

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

XOOM Energy Illinois, LLC

Application for Certificate of
Service Authority under Section
16-115 of the Public Utilities Act.

Docket No. 11-0705

CHIEF CLERK'S OFFICE

2011 NOV 22 1 P 1:03

ILLINOIS COMMERCE
COMMISSION

MB

**VERIFIED RESPONSE TO THE
ADMINISTRATIVE LAW JUDGE'S NOVEMBER 10, 2011 RULING**

XOOM Energy Illinois, LLC ("Applicant"), by its counsel, Michelle W. Harding, respectfully submits this Verified Response to the Administrative Law Judge's November 10, 2011 Ruling relating to XOOM Energy Illinois' Application to become certified as an Alternative Retail Electric Supplier ("ARES"), and states as follows:

General Requirements:

Subsection 451.30(a) – Proof of publication

An original and two copies of proof of publication has been provided to the Chief Clerk.

Qualifications of Agents and Contractors:

A copy of the agreement between XOOM Energy and PPL Solutions, LLC is attached to this Supplemental Response as Attachment H.

As indicated in Applicant's response Applicant and its parent company, XOOM Energy "will (emphasis added) enter into a service agreement...for the management of customer service, billing, and other back office functions (operations) of Applicant." As the service agreement discussed above has not yet been executed by the parties it is not a document which Applicant can submit at this time. Applicant will make every effort to provide the Commission with a copy of the fully executed service agreement, at the Commission's request once it is fully executed.

Technical Requirements

Subsection 451.330(b) – Applicant must have at least one individual on its staff with at least four years' experience buying and selling power energy in wholesale markets; and at least one year experience working for an entity that is either a member of PJM, a market participant in the Midwest ISO, or has a system operator certificate from NERC, or has earned Certified Energy Procurement Professional status by the Association of Energy Engineers (or equivalent certification).

Applicant has submitted the name and resume of Robert Blake. In addition Applicant would add the name of Jason C. Loehde, Manager Pricing and Structure.

Jason Loehde has at least four years of experience buying and selling power and energy in wholesale markets and at least one year of schedule experience working for an entity that is either a member of PJM, a market participant in the Midwest ISO, or has a system operator certificate from NERC, or has earned Certified Energy Procurement Professional status by the Association of Energy Engineers or equivalent certification as required under Part 451.330(b). Jason Loehde's resume is attached as Attachment J.

Pursuant to Section 451.330(c), Application agrees to maintain telephone and fax numbers and addresses where its staff can be directly reached at all times. This contact information is as follows:

Contact: Jason Loehde
13850 Ballantyne Corporate Place
Suite 150
Charlotte, NC 28277
T: 704-274-1429
F: 877-396-6041

Managerial Requirements:

Subsection 451.340, an applicant shall be deemed to possess sufficient managerial capabilities to serve retail customers under Subpart D if, in management positions, it has:

- Three or more individuals with four or more years of experience with enterprise financial and administration responsibilities including profit and loss responsibilities,
- Three or more individuals with four years' experience buying and selling power and energy in wholesale markets, and
- Three or more individuals with four years electric systems operational experience.

Applicant meets the managerial qualifications set forth in [Part 451.340] (not applicable to Subpart E Applicants), as demonstrated in Attachment E. Attachment K includes an exhibit containing a corporate organizational chart and identifying the persons or agents who are being used to meet each of the requirements of Part [listed applicable code part: 451.130(b), 451.240(b), or 451.340(b)].

Requirement: Three or more individuals with four or more years of experience with enterprise financial and administration responsibilities, including profit and loss responsibilities:

- Tom L. Uly, CEO - Mr. Uly has over 11 years' experience Executive Management experience and over 21years of management and operational experience in the energy industry covering all areas of operations, administration and finance, including profit and loss responsibilities.
- Andrew Coppola, Vice President of Supply – Mr. Coppola has over 28 years of energy industry experience with 13 years of that in Senior Management positions with responsibilities that included profit and loss responsibilities.
- Robert A. Blake, COO – Mr. Blake has over 32 years' experience in the energy industry with over 12 years' experience in Senior level management positions responsible for operations, administration and finance, including profit and loss responsibilities.

Requirement: Three or more individuals with four years' experience buying and selling power and energy in wholesale markets.

- Andrew Coppola, VP of Supply – In positions of Senior Management with ACN Energy Management, Commerce Energy, DTE Energy Trading, and CMS Marketing, Services and Trading, Mr. Coppola has over 10 years of experience on all aspects of power supply, including buying and selling power and energy in wholesale markets.
- Robert A. Blake, COO – In positions of Senior Management with MX Energy, United Energy, and Conective Energy, Mr. Blake has over 13 years of senior level management experience on all aspects of power supply, including buying and selling power and energy in wholesale markets.
- Jason Loehde – Manager Pricing and Structure. In positions with Commerce Energy, Cargill Power Markets; and Aquila Inc. Mr. Loehde has over 5 years of management experience on all aspects of power supply, including buying and selling power and energy in wholesale markets.

Requirement: Three or more individuals with four years electric systems operational experience.

- Robert Blake, COO – In positions with United Illuminating Company, Mr. Blake has over 18 years of managerial experience, including 5+ years electric systems operational experience.
- Andrew Coppola, VP of Supply – In positions with Commerce Energy and CMS Marketing, Service and Trading, Mr. Coppola has over 6 years of managerial experience including electric systems operational experience.

- David Johnson, Manager of Energy Forecasting – Mr. Johnson has over 22 years of energy industry experience, including 5 years of electric systems operational experience.

Financial Requirements:

Section 451.50 License or Permit Bond:

Attached please find a Rider to the Bond submitted by Applicant with citing 451.50 of the Administrative Code.

Section 451.320 Financial Qualifications:

Attached please find an amendment to Attachment D of Applicant's application.

Consumer Complaints in other jurisdictions:

Applicant is not licensed as an alternative electric supplier in any other jurisdiction, similar to the licensure required under Section 16-115 of the Illinois Public Utilities Act. Information regarding Applicant's affiliated companies is attached here to as Attachment G.

Respectfully submitted,

XOOM ENERGY ILLINOIS, LLC

By: 1s1 Michelle W. Harding
General Counsel, XOOM Energy, LLC
Single Member manager, XOOM
Energy Illinois, LLC

Michelle W. Harding
Vice President, Secretary and
General Counsel
XOOM Energy, LLC
13850 Ballantyne Corporate Place
Suite 150
Charlotte, NC 28277
(704) 274-1450
Mharding@xoomenergy.com

STATE OF NORTH CAROLINA)
)
MECKLENBURG COUNTY)

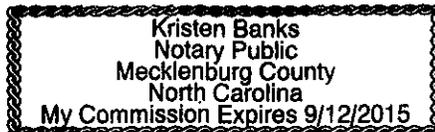
VERIFICATION

Michelle W. Harding, being first duly sworn, on oath deposed and says that she is the Vice President, Secretary and General Counsel of XOOM Energy, LLC single-member manager of XOOM Energy Illinois, LLC and that she has read the above and foregoing document and attachments thereto, knows of the contents thereof, and that the same is true to the best of her knowledge, information, and belief.

Michelle W. Harding

Michelle W. Harding

Subscribed and sworn to me
This 18th day of November 2011.



Kristen Banks

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

XOOM Energy Illinois, LLC

Application for Certificate of
Service Authority under Section
19-110 of the Public Utilities Act.

Docket No. 11-0705

NOTICE OF FILING

Please take notice that on November 18, 2011, the undersigned, an attorney, caused the Verified Response to the Administrative Law Judge's November 10, 2011 Ruling, and the attachments thereto, to be filed on behalf of XOOM Energy Illinois, LLC with the Chief Clerk of the Illinois Commerce Commission, in the above-referenced proceeding.

Dated: November 18, 2011


Michelle W. Harding

CERTIFICATE OF SERVICE

I, Michelle W. Harding, an attorney, certify that copies of the foregoing document(s) were served upon the parties on the Illinois Commerce Commission's service list as reflected below on November 18, 2011.


Michelle W. Harding

Thomas Ulry, Chief Executive Officer
XOOM Energy Illinois, LLC
13850 Ballantyne Corporate Place, Ste. 150
Charlotte, NC 28277
11-0724 Petitioner and Party of Record

Yassir Rashid, ALJ's Assistant
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
yrashid@icc.illinois.gov
11-0705 Miscellaneous and Party of Record

Phil Hardas, ALJ's Assistant
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
phardas@icc.illinois.gov
11-0705 Miscellaneous and Party of Record

Michael L. Wallace, Administrative Law Judge
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
Mwallace@icc.illinois.gov
11-0705 Miscellaneous and Party of Record

Michelle W. Harding
Vice President, Secretary and
General Counsel
XOOM Energy, LLC
13850 Ballantyne Corporate Place
Suite 150
Charlotte, NC 28277
(704) 274-1450
Mharding@xoomenergy.com

XOOM Energy Illinois, LLC
ARES Application
Docket # 11-0705

Chuy Clark

**NORTH AMERICAN
SPECIALTY INSURANCE COMPANY**
1200 Arlington Heights Road, Suite 400
Itasca, Illinois 60143-2625

RIDER

Rider to be attached to and form part of Bond No: 2104394 effective
September 2, 2011 on behalf of Xoom Energy Illinois, LLC executed by
NORTH AMERICAN SPECIALTY INSURANCE COMPANY and in favor of The People of the State of
Illinois

It is hereby agreed that:

The second paragraph is hereby amended to read as follows:

**THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That
WHEREAS, the Principal has been or is about to be granted a license
or permit to do business or operate as an Alternative Retail Electric
Supplier ("ARES") under 220 ILCS 5/16-115 and is required to
execute this bond under 83 Illinois Administrative Code Part 451.50 by
the Obligee.**

Nothing herein contained shall vary, alter, extend any of the terms and conditions of the attached bond and the attached bond as amended by this rider except as noted above, and it is expressly understood and agreed that the liability of the attached bond as amended by this rider shall not be cumulative.

This rider is effective on 2nd day of September, 2011.

Signed, sealed and dated this 10th day of November, 2011.

Xoom Energy Illinois, LLC

By: Michelle W. Harding

**NORTH AMERICAN SPECIALTY
INSURANCE COMPANY**

By: Angela D. Ramsey
Angela D. Ramsey, Attorney-in-Fact

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

G. TIMOTHY WILKERSON, WILLIAM J. QUINN, JOHN F. THOMAS, JOHN D. LEAK, III,
JENNIFER C. HOEHN, DONNA K. ASHLEY, WENDY E. LAHM and ANGELA D. RAMSEY

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

FIFTY MILLION (\$50,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 24th of March, 2000:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature]
Steven P. Anderson, President & Chief Executive Officer of Washington International Insurance Company
& Senior Vice President of North American Specialty Insurance Company



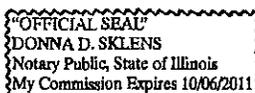
By [Signature]
David M. Layman, Senior Vice President of Washington International Insurance Company
& Vice President of North American Specialty Insurance Company

IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 15th day of December, 2010.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Cook ss:

On this 15th day of December, 2010, before me, a Notary Public personally appeared Steven P. Anderson, President and CEO of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Senior Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



[Signature]
Donna D. Sklens, Notary Public

I, James A. Carpenter, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 10th day of November, 2011.

[Signature]

James A. Carpenter, Vice President & Assistant Secretary of Washington International Insurance Company & North American Specialty Insurance Company