

[The Form for ARES Applicants has been prepared by the Staff of the Illinois Commerce Commission. It is intended to be a source of information and a template that may be of use to entities petitioning the Illinois Commerce Commission for a Certificate of Service Authority to be an Alternative Retail Electric Supplier ("ARES") under Section 16-115 of the Public Utilities Act ("Act") [220 ILCS 5/16-115] and 83 Ill. Adm. Code 451 ("Part 451"), Certification of Alternative Retail Electric Suppliers. This form is presented in a generic format and should be individually tailored by each ARES applicant before sending to the Illinois Commerce Commission. **Some text, including bracketed text that identifies possible responses, should be replaced with the correct information or deleted entirely, as applicable. Section references should not be altered.** This Form is not intended to constitute legal advice regarding compliance with Section 16-115 of the Act, 83 Ill. Adm. Code 451, or any applicable case law.]

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

[American PowerNet Management, LP]

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

Docket No.

12-0216

APPLICATION

[American PowerNet Management, LP] ("Applicant"), hereby requests that the Illinois Commerce Commission ("Commission") grant it a certificate of service authority pursuant to Section 16-115 of the Public Utilities Act ("Act"). In support of its application, Applicant states as follows:

GENERAL [451.20, 451.30, 451.210, and 451.310]

1. Applicant's name and street address: [451.20(c)(1)]

**American PowerNet Management, LP
45 Commerce Drive
Wyomissing, PA 19610-1038**

2. Related Information:

- Type of business entity: [Limited Partnership]

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COMMISSION

- Jurisdiction in which and under whose laws business entity was created:
Pennsylvania
- Other names under which Applicant does business (D/B/A): **N/A**
- Federal Employer Identification Number: [451.20(c)(2)] **23-3021771**
- Registered Agent in Illinois: **National Registered Agents, Inc., 200 West Adams Street, Chicago, IL 60606**

3. Contact Persons for the following:

- a) Issues related to processing this application,
Jordan Dialectos, Power Supply Coordinator
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
jordand@americanpowernet.com

Linda Jablonski, Office Manager
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
LindaJ@americanpowernet.com

- b) Issues related to retail customers, including complaint resolution, and
David Butsack, VP Operations
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
DButsack@americanpowernet.com

Jordan Dialectos, Energy Analyst
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
jordand@americanpowernet.com

- c) Technical issues, including scheduling of generation, transmission, and distribution, and issues arising from relationships with other providers of electric services.

David Butsack, VP Operations
45 Commerce Drive
Wyomissing, PA 19610
P: 610-372-8500 F: 610-372-9100
DButsack@americanpowernet.com

Jordan Dialectos, Energy Analyst
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
jordand@americanpowernet.com

Brian Vayda, VP Market Strategies
45 Commerce Drive
Wyomissing, PA 19610-1038
P: 610-372-8500 F: 610-372-9100
BVayda@americanpowernet.com

Provide each contact person's name, title, mailing address, telephone number, facsimile number, and e-mail address.

4. Applicant **[AGREES]** to accept service by electronic means. [451.30(e)]
5. Applicant is licensed to do business in the State of Illinois, as demonstrated in **Attachment A** [451.20(d)(1)]

A copy of the Certificate to transact business in Illinois is labeled Attachment "A"

6. Applicant will publish notice of its application for certification in the Official State Newspaper within 10 days following its filing of the application for certification. The applicant will file proof of publication with the Clerk of the Commission within 5 days after publication. [451.30(a)]

American PowerNet Management, LP will publish notice in Breeze Courier following submission of its ARES application with the ICC.

7. Applicant's employees that will be installing, operating, and maintaining generation, transmission, or distribution facilities within the State of Illinois, as well as any entity with which the Applicant has contracted to perform those functions, have the requisite knowledge, skills, and competence to perform those functions in a safe and responsible manner in order to provide safe and reliable service in accordance with the criteria stated in Section 16-128(a) of the Act [220 ILCS 5/16-128(a)], as demonstrated in Attachment __. [451.20(d)(2)] [If applicable]

Not applicable. American PowerNet, Management, LP has no intent to install, operate or maintain any generation, transmission, or distribution facilities.

8. Description of Applicant's business. Applicant **[IS NOT]** affiliated with an Illinois utility. [If applicant is affiliated, identify the utility affiliate and describe the affiliate relationship] [451.30(c)(1)]

American PowerNet Management, LP is an independent power company not affiliated with any utility or marketer. For over 15 years we have been helping clients cut power procurement costs through innovative wholesale and retail supply side management services. American PowerNet Management, LP found its niche assisting large retail customers “buy direct” in the wholesale market. Our award winning services include, wholesale procurement, retail aggregation groups, load response, green power procurement, forecasting and consulting services. The structure of our business provides price transparency, liquidity, more buying options, and more counter parties to our clients.

9. Geographic area in which Applicant seeks to be authorized to offer service (if less than entire State, provide detailed description) and the types of services it intends to offer. [451.30(c)]

American PowerNet Management, LP intends to offer two different products in the areas listed below.

Areas American PowerNet intends to offer products: Ameren, Electric Energy Inc., MidAmerican Energy Company, Mt. Carmel Public Utility Company, and Commonwealth Edison Company.

1. **Wholesale Pass Through cost:** American PowerNet reserves this product for large industrial/commercial customers with a minimum demand of approximately 4 MW. American PowerNet found its niche serving this customer class in other PJM, ERCOT, and ISO-NE states. Large power consumers love the transparency of this model. American PowerNet Management, LP provides its customers with wholesale generated bills and the supporting ISO line item detail that backs their charges. The product is for sophisticated energy consumers who seek to have control over their Day-Ahead vs. Real Time spot market positions. Other services provided through this product include: 7-day running load forecast, interval data analysis, ePowerment iphone/droid power price application, quarterly FERC, and EIA filings on behalf of the customer, nodal analysis (American PowerNet was the first company in the nation to take a customer to nodal pricing), load response, and a reverse auction platform for clients who wish to put hedges in place.
2. **Traditional Retail rates:** American PowerNet Management, LP will also offer “traditional” retail rates to small commercial (less than 400 KW) and residential customers. The products provided to these rate classes are listed below.

Small Commercial: fixed rate per kWh, variable rate per kWh, block plus index

Residential: fixed rate per kWh, variable rate per kWh

10. Identification of the Part 451 subpart (Subpart B, C, D, or E) under which the applicant is filing. Description of the characteristics of customer group(s) Applicant proposes to serve. [451.30(c)(2)]

Subpart D- serve ALL retail customers

11. Applicant notified the designated in-state agent for each affected utility that Applicant intends to serve customers in that utility's service area, as demonstrated in **[Attachment B]**. [451.30(c)(3)]

Notification letters to Ameren, Commonwealth Edison Co, Electric Energy Inc., MidAmerican Energy Company, and Mt. Carmel Public Utility Company can be found in Attachment B.

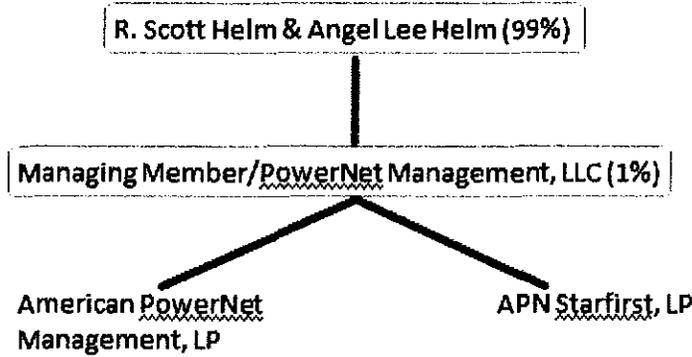
[Utility designated in-state agents are identified on the Commission's web site: <http://www.icc.illinois.gov/utility/list.aspx?type=electricity>]

12. Applicant 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; [451.20(a)]
 - b) will comply with informational and reporting requirements that the Commission may by rule establish; [451.20(b)]
 - c) complies with all other applicable laws and regulations and Commission rules and orders; [451.20(e)]
 - d) complies with all terms and conditions required by Sections 16-115A(a), (b), 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 the alternative retail electric supplier; [451.30(d)(2)] and
 - e) [for Subpart C and D applicants] complies with all terms and conditions required by Section 16-115A(c) of the Act. [451.210 and 451.310(a)]
13. Applicant agrees to submit good faith schedules of transmission and energy in accordance with applicable tariffs. [451.20(a)]
14. Applicant certifies that it will provide for review by Staff on a confidential and proprietary basis data related to contracts for the purchase and sale of electric power and energy; [451.20(b)]

15. Applicant shall certify it will procure renewable energy resources as required by Section 16-115D and subsection (d) of Section 16-115 of the Act, or shall certify that Section 16-115D and subsection (d) of Section 16-115 of the Act do not apply to it pursuant to subsection (h) of Section 16-115D of the Act. [451.20(f)].
16. Applicant shall certify that it will source electricity from clean coal facilities, as required by Section 16-115(d)(5) of the Act. [451.20(g)]
17. Applicant 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. [451.40(a)]
18. Applicant agrees to adopt and follow rules and procedures to preserve the confidentiality of its customer's data. [451.40(b)]
19. State whether Applicant currently has authority from the Commission to be an ARES, and if so, the Docket Number under which such authority was granted. [(If Applicant currently has a Certificate of Service Authority) Applicant requests that such current authority be consolidated with any authority granted pursuant to this application, under the docket number of this application.]

American PowerNet Management, LP seeks approval from the Commission to become an ARES. Please, note our sister company, APN Starfirst, LP has been a market participant ARES since 2006. All staffers who currently handle APN Starfirst, LP will facilitate the responsibilities for American PowerNet Management, LP.

APN Starfirst, LP is a company that was set up separate from our core business (American PowerNet Management, LP) to specifically serve Pittsburgh Paint and Glass Industries (PPG) facilities throughout the nation. Starfirst operates in deregulated markets where PPG has plants, including PJM, MISO, and ERCOT. PPG employs our "Wholesale Pass Through" service. All billings and power purchases under APN Starfirst, LP belongs to PPG Industries. American PowerNet Management, LP team members have handled the ARES responsibilities for APN Starfirst, LP since inception in Ameren in 2006. We are now seeking to have our main operations (American PowerNet Management, LP) certified in Illinois. Below is our company's ownership and organizational structure.



Below are the names and job titles of all staffers that work for American PowerNet Management, LP/ APN Starfirst, LP.

- Scott Helm- President
- David Butsack- VP Operations and Logistics
- Brian Vayda- VP Market Strategies
- Jason Fletcher- VP Forecasting and Analysis
- Bea Tunmer- Energy Analyst
- Gene Carter- Controller
- Jordan Dialectos- Power Supply Coordinator
- Linda Jablonski- Office Manager
- Koren Seibert- Supervisor/Support Services
- Tom Hawes- VP Energy Management

The exhibit below demonstrates the overlap of staffer responsibilities for BOTH American PowerNet Management, LP and sister company APN Starfirst, LP.

Organizational Structure



American  PowerNet



20. A statement to disclose whether it is licensed as an alternative retail electric supplier in any other jurisdictions, similar to the licensure required under Section 16-115 of the Illinois Public Utilities Act. Additionally, the Applicant is directed to disclose whether it has had any complaints filed against it for its provision of any services in the electric or gas industry in this or any other jurisdiction. If yes, the Applicant is directed to include in its response the nature of the complaint, the jurisdiction, and the ultimate resolution.

American PowerNet Management, LP is a market participant in the PJM Interconnection, ISO-NE, MISO, and ERCOT territories. We currently conduct business in the following utilities footprints (Ameren, National Grid, NStar, Public Service of New Hampshire, Central Maine Power, Ohio Edison, The Illuminating Company, Duquesne Power, West Penn Power, Potomac Edison, Met-Ed, PPL, PECO, PSEG, AECO, Delmarva Power Light, PEPCO, and BGE, Centerpoint, and Oncor.

There have been NO complaints filed against American PowerNet Management, LP in any territories.

LICENSE OR PERMIT BOND [451.50]

21. Applicant is required to execute and maintain a copy of the license or 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. The amount of the bond shall equal the amount specified in Part 451.50(**\$300,000**) for the appropriate group of customers the Applicant seeks certification to serve. [Attach a copy of the license or permit bond required by Part 451.50(a) and proof that the surety meets the definition of “qualifying surety” as set forth in Part 451.10.]

Please find a copy of our bond at the bottom of Attachment C. The original copy of our bond agreement will be sent to the ICC as soon as we receive it.

[A list of Sureties that meet the definition of “qualifying surety” can be found on the Department of the Treasury's Listing of Approved Sureties (Department Circular 570) (<http://www.fms.treas.gov/c570/c570.html>)]

FINANCIAL QUALIFICATIONS [Clearly state 451.110, 451.220, or 451.320—Not applicable to Subpart E Applicants]

22. Applicant meets one of the six financial criteria set forth in **Part 451.320(a)(3)**, 451.220(a)(1-6), or 451.320(a)(1-6), as demonstrated in **Attachment C**. [Attach a copy of the documents that demonstrate that the Applicant meets the applicable criteria. The applicant must state the specific subsection of the financial criteria it seeks to meet] If a Subpart C or D Applicant fails to meet or qualify for certification under Part 451.220(a) or 451.320(a), the Applicant shall so state and provide the information required by Part 451.220(b) or 451.320(b).

[An applicant applying under Part 451.220(b) or 451.320(b) should clearly demonstrate that it is unable to meet or qualify for certification under Part 451.220(a) or 451.320(a).]

23. Applicant **WILL NOT** provide electric power and energy with property, plant and equipment that it owns, controls, or operates.

TECHNICAL QUALIFICATIONS [Clearly state 451.120, 451.230, 451.330, or 451.420]

24. Applicant **WILL NOT** use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers.

[Note: Even if applicant will not use electrical generation, transmission, or distribution facilities that it owns, controls or operates in serving customers, the applicant still must demonstrate it satisfies the other technical qualifications contained in Part 451.120, Part 451.230, Part 451.330; or Part 451.420.]

Applicant meets the requirements of [list applicable code part: Part 451.120, Part 451.230, **Part 451.330**, or Part 451.420] as demonstrated in **Attachment D**.

[List each technical qualification from the applicable code part, and identify by name the individual(s) on Applicant's staff with relevant experience. The attachment should provide resume information for the named individuals that applicant believes satisfies the applicable technical experience requirements, including the duration of that experience.] **Attachment D**

[**Subparts D**] The following individuals on Applicant's staff have experience working with Applicant's facilities or an electric generation, transmission, or distribution facility that is substantially similar to the facility that Applicant owns: [Names of individuals]

N/A

[**for Subparts D**] The following individuals on Applicant's staff have experience buying and selling power and energy in wholesale markets: [Names of individuals]

David Butsack, VP of Operations
10+ years wholesale power transaction experience

Brian Vayda, VP of Market Strategies
8+ years of wholesale power transaction experience

Beverly Tunmer, Energy Analyst
8+ years of wholesale power transaction experience

[for Subparts D] The following individuals on Applicant's staff have 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): [Names of individuals]

ALL American PowerNet Management, LP members have experience working for a PJM member company as our company is a member. Employees are listed below:

David Butsack, VP of Operations

Brian Vayda, VP of Market Strategies

Beverly Tunmer, Energy Analyst

Jason Fletcher, VP Analysis

Gene Carter, Controller

Scott Helm, President

Linda Jablonski, Office Manager

Jordan Dialectos, Powersupply Coordinator

Koren Seibert, Supervisor, Account Services

Tom Hawes, VP Energy Management

[for Subparts D] Applicant agrees to maintain the following telephone number, fax number, and address where Applicant's staff can be directly reached at all times. Applicant understands that maintenance of an answering service or machine, pager, or similar message-taking procedure does not satisfy this requirement. [451.230(c), 451.330(c), 451.420(b)]

Telephone #	610-372-8500
Fax #	610-372-9100
Address	45 Commerce Drive Wyomissing, PA 19610-1038

MANAGERIAL QUALIFICATIONS [Clearly state 451.130 and 451.140, 451.240 and 451.250, 451.340 and 451.350, or 451.430]

25. Applicant meets the managerial qualifications set forth in [Part 451.130] [451.240] [451.340] (not applicable to Subpart E Applicants), as demonstrated in **Attachment E. Attachment E** 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 [list applicable code part: 451.130(b), 451.240(b), or 451.340(b)].

[List each of the managerial qualifications from the applicable code part, and identify by name the individual(s) on Applicant's staff with relevant experience. The attachment should provide resume information for the named individuals that applicant believes satisfies the applicable managerial experience requirements, including the duration of that experience.]

[for Subpart B applicants] The following individual in a management position on Applicant's staff has three or more years experience in a business enterprise:

[for Subpart C or D applicants] The following individuals in management positions on Applicant's staff have four years experience with enterprise financial and administration responsibilities including profit and loss responsibilities: [Names of individuals] [Note: Subpart C requires one individual and Subpart D requires three]

Gene Carter, Controller

Linda Jablonski, Office Manager

Scott Helm, President

[for Subpart D applicants] The following three individuals in management positions on Applicant's staff have four years experience buying and selling power and energy in wholesale markets: [Names of individuals]

Same as Attachment D:

David Butsack, VP of Operations
10+ years wholesale power transaction experience

Brian Vayda, VP of Market Strategies
8+ years of wholesale power transaction experience

Beverly Tunmer, Energy Analyst
8+ years of wholesale power transaction experience

[for Subpart D applicants] The following three individuals in management positions on Applicant's staff have four years electric system operational experience:

David Butsack, VP of Operations
10+ years electric system operational experience

Brian Vayda, VP of Market Strategies
8+ years of electric system operational experience

Beverly Tunmer, Energy Analyst
8+ years of electric system operational experience

26. Applicant **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 451.340, or 451.420. [(If Applicant is relying on such agents or contractors)] Each agent and contractor on whom the Applicant relies to meet these requirements is disclosed on Attachment __. Attachment should include narrative and/or resumes of agent's or contractor's key personnel showing clearly how each applicable technical or managerial experience requirement is being met. [451.140(a), 451.250(a), 451.350(a), or 451.430(a)] Applicant certifies that each such agent or contractor will comply with all the sections of Part 451 that are applicable to the functions to be performed by the respective agent or contractor. [451.140(b), 451.250(b), 451.350(b), or 451.430(b)]

FINANCIAL QUALIFICATIONS FOR SINGLE BILLING SERVICE [451.510]

27. Applicant [intends][**does not intend**] to provide single billing services. [(If Applicant intends to provide single billing services) A demonstration that Applicant meets one of the four creditworthiness standards as required in Part 451.510 is set forth in Attachment __.]

GENERAL PROVISIONS FOR APPLICANTS FILING UNDER SUBPART D [451.310]

28. Applicant **HAS NOT** been denied an electric supplier license in any state in the United States. Attachment __ provides details about each denial, including the name, date, case number, and jurisdiction of the denied application. [451.310(c)(1)]
29. Applicant **HAS NOT** had an electric supplier license suspended or revoked by any state in the United States. Attachment __ provides details about each suspension/revocation, including the name, date, case number, and jurisdiction of the suspension/revocation order. [451.310(c)(2)]

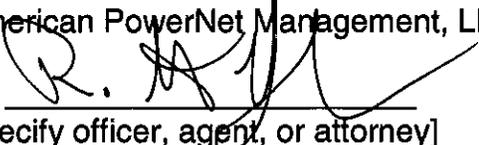
30. Applicant **DOES NOT HAVE** other electric supplier license applications pending in the United States: [List each state in which an application is pending, if applicable]]. [451.310(c)(3)]
31. Applicant **IS NOT** the subject of any lawsuits that were filed in a court of law or formal complaints that were filed with a regulatory agency alleging fraud, deception or unfair marketing practices, or other similar allegations. Attachment ___ provides details about each such lawsuit and/or complaint, including the name, date, case number, and jurisdiction of the lawsuit/complaint. [Note that for the purpose of this entry, formal complaints include only those complaints that seek a binding determination from a state or federal regulatory body.] [451.310(c)(4)]
32. Applicant certifies that its marketing materials which make statements concerning prices, terms and conditions of service contain information that adequately discloses the prices, terms and conditions of the products or services that the Applicant is offering or selling to the customer. [451.310(d)(1)]
33. Applicant certifies that before any customer is switched from another supplier, Applicant will give the customer written information that adequately discloses, in plain language, the prices, terms and conditions of the products and services being offered and sold to the customer. [451.310(d)(2)]
34. Applicant certifies it will provide documentation to the Commission and to customers that substantiates any claims made by the Applicant regarding the technologies and fuel types used to generate the electricity offered or sold to customers. [451.310(d)(3)]
35. Applicant certifies it will provide to the customer itemized billing statements that describe the products and services provided to the customer and their prices, and provide an additional statement, at least annually, that adequately discloses the average monthly prices, and the terms and conditions, of the products and services sold to the customer. [451.310(d)(4)]
36. Applicant certifies it will include materials comprising the consumer education program (pursuant to Section 16-117 of the Act [220 ILCS 5/16-117]) with all initial mailings to potential residential and small commercial retail customers and before executing any agreements or contracts with such customers, and that Applicant will provide these materials at no charge to residential and small commercial retail customers upon request. [451.310(e) and 451.310(f)]
37. Applicant certifies it will provide to residential and small commercial retail customers on a semiannual basis information on how to obtain a list of alternative retail electric suppliers that have been found in the last 3 years by the Commission (pursuant to Section 10-108 of the Act [220 ILCS 5/10-108]) to have failed to provide service in accordance with the terms of their contracts (pursuant to Section 16-117(g)(4)(C) of the Act). [451.310(g)]

Form for ARES Applicants

WHEREFORE, Applicant requests that the Commission grant its application for service authority to serve retail customers [identify the characteristics of the customer group(s) that Applicant proposed to serve] in [describe area for which certification is sought, as in paragraph 7 above].

Respectfully submitted,

[American PowerNet Management, LP]

By: 
[Specify officer, agent, or attorney]

Name of Attorney: Elizabeth Whittle, Esquire
Attorney's Firm or Company Name: Nixon Peabody, LLP
Address of Attorney: 401 9th Street, N.W. Suite 900, Washington, D.C. 20004-2128
Attorney's Telephone Number: 202-585-8338
Attorney's Fax and E-mail (optional): 202-585-8080

VERIFICATION

STATE OF Pennsylvania)
COUNTY OF Berks)

ss:

R. Scott Helm, being first duly sworn, deposes and says that he is the President for [American PowerNet Management, LP]; that he has read the foregoing Application of [American PowerNet Management, LP] and all of the attachments accompanying and referred to within the Application; and that the statements contained in the Application and the attachments are true, correct and complete to the best of [his] knowledge, information and belief.



[Name of person verifying application]

Subscribed and sworn to before me
this 14th day of MARCh, [year].
2012


Notary Public

[Stamp of Notary]

