

# Stevens & Lee

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August 4, 2023

**Via Electronic Filing**

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

**Re: Application of Rhythm Retail, LLC for Approval to Offer, Render, Furnish or Supply Electric Generation Services as a Supplier  
Docket No. A-2023-3041216**

Dear Secretary Chiavetta:

In response to the Secretarial Letter issued on July 19, 2023 in this matter, enclosed please find corrected pages 1 and 10 to the Application, to correct the items noted in the Secretarial Letter. Also enclosed is a corrected notarized proof of publication issued by the Scranton Times Tribune.

Thank you, and please feel free to contact me with any questions or concerns.

Sincerely,  
STEVENS & LEE



Michael A. Gruin, Esq.

Enclosures  
cc: Jeff McCracken (via email)

## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Rhythm Retail, LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) Supplier of Electricity 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:

**Rhythm Retail, LLC  
24 Greenway Plaza,  
Suite 610  
Houston, TX 77046  
833-774-9846  
www.gotrhythm.com**

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

- Registered Agent:  
CT Corporation System
- Registered Address:  
600 N. 2<sup>nd</sup> Street, Suite 401  
Harrisburg, PA 17101-1071  
717-931-5563

- 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 and future inquiries should be addressed.

**NOTE:** To ensure timely receipt of regulatory information, a contact employed directly by the Applicant, and not a consultant, is preferred.

**Brad Zachary  
General Counsel  
24 Greenway Plaza, Suite 610  
Houston, TX 77046  
[Brad.zachary@gotrhythm.com](mailto:Brad.zachary@gotrhythm.com)  
Telephone:346-266-2311  
Fax: n/a**

- 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.

**Michael A. Guin  
Stevens & Lee  
17 N. 2<sup>nd</sup> St., 16<sup>th</sup> Floor**

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

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

**SEE CONFIDENTIAL FINANCIAL STATEMENTS and CREDIT REPORT ATTACHED HERETO AS CONFIDENTIAL EXHIBIT 3**

**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.

The Applicant is party to a credit agreement with Engie Energy Marketing, N.A., Inc., which provides for funding of up to \$60,000,000 to support its operations. A Confidential copy of the agreement is attached hereto as **Confidential Exhibit 4**.

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

N/A

**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.

**Tuyen Nguyen**  
**Controller**  
**24 Greenway Plaza, Suite 610**  
**Houston, TX 77046**  
**832-844-0755**  
[Tuyen.nguyen@gotrhythm.com](mailto:Tuyen.nguyen@gotrhythm.com)  
Fax: n/a

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

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LEGAL NOTICE PENNSYLVANIA

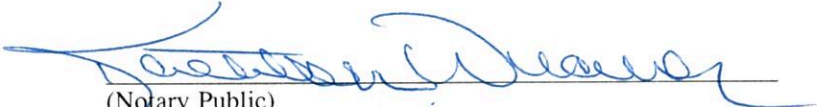
Betzaida Cajigas

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:

08/03/2023

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 B. Cajigas

Sworn and subscribed to before me  
this 3rd day of August A.D., 2023

  
(Notary Public)

Commonwealth of Pennsylvania - Notary Seal  
Kathleen Weaver, Notary Public  
Lackawanna County  
My commission expires June 14, 2025  
Commission number 1314506  
Member, Pennsylvania Association of Notaries

LEGAL NOTICE  
PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of **Rhythm Retail, LLC** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power Engaged In The Business Of Supplying Electricity To The Public In The Commonwealth Of Pennsylvania.

**Rhythm Retail, LLC** will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a generator and supplier of electric power engaged in the business of supplying electricity. **Rhythm Retail, LLC** proposes to sell electricity and related services in the service territories of Citizens' Electric Company, Duquesne Light Company, Metropolitan Edison Company, PECO Energy

Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power, PPL Electric Utilities, Pike County Light & Power Co., Wellsboro Electric Company, and UGI Utilities, Inc. under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Rhythm Retail, 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 **Rhythm Retail, LLC's** attorney at the address listed below.

By and through Counsel for **Rhythm Retail, LLC:**  
**Michael Gruin, Esq.**  
Stevens & Lee  
17 N. 2<sup>nd</sup> St., 16 th Fl.  
Harrisburg, PA 17101  
Phone (717) 255-7365  
Fax (610) 988-0852

## VERIFICATION

I, Michael Gruin, attorney for Rhythm Retail, LLC verify that the information provided in the foregoing responses to data requests is true and correct to the best of my knowledge, information, and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that false statements herein are made subject to the penalties of 18 Pa. C.S.A. § 4904, relating to unsworn falsifications to authorities.



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Date: 8/4/23