. Payne returned to Delmarva in 1992 when he was named President of two closely held businesses, C.C. Oliphant and Son, Inc. a roofing and sheet metal contractor, and Happiness Homes, Inc. a firm that owns and manages rental properties. Mr. Payne holds a controlling interest in both of those businesses.

Activities: Mr. Payne has served as an advisor and in leadership positions with several institutions. During 1996 and 1997 he served on the Laurel, Delaware local advisory board of Delaware National Bank. In 1997 and 1998 he was elected president of Eastern Shore Chapter of Associated Builder Contractors. He has served on its Board of Directors for six years and is the chapter's representative to the ABC National Board. He has been a member of the Board of Trustees of Salisbury School since 1997.

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Appendix C

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator - 9 2016

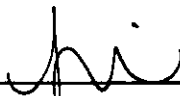
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

On this the 9th day of Nov 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 202 300 North Second Street Harrisburg, PA 17101	Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946
Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com	Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120
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	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
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	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
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	Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com

<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: bohc@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>



Jennifer Underwood, CFO *International,*
Affiliated Power Purchasers Int'l LLC

ORIGIN ID: NESA (800) 292-0909
DAVID YOUNT
DAVID YOUNT
140 GRAND STREET
SUITE 300
WHITE PLAINS, NY 10601
UNITED STATES US

SHIP DATE: 09NOV16
ACTWGT: 0.10 LB
CAD: 103000896/NET3790

BILL SENDER

TO PA PUBLIC UTILITY COMMISSION
ROSEMARY CHIAVETTA, SECRETARY
400 NORTH STREET

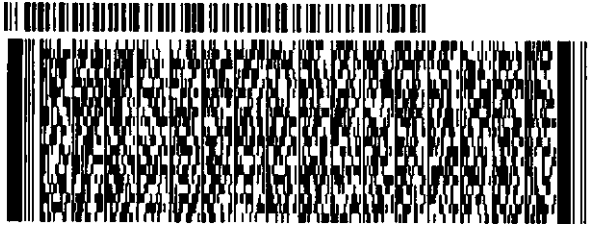
HARRISBURG PA 17120

(215) 965-3721
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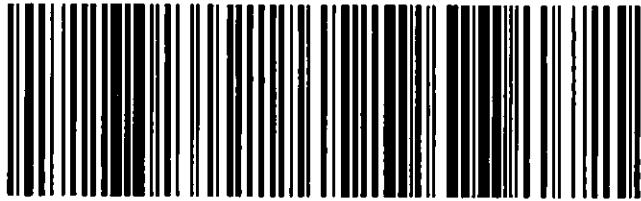
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