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ILLINOIS COMMERCE COMMISSION

BLUESTAR ENERGY SERVICES, INC.,)
)
Application to Amend Its Existing)
Certificate of Service Authority Issued)
in ICC Docket No. 04-458 Under Section)
16-115 of the Public Utilities Act.)

Docket No. 04 - 0561

CHIEF CLERK'S OFFICE

APPLICATION TO AMEND CERTIFICATE OF SERVICE AUTHORITY

BLUESTAR ENERGY SERVICES, INC., ("BlueStar"), hereby requests that the Illinois Commerce Commission ("Commission") amend its certificate of service authority, which the Commission previously granted in Docket No. 04-458, in order to allow BlueStar to offer the sale of electricity and power to nonresidential retail customers with annual electric consumption greater than 15,000 kilowatt hours in the service territories of Illinois Power Company ("IP"), AmerenCIPS ("CIPS"), and AmerenCILCO ("CILCO") pursuant to Section 16-115 of the Public Utilities Act ("Act"). In support of its application, BlueStar states as follows:

GENERAL [451.20 and 451.30]

- 1) The Corporate offices of BlueStar are located at 363 W. Erie Street, Suite 700, Chicago, IL 60610.
- 2)
 - (a) BlueStar is an Illinois Corporation, with its principal place of business in Chicago, IL.
 - (b) BlueStar does not conduct business under any other name.
 - (c) BlueStar's Federal Employer Identification Number is 03-0459115.
 - (d) BlueStar's Registered Agent is Karen S. Way, Esq., 203 N. LaSalle Street, Suite 1800, Chicago, IL 60601.
- 3) The contact persons for processing of this application are:

Robert G. Ferlmann
Vice-President of Energy Supply
BlueStar Energy Services, Inc.

Jon M. Casadont
General Counsel
BlueStar Energy Services, Inc.

363 West Erie Street
Suite 700
Chicago, IL 60610
Phone (312) 628-8685
Fax (866) 422-2515
Rferlmann@BlueStarEnergy.com

363 West Erie Street
Suite 700
Chicago, IL 60610
Phone (312) 628-8666
Fax (312) 264-0170
Jcasadont@bluestarenergy.com

The contact persons for issues related to retail customers, including complaint resolution, are:

Primary Contact:

Leticia Basak
Director of Operations
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60610
Telephone: (312) 628-8635
Facsimile: (312) 896-9581
Lbasak@BlueStarEnergy.com

Secondary Contact:

Aaron Rasty
Chief Operating Officer
BlueStar Energy Services, Inc.
363 W. Erie Street
Suite 700
Chicago, IL 60610
Telephone: (312) 628-8600
Facsimile: (312) 896-9581
Arasty@BlueStarEnergy.com

The contact person for technical issues, including scheduling of generation, transmission, and distribution and issues arising from relationships with other providers of electric service is:

Robert G. Ferlmann
Vice-President of Energy Supply
BlueStar Energy Services, Inc.
363 West Erie Street
Suite 700
Chicago, IL 60610
Phone (312) 628-8685
Fax (866) 422-2515

Rferlmann@BlueStarEnergy.com

- 4) BlueStar is licensed to do business in the State of Illinois, as demonstrated in Exhibit A.
- 5) BlueStar's employees will not be installing, operating, and maintaining generation, transmission, or distribution facilities within the State of Illinois.
- 6) BlueStar currently provides energy billing and related services to non-residential customers in the ComEd and IP service territories. BlueStar has previously been granted a certificate of service authority for non-residential retail customers with annual electric consumption in excess of 15,000 kWh in the ComEd service territory. BlueStar is in the process of expanding its offerings to provide direct retail energy supply to customers in the ComEd territory.
- 7) BlueStar seeks to offer electric power and energy to non-residential customers in the service territories of IP, CIPS, and CILCO located in the State of Illinois.
- 8) BlueStar intends to serve non-residential retail customers with annual electrical consumption greater than 15,000 kWh.
- 9) Proof of notification to IP, CIPS, and CILCO are attached as Exhibit B.
- 10) BlueStar certifies that it:
 - a) will comply with all applicable Federal, State, regional and industry rules, practices, policies, procedures and tariffs for the use, operation, maintenance, safety, integrity, and reliability of the interconnected electric transmission system including the Open Access Same-time Information System (OASIS) mandated by 18 CFR 37 and the rules and operating guidelines and procedures of the regional or national electric reliability council(s) or organization(s) and their successors for any portion of the state in which BlueStar is certified to provide retail electric service;
 - b) will provide service only to retail customers that are eligible to take delivery services;
 - c) will comply with informational and reporting requirements that the Commission may establish;
 - d) will comply with informational and reporting requirements that the Commission may establish regarding the provision of information required by Section 16-112 of the Act;
 - e) complies with all other applicable laws and regulations and Commission rules and orders;
 - f) complies with all terms and conditions required by Sections 115A(a), (b), (c) and (f), 16-119, 16-123, 16-125(b) and (c), 16-127, and 16-128(a) of the Act, to the extent those Sections have application to the services being offered by BlueStar.

- 11) BlueStar agrees to submit good faith schedules of transmission and energy in accordance with applicable tariffs.
- 12) BlueStar agrees to adopt and follow rules and procedures ensuring that authorizations received from customers, customer billing records, and requests for delivery service transmitted to utilities are retained for a period of not less than two calendar years after the calendar year in which they were created.
- 13) BlueStar agrees to adopt and follow rules and procedures to preserve the confidentiality of its customers' data.
- 14) The Commission previously granted BlueStar authority as an ARES to offer the sale of electricity and power to nonresidential retail customers with annual electrical consumption in excess of 15,000 kWh in the ComEd service territory in Docket No. 04-458.
- 15) BlueStar will publish notice of its application for certification in the Official State Newspaper within ten days of its filing. BlueStar will comply with this requirement and provide the Commission with evidence of the published notice within ten days.

RECIPROCITY REQUIREMENTS [451.20(e) and 451.70]

- 16) BlueStar has no affiliated companies involved in electric retail sales or purchases on the North American continent.
- 17) BlueStar certifies that it complies with Section 16-115(d)(5) of the Act and that it will remain in compliance with such requirements and will annually certify such compliance to the Commission during January of each year after its certification. A demonstration that BlueStar is in compliance with Section 16-115(d)(5) of the Act is set forth in Exhibit C. The information contained in Exhibit C is confidential and proprietary, and has been submitted as such. BlueStar requests that the Commission treat all information contained in Exhibit C as confidential and proprietary.

LICENSE OR PERMIT BOND [451.50]

- 18) BlueStar has previously executed and maintains a permit bond in the name of the People of the State of Illinois issued by a qualifying surety or insurance company authorized to transact business in the State of Illinois (Safeco Insurance Company of America). The amount of the bond equals the amount specified by the Commission in accordance with Part 451.50(a), for the appropriate group of customers BlueStar seeks certification to serve (\$150,000.00). The cost of the permit bond was paid for by BlueStar. A copy is attached as Exhibit D.

FINANCIAL QUALIFICATIONS [451.220]

- 19) BlueStar meets the financial criteria set forth in Part 451.220(a)(6) by scoring in excess of 12 points on the financial ratios set forth in this section. Attached as Exhibit E is (a) BlueStar's certified financial statements for its most recently completed fiscal year (FY 2003); (b) the accountant's report for BlueStar's certified financial statements; and (c) a schedule showing the calculation of each financial ratio to BlueStar's certified financial statements provided for each input of the calculation. The information contained in Exhibit E is confidential and proprietary, and has been submitted as such. BlueStar requests that the Commission treat all information contained in Exhibit E as confidential and proprietary.
- 20) BlueStar will not provide electric power and energy with property, plant and equipment that it owns, controls, or operates.

TECHNICAL QUALIFICATIONS [451.230]

- 21) BlueStar will not use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers. BlueStar meets the requirements of Part 451.230, as demonstrated in Exhibit F.

BlueStar has arranged to provide the following:

- (1) A 24 hour scheduling facility for coordination with control centers of scheduling changes, reserve implementation, curtailment orders, and interruption plan implementation; and
- (2) To maintain a telephone number, fax number, and address where its staff can be reached directly at all times. The 24-hour telephone number is (312) 628-8681; the fax number is (866) 422-2515; and the address is 5105A North Glen Park Place, Peoria, IL 61614.

BlueStar maintains an office in Peoria, Illinois, where all energy trading and scheduling will be performed by BlueStar employees. BlueStar's Chicago and Peoria offices are connected by a common telephone system and intranet.

BlueStar is not relying on one or more agents or contractors to meet the technical and managerial requirements of Part 451.120 and 451.130, 451.230 and 451.240, 451.330 and 451.420.

MANAGERIAL QUALIFICATIONS [451.240 and 451.250]

- 22) BlueStar meets the managerial qualifications set forth in Part 451.240, as demonstrated in Exhibit G. Exhibit G includes a chart containing a corporate

organizational chart and identifying the persons who are being used to meet the requirements of Part 451.240(b).

- 23) BlueStar is not relying on one or more agents or contractors to meet the technical and managerial requirements of Part 451.120 and 451.130, 451.230 and 451.240, 451.330 and 451.420.

SINGLE BILLING SERVICE [451.510]

- 24) BlueStar does not intend to provide single billing services, but reserves the right to petition the Commission at a later date for approval of single bill service.

WHEREFORE, BlueStar requests that the Commission grant its Application to Amend Its Existing Certificate of Service Authority for provision of authority to serve retail customers with electric usage of 15,000 kilowatt hours per year or greater in the service territories of Illinois Power Company, AmerenCIPS, and AmerenCILCO in the State of Illinois no later than 45 days after the filing of this petition.

Respectfully submitted,

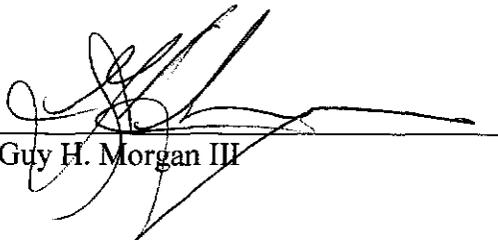
BLUESTAR ENERGY SERVICES, INC.



Jon M. Casadont
General Counsel

VERIFICATION

Guy H. Morgan III, being first duly sworn, deposed and says that he is the Chief Executive Officer of BlueStar Energy Services, Inc.; that he has read the foregoing Application of BlueStar Energy Services, Inc., and all of the attachments accompanying and referred to within the Application; and the statements contained in the Application and the attachments are true, correct and complete to the best of his knowledge, information and belief.


Guy H. Morgan III

Subscribed and sworn to before me
this 27th day of September, 2004.


Notary Public

