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August 9, 2010

**Via UPS OVERNIGHT**

Rosemary Chiavetta, Esquire  
Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120

**RECEIVED**

AUG 09 2010

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Re: Docket No. A-  
Tomorrow's Utilities, Inc.  
Electric Generation Supplier Application**

Dear Secretary Chiavetta:

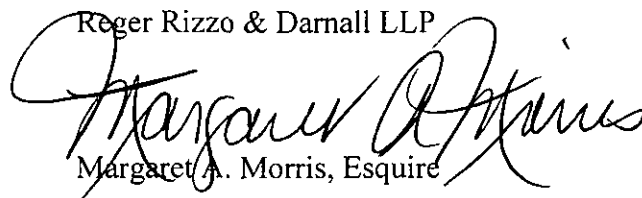
Enclosed for filing are the original and four copies of the Electric Generation Supplier application in the above-captioned matter. The application fee of \$350 is also enclosed. Please time stamp the extra copy and return it to me in the self addressed stamped envelope.

As indicated on the Certificate of Service, a copy of the Application has been provided to those listed in the manner indicated.

If there are any questions, please do not hesitate to contact me.

Very truly yours,

Reger Rizzo & Darnall LLP



Margaret A. Morris, Esquire

MAM/jmm  
Enclosures

cc: Service List [w/enc.]

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

**Application of Tomorrow's Utilities, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a broker to the public in the Commonwealth of Pennsylvania.**

To the Pennsylvania Public Utility Commission:

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

Tomorrow's Utilities, Inc.  
300 E. Lancaster Ave., Suite 115  
Wynnewood, PA 19096  
(610) 446-3941 tel.  
(610) 945-1851 fax

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

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

Jim Halligan, Vice President of Marketing  
300 E. Lancaster Ave., Suite 115  
Wynnewood, PA 19096  
(610) 446-3941 tel.  
(610) 945-1851 fax

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

Jim Halligan, Vice President of Marketing  
300 E. Lancaster Ave., Suite 115  
Wynnewood, PA 19096  
(610) 446-3941 tel.  
(610) 945-1851 fax

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

Margaret A. Morris, Esquire  
Reger Rizzo & Darnall LLP  
Cira Centre, 13<sup>th</sup> Floor  
2929 Arch Street  
Philadelphia, PA 19104  
(215) 495-6524 tel.  
(215) 495-6600 fax

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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

**Not applicable.**

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

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

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

**or**

X The Applicant will not be using a fictitious name.

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

☐ The Applicant is a sole proprietor.

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

**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.

- ☐ \* 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:

- X domestic corporation (none)  
☐ foreign corporation (15 Pa. C.S. §4124)  
☐ domestic limited liability company (15 Pa. C.S. §8913)  
☐ foreign limited liability company (15 Pa. C.S. §8981)  
☐ Other \_\_\_\_\_

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

**See Attachment for copy of DOS certification of good standing and Articles of Incorporation.**

Give name and address of officers.

Jim Halligan  
300 E. Lancaster Ave., Suite 115  
Wynnewood, PA 19096  
(610) 446-3941 tel.  
(610) 945-1851 fax

The Applicant is incorporated in the state of PENNSYLVANIA.

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

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

Not applicable.

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

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

**or**

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

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

- ☐ The Applicant is presently doing business in Pennsylvania as a
- ☐ vertically-integrated provider of generation, transmission, and distribution services.
  - ☐ municipal electric corporation providing service outside its municipal limits.
  - ☐ electric cooperative
  - ☐ local gas distribution company
  - ☐ nonintegrated provider of electric generation, transmission or distribution services.
  - X Other. (Identify the nature of service being rendered.)

Energy consultant for industrial, commercial and governmental agencies

**or**

- ☐ The Applicant is not presently doing business in Pennsylvania.

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

- ☐ Generator and supplier of electric power.
- ☐ Municipal generator and supplier of electric power.
- ☐ Electric Cooperative and supplier of electric power
- X Broker/Marketer engaged in the business of supplying electricity.
- ☐ Aggregator engaged in the business of supplying electricity
- ☐ Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the electric services or the electric generation services which the Applicant proposes to offer.

**Applicant is an energy consulting company of retail electric supply to end user commercial and industrial customers. We work with businesses in the commercial, industrial and government entities to help them make informed decisions on their energy procurement throughout the deregulated territories in PA.**

**The Applicant proposes to offer retail electricity procurement services. Fees for electricity procurement services will be collected from the electric supplier ("EGS") through a price adder. Customers will pay the EGS directly, the EGS will then remit our fees to us for our aggregated customers. The Applicant will not be paying any utility (i.e., electricity) bills and/or charges for its customers located in the Commonwealth of Pennsylvania. Customers will continue to receive their electric bills directly from the EGS with whom they have a contract, if billed separately, or directly from the EDC, if combined billing, and will continue to remit payment for their utility billings and/or charges to either their designated EGS or Electric Distribution Company. The Applicant will not be issuing any bills to customers for its licensed services, and we will not be issuing any bills on behalf of any EGS.**

10. **SERVICE AREA:** Generally describe the geographic area in which Applicant proposes to offer services.

**Throughout the deregulated utility territories in PA.**

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

- ☐ Residential Customers
- ☐ Commercial Customers - (25 kW and Under)
- x Commercial Customers - (Over 25 kW)
- x Industrial Customers
- x Governmental Customers
- ☐ All of above
- ☐ Other (Describe):

12. **FERC FILING:** Applicant has:

- ☐ Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- ☐ Received approval from FERC to be a Power Marketer at Docket or Case Number \_\_\_\_\_.
- x Not applicable

13. **START DATE:** The Applicant proposes to begin delivering services on August 31, 2010. (approximate date).

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

Irwin A. Popowsky  
Office of Consumer Advocate  
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

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

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

Any of the following Electric Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

Gary A. Jack, Assistant General Counsel  
**Duquesne Light Company**  
411 Seventh Street, MD 16-4  
Pittsburgh, PA 15219

John P. Litz, Division Controller  
**UGI Utilities, Inc.**  
**Electric Division**  
400 Stewart Road  
P.O. Box 3200  
Hanover Industrial Estates  
Wilkes-Barre, PA 18773-3200

(Metropolitan Edison Company or Pennsylvania Electric Company)  
Blaine W. Uplinger, Jr., Director of Governmental and Regulatory Affairs  
**FirstEnergy**  
100 APC Building  
800 North third Street  
Harrisburg, PA 17102-2025

Paul E. Russell, Associate General Counsel  
**PPL**  
Two North Ninth Street  
Allentown, PA 18108-1179

Carol C. Reilly, Manager, Energy Acquisition  
**PECO Energy Company**  
2301 Market Street  
Philadelphia, PA 19101-8699  
215.841.4512  
[carol.reilly@peco-energy.com](mailto:carol.reilly@peco-energy.com)

Stephen L. Feld, Attorney  
**Pennsylvania Power Company**  
**First Energy Corporation**  
76 South Main Street  
Akron, OH 44308

John L. Munsch, Attorney  
**Allegheny Power**  
800 Cabin Hill Drive  
Greensburg, PA 15601-1689

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

15. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.  
**See Attachment for Tax Certification Statement**
16. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.
- No such action taken.**
17. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.
- a. *Contacts for Consumer Service and Complaints:* Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission or other agencies.
- See name and info in 2a and 2b.**
- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.
- Not applicable.** No residential customer services are intended at this time.
- c. If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix C to this Application.
- Not applicable.** No residential or small consumer services intended at this time.
18. **BONDING:** In accordance with 66 PA. C.S. Section 2809(C) (1)(I), the Applicant is:
- ☐ Furnishing a copy of initial bond , letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- ☐ Furnishing proof of other initial security for Commission approval, to ensure financial responsibility.
- x Filing for a modification to the \$250,000 and furnishing a copy of an initial bond, letter of credit or proof of bonding to the Commission for the amount of **\$10,000**. Applicant is required to provide information supporting an amount less than \$250,000.

**The Applicant will not be directly purchasing or selling electric generation services to customers. See attachment for Bond Affidavit as well as Petition for Lower Bond Amount.**

19. **FINANCIAL FITNESS:**
- A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
    - All shares are owned solely by Jim Halligan.**
  - Published parent company financial and credit information. **Not applicable.**



- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
- **See Attachment for balance sheet and income statement.**
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.

**Since Applicant is a non-public company, it does not have a credit rating from any of the major ratings agencies and no history with D&B.**

- 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.

**A general business liability insurance policy has been obtained for property damage and personal injury. A copy of the certificate of liability insurance is attached. A copy of the policy will be provided if requested.**

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

**See Attachment for Financial Fitness Support Letter**

B. Applicant must provide the following information:

- Identify Applicant's chief officers including names and their professional resumes.
  - **Jim Halligan is the sole officer.**
  - **See attached resume**
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

**Mike Simpson  
Brinker Simpson & Company LLC  
940 W. Sproul Rd., Ste. 101  
Springfield, PA 19064  
610-544-5900 (tel)  
610-544-7455 (fax)**

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

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

**Provided in 19B above – also, see attached resume.**

- Proposed staffing and employee training commitments

Operations –

**Tomorrow's Utilities, Inc. has a relatively flat organizational structure. Initially, most functions will be performed by the owners/officers listed in the attachments. Some sales and other functions may be outsourced or performed by agents.**

**If or when operations expand and additional staffing is required, there will be sufficient experience available to provide training to new employees.**

- Business plans

**We will focus on providing procurement services to medium to large sized commercial and industrial customers. Due to the current rate cap situation, initial efforts will be targeted to the PPL, PECO and Penn Power territories. As rate caps approach expiration in other EDC's, we will expand operations to cover the entire state.**

- Documentation of membership in ECAR, MAAC or other regional reliability councils shall be submitted if applicable to the scope and nature of the applicant's proposed services.
  - **Not applicable to broker.**
- An affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service.
  - **Not applicable to broker.**

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

**Not applicable.**

22. **ASSESSMENT:** The Applicant acknowledges that Title 66, Chapter 5, Section 510 grants to the Commission the right to make assessments to recover regulatory expenses and that as a supplier of electricity or an electric generation supplier it will be assessed under that section of the Pennsylvania Code. The Applicant also acknowledges that the continuation of its license as a supplier of electricity or an electric generation supplier will be dependent upon the payment of all prior years assessments.

**Not applicable.**

23. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

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

- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- b. The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- c. Applicant shall report to the Commission the following information on an annual basis:
  - the percentages of total electricity supplied by each fuel source

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

25. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
26. **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.
27. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: James Halligan  
By: James Halligan  
Title: Vice Pres - Marketing

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AUG 09 2010

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

# AFFIDAVIT

## RECEIVED

AUG 09 2010

Commonwealth of PENNSYLVANIA :

: ss.

County of PHILADELPHIA :

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

James Halligan, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the Vice President of Tomorrow's Utilities, Inc.;

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

That Tomorrow's Utilities, Inc., the Applicant herein, acknowledges that Tomorrow's Utilities, Inc. 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 Tomorrow's Utilities, Inc., the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

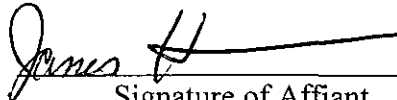
That Tomorrow's Utilities, Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by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

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That Tomorrow's Utilities, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

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

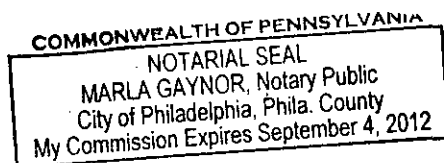
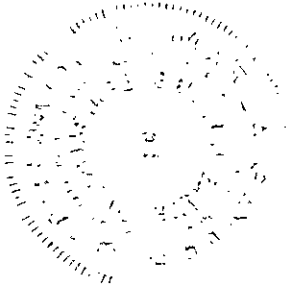
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

  
\_\_\_\_\_  
Signature of Affiant

Sworn and subscribed before me this 2<sup>nd</sup> day of July, 2010

  
\_\_\_\_\_  
Signature of official administering oath

My commission expires September 4, 2012



# AFFIDAVIT

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AUG 09 2010

Commonwealth of PENNSYLVANIA :

: SS.

County of PHILADELPHIA :

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

James Halligan, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the Vice President of Tomorrow's Utilities, Inc. ("Applicant");

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

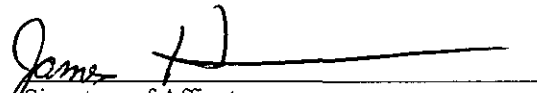
That the Applicant herein Tomorrow's Utilities, Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein Tomorrow's Utilities, Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

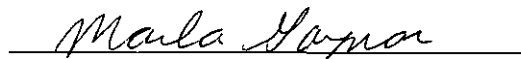
That the Applicant herein Tomorrow's Utilities, Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Tomorrow's Utilities, 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.

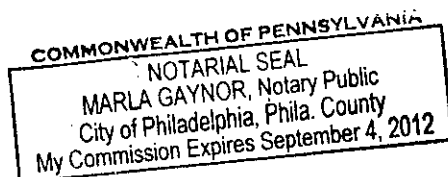
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

  
Signature of Affiant

Sworn and subscribed before me this 2<sup>nd</sup> day of July, 2010

  
Signature of official administering oath

My commission expires September 4, 2012



**PLATTE RIVER INSURANCE COMPANY**  
**BALANCE SHEET**  
12/31/09

Admitted Assets	2009
Cash and invested assets:	
Bonds	\$97,921,153
Common stocks	12,743,080
Cash, cash equivalents and short-term investments	16,510,826
Other invested assets	2,180,389
Total cash and invested assets	<u>129,355,448</u>
Investment income due and accrued	677,967
Uncollected premiums and agents' balances in course of collection	1,131,374
Deferred premiums, agents' balances and installments booked but deferred and not yet due	3,107,985
Amounts recoverable from reinsurers	116,573
Current federal and foreign income tax recoverable and interest thereon	103,974
Net deferred tax asset	1,425,716
Receivables from parent, subsidiaries and affiliates	3,257,908
Other admitted assets	180,347
Total admitted assets	<u>\$139,357,292</u>

**Liabilities and Surplus as Regards Policyholders**

Liabilities:	
Losses	\$22,146,184
Loss adjustment expenses	4,031,423
Commissions payable, contingent commissions and other similar charges	581,665
Other expenses (excluding taxes, licenses and fees)	767,264
Taxes, licenses and fees (excluding federal and foreign income taxes)	38,749
Unearned Premiums	12,250,365
Ceded reinsurance premiums payable (net of ceding commissions)	4,669,862
Amounts withheld or retained by company for account of others	57,271,156
Remittances and items not allocated	99,346
Payable to parent, subsidiaries and affiliates	164
Other liabilities	834,503
Total liabilities	<u>102,690,681</u>
Surplus as regards policyholders:	
Common capital stock	4,800,000
Gross paid in and contributed surplus	30,739,907
Unassigned funds (surplus)	1,126,704
Surplus as regards policyholders	<u>36,666,611</u>
Total liabilities and capital and surplus	<u>\$139,357,292</u>

I, David Pauly, CEO of Platte River Insurance Company do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true statutory Statement of Admitted Assets and Liabilities, Capital and Surplus of the Operation at December 31<sup>st</sup>, 2009, prepared in conformity with the accounting practices prescribed by the Insurance Department of the State of Nebraska. IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation at Middleton, Wisconsin.

*David Pauly*

David Pauly  
CEO



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 2, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

**TOMORROWS UTILITIES, INC.**

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



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

*Basil L. Merenda*

Acting Secretary of the Commonwealth

Certification Number: 8870038-1

Verify this certificate online at <http://www.corporations.state.pa.us/corp/soskb/verify.asp>

*Attachment to #5*



Entity #: 3913516  
Date Filed: 10/27/2009  
Pedro A. Cortés  
Secretary of the Commonwealth

## ARTICLES OF INCORPORATION

DSCB:15-1306 (Rev 91)

The type of domestic corporation is:

☒Business-stock (15 Pa.C.S. § 1306)☐ Professional (15 Pa.C.S. § 2903)

1. The name of the corporation is:

TOMORROWS UTILITIES, INC.

This corporation is incorporated under the provisions of the  
Business Corporation Law of 1988.

2. The address of this corporation's initial registered office in  
this Commonwealth is:

1323 Leedom Road  
Havertown, PA 19083

County of Delaware

3. The aggregate number of shares authorized to be issued is:

1,000 Shares

4. The name and address of the incorporator is:

R. W. Worthington, Jr.  
2021 Arch Street  
Philadelphia, PA 19103

Date: October 26, 2009

RW  
R. W. Worthington, Jr.



Commonwealth of Pennsylvania  
ARTICLES OF INCORPORATION 2 Page(s)

2009 OCT 27 AM 10:48

PA DEPT OF STATE

attachment to #5

**BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**PETITION REQUESTING A WAIVER OF THE \$250,000 BOND REQUIREMENT AND A \$10,000 BOND IN LIEU THEREOF**

NOW COMES the Petitioner/Applicant Tomorrow's Utilities, Inc., and hereby represents as follows in support of its Petition:

1. Tomorrow's Utilities, Inc. is applying for a license as an electricity broker.
2. Tomorrow's Utilities, Inc. will not take title to electricity.
3. Tomorrow's Utilities, Inc. intends to negotiate the purchase of electricity on behalf of customers.
4. Tomorrow's Utilities, Inc. will market products of suppliers approved by the Pennsylvania Public Utility Commission.
5. Tomorrow's Utilities Inc. will not bill utility customers directly and will not collect any money from customers.
6. Tomorrow's Utilities, Inc. has obtained a bond in the amount of \$10,000.00 from Platte River Insurance Company. The bond is for a period of one year and is effective August 6, 2010 until August 5, 2011 with the right to renew.
7. Due to the nature of Tomorrow's Utilities, Inc.'s business as a broker, the risk associated to the customers by granting a license to Tomorrow's Utilities, Inc. is minimal, if any, and can be adequately covered by the reduced bond of \$10,000.00 (ten thousand dollars).
8. Tomorrow's Utilities, Inc. is a reliable, credit worthy, financially and ethically sound company.
9. Tomorrow's Utilities, Inc. will comply with all laws, regulations, decisions, and administrative requirements of the Commonwealth of Pennsylvania, the Public Utility Commission and federal and local governments, including but not limited to all taxing requirements.
10. Granting a license to Tomorrow's Utilities, Inc. will promote competition and choice in the electricity market.
11. A bond in the amount of \$10,000.00 (ten thousand dollars) is sufficient collateral to protect the interests of the applicable customer and ensure the licensee's financial responsibilities under Section 2208 (c)(1)(i) of the Act. This reduced amount is commensurate with the scope of the services being rendered as a broker.
12. The undersigned swears under penalty of perjury that the facts contained in this Request for Waiver are true and correct to the best of her knowledge, information and belief.

WHEREFORE, based upon the foregoing, Tomorrow's Utilities, Inc. respectfully requests the Public Utility Commission to accept its bond of \$10,000.00 in lieu of the \$250,000 (two hundred and fifty thousand dollar) bond generally required.

Tomorrow's Utilities, Inc.

Applicant

By

Signature

Margaret A. Morris, Counsel

Printed Name / Title

Date

August 6, 2010

Attachment # 18

2:25 PM  
07/06/10  
Accrual Basis

Tomorrow's Utilities Inc  
**Balance Sheet**  
As of May 31, 2010

	<u>May 31, 10</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Cash - Citizens	<u>1,053.00</u>
Total Checking/Savings	<u>1,053.00</u>
Accounts Receivable	
16000 - Accounts Receivable	<u>102,099.53</u>
Total Accounts Receivable	<u>102,099.53</u>
Total Current Assets	<u>103,152.53</u>
<b>TOTAL ASSETS</b>	<u><u>103,152.53</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan Payable - Shareholder	<u>13,886.04</u>
Total Other Current Liabilities	<u>13,886.04</u>
Total Current Liabilities	<u>13,886.04</u>
Total Liabilities	<u>13,886.04</u>
Equity	
Net Income	<u>89,266.49</u>
Total Equity	<u>89,266.49</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>103,152.53</u></u>

Attachment to #19  
172

2:25 PM  
07/06/10  
Accrual Basis

Tomorrow's Utilities Inc  
**Profit & Loss**  
January through May 2010

	<u>Jan - May 10</u>
Ordinary Income/Expense	
Income	
Sales	<u>102,099.53</u>
Total Income	<u>102,099.53</u>
Expense	
60200 · Automobile Expense	410.75
61200 · Advertising	3,635.62
64300 · Meals and Entertainment	1,802.22
64900 · Office Supplies	2,549.99
66700 · Professional Fees	2,000.00
68100 · Telephone Expense	110.66
68400 · Travel Expense	323.80
68500 · Commission Expense	<u>2,000.00</u>
Total Expense	<u>12,833.04</u>
Net Ordinary Income	<u>89,266.49</u>
Net Income	<u><u>89,266.49</u></u>

Attachment to # 19  
2012



Robert B. Simpson, MS, CPA  
Matthew F. Mingey, CPA  
Michael W. Simpson, CPA  
Anthony J. Mitchell, CPA  
Linda A. Scafiro, CPA

940 West Sproul Road, Suite 101  
Springfield, PA 19064  
Phone: (610) 544-5900  
Fax: (610) 544-7455  
[www.brinkersimpson.com](http://www.brinkersimpson.com)

Re: Tomorrow Utilities, Inc.  
Financial Fitness

To Whom It May Concern:

I have been asked by Jim Halligan, the sole shareholder of Tomorrow's Utilities, Inc., to provide you with the company's financial information. Tomorrow's Utilities, Inc. is a privately-held company. My firm, Brinker Simpson & Company, LLC, have been Tomorrow's Utilities' independent accountants since the company's inception. We have provided financial consulting and planning for the company since it started. Based on the information obtained from providing these services, the company has consistently applied accrual accounting and the accounting systems are well managed. I have prepared the balance sheet and profit and loss which is attached to the application to question #19.

Tomorrow's Utilities, Inc. has been profitable during this period and experienced well managed growth.

Yours truly,

Michael W. Simpson C.P.A.

*Attachment to #19*



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

07/09/2010

PRODUCER Fax# Phone#  
The Harbour Insurance Group  
106 West Front Street, Ste 106  
Media, PA 19063  
484-443-4071 (Phone) 484-887-0590 (Fax)

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURED Fax# Phone#  
Tomorrow's Utilities, Inc.  
300 E. Lancaster Avenue, Suite 115  
Wynnewood, PA 19096  
Phone - 610-945-1850 Fax - 610-945-1851

## INSURERS AFFORDING COVERAGE

NAIC #

INSURER A: The Hartford

11000

INSURER B:

INSURER C:

INSURER D:

INSURER E:

## COVERAGES

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

INSR ADD'L LTR INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS
	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	39SBMZG6851	07/07/10	07/07/11	EACH OCCURRENCE \$ 1 million DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1 million MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1 million GENERAL AGGREGATE \$ 2 million PRODUCTS - COMP/OP AGG \$ 2 million
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS				COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	<b>GARAGE LIABILITY</b> <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC \$ AUTO ONLY: AGG \$
	<b>EXCESS / UMBRELLA LIABILITY</b> <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE  DEDUCTIBLE RETENTION \$				EACH OCCURRENCE \$ AGGREGATE \$ \$ \$ \$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under SPECIAL PROVISIONS below Y/N <input checked="" type="checkbox"/> N				WC STATU-TORY LIMITS OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
	OTHER				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

CERTIFICATE HOLDER Fax#

Phone#

## CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

**Jim Halligan**  
**300 E. Lancaster Ave., Suite 115**  
**Wynnewood, PA 19096**  
**(610) 446-3941 tel.**  
**(610) 945-1851 fax**

**2008 to Present**

**Tomorrow's Utilities, Inc., Ardmore, PA**  
**Vice President of Marketing**

Tomorrow Utilities is an energy consulting company of retail electric supply to end user commercial, industrial and governmental customers who works with those businesses to help them make informed decisions on their energy procurement throughout the Commonwealth of Pennsylvania.

**2006-2008**

**Royal Petroleum, Sharon PA**

Worked as a contract employee responsible for the marketing of all fuels and servicing for HVAC equipment.

**1999-2006**

**J. Halligan & Sons, Broomall PA**

Worked in family business providing oil and heating services as well as mechanical contracting for both residential and commercial customers.

**1995-1999**

**Society General, NY, NY**

Marketed gas/petroleum products and responsible for inventory financing.

**1992-1995**

**Metallgesellschaft A.G. Trading, NY NY**

Marketed various gas products.

**1989-1992**

**Mitsui Trading Co., White Plains, NY**

Marketed gas/petroleum products

**1984-1989**

**National Heat and Power**

Marketer for petroleum products for the entire Northeast; responsible for 13 terminals

**1974-1984**

**J. Halligan & Son, Broomall PA**

Worked in family business that provides oil and heating services to residential and commercial customers.

RECEIVED

AUG 09 2010

Re: Docket No. A-  
Tomorrow's Utilities, Inc.  
Electric Generation Supplier Application

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served upon the following person on the attached service list, in the manner indicated, in accordance with the requirements of §1.54 (relating to service by a participant).

Via First Class Mail

Irwin A. Popowsky  
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

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

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

Gary A. Jack, Assistant General Counsel  
Duquesne Light Company  
411 Seventh Street, MD 16-4  
Pittsburgh, PA 15219

John P. Litz, Division Controller  
UGI Utilities, Inc.  
Electric Division  
400 Stewart Road  
P.O. Box 3200  
Hanover Industrial Estates  
Wilkes-Barre, PA 18773-3200

MetEd Company  
Blaine W. Uplinger, Jr., Director of Governmental  
and Regulatory Affairs  
FirstEnergy  
100 APC Building  
800 North Third Street  
Harrisburg, PA 17102-2025

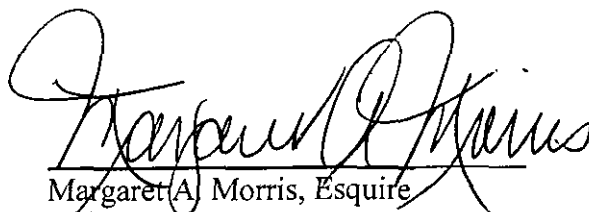
Paul E. Russell, Esquire  
Associate General Counsel  
PPL  
Two North Ninth Street  
Allentown, PA 18108-1179

Carol C. Reilly, Manager  
Energy Acquisition  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

Stephen L. Feld, Esquire  
Pennsylvania Power Company  
First Energy Corporation  
76 South Main Street  
Akron, OH 44308

John L. Munsch, Attorney  
Allegheny Power  
800 Cabin Hill Drive  
Greensburg, PA 15601-1689

Dated: August 9, 2010

  
Margaret A. Morris, Esquire



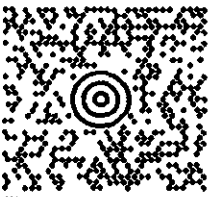

**UPS CampusShip: View/Print Label**

1. **Print the label(s):** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. **Fold the printed label at the solid line below.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**  
**Customers without a Daily Pickup**  
Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.  
Hand the package to any UPS driver in your area.  
Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services™ (including via Ground) are also accepted at Drop Boxes.  
To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

**Customers with a Daily Pickup**

Your driver will pickup your shipment(s) as usual.

**FOLD HERE**

MARGARET A. MORRIS, ESQUIRE 215-495-6500 REGER RIZZO & DARNALL 2929 ARCH ST PHILADELPHIA PA 19104		0.0 LBS LTR	1 OF 1
<b>SHIP TO:</b> ROSEMARY CHIAVETTA, ESQUIRE 7177727777 PA PUBLIC UTILITY COMMISSION 2 NORTH 400 NORTH ST HARRISBURG PA 17120-0200			
	PA 171 9-20 		
<b>UPS NEXT DAY AIR</b>		<b>1</b>	
TRACKING #: 1Z 4XF 624 01 9616 3759			
			
BILLING: P/P			
Reference # 1: 10-589.001			
CS 12.7.08. WXP/IE60 05.0A 07/2010			