

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00 :  
 2. BUREAU: FUS :  
 3. SECTION(S) : :  
 5. APPROVED BY: : 4. PUBLIC MEETING DATE: .  
     DIRECTOR: : 00/00/00  
     SUPERVISOR: :  
 6. PERSON IN CHARGE: : 7. DATE FILED: 06/07/04  
 8. DOCKET NO: A-110161 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: ENERGYWINDOW, INC

COMP/APP COUNTY:

UTILITY CODE: 110161

ALLEGATION OR SUBJECT

APPLICATION OF ENERGYWINDOW, INC. D/B/A ENERGYWINDOW, INC., FOR APPROVAL TO OFFER, RENDER, FURNISH, OR SUPPLY ELECTRICITY OR ELECTRIC GENERATION SERVICES AS AN AGGREGATOR TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

DOCUMENT  
 FOLDER  
**DOCKETED**  
 JUN 09 2004



June 1, 2004

ORIGINAL

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SECRETARY'S BUREAU

DOCUMENT  
FOLDER

James J. McNulty, Secretary  
Keystone Building, 400 North Street  
2<sup>nd</sup> Floor, Room N201  
Harrisburg, PA 17120

Dear Mr. McNulty:

A-110161

Enclosed please find one signed and verified original application for an Electric Generation Supplier License and eight copies. Also enclosed is our check for \$350.00 made to the Commonwealth of Pennsylvania and a 3.5" diskette with an electronic version of the application.

Please contact me at your earliest convenience if you require any additional information.

Cordially:

Joan E. Wright  
Vice President Finance and  
Administration

Enclosure

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BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

A-110161

Application of EnergyWindow, Inc. , d/b/a EnergyWindow, Inc., for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) aggregator 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:

Energy Window, Inc.  
4750 Walnut St., Suite 106  
Boulder, CO 80301  
Toll Free: 877-444-0087  
Greater Denver: 303-444-2366  
Fax: 303-546-9494

ORIGINAL

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.

No Predecessors

- 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:

Joan E. Wright  
Vice President Finance and Administration  
EnergyWindow, Inc.  
4750 Walnut Street, Suite 106  
Boulder, Co 80301  
Toll Free: 877-444-0087  
Greater Denver: 303-444-2366  
Fax: 303-546-9494

DOCKETED  
JUN 09 2004

- 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:

Chris Wiederspahn  
Vice President – Business Development  
2507 Simon Drive  
Reading, PA 19608  
Toll-Free: 1-877-444-0086  
Greater Philadelphia: 610-927-9913  
Fax: 877-349-7008

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

N/A

- 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:

CSC – Wendy smith – 2704 Commerce Drive, Suite B, Harrisburg, PA 17110

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

The Applicant is a :

- domestic corporation (none)
- x 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 Attached

# Delaware

PAGE 1

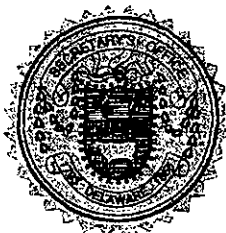
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENERGYWINDOW INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENERGYWINDOW INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3048873 8300

040268979

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3048947

DATE: 04-13-04

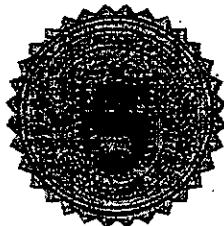
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ENERGYWINDOW INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2003, AT 4:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3048873 8100

AUTHENTICATION: 2534934

030470686

DATE: 07-18-03

**RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ENERGYWINDOW INC.**

**John H. Mason** hereby certifies that:

**ONE:** The name of the corporation is EnergyWindow Inc. and the date of filing the original Certificate of Incorporation of the corporation with the Secretary of State of the State of Delaware was May 27, 1999.

**TWO:** He is the duly elected and acting Chief Executive Officer and President of the corporation.

**THREE:** The Certificate of Incorporation of the corporation is hereby restated to read as follows:

**ARTICLE I**

The name of the Corporation (herein called the "Corporation") is ENERGYWINDOW INC.

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the registered agent of the Corporation at such address is The Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

a. Authorized Shares of Capital Stock. The Corporation shall be authorized to issue Seven Million One Hundred Sixteen Thousand Three Hundred Sixty Two (7,116,362) shares of all classes of capital stock, consisting of (i) Five Million Two Hundred Ninety Eight Thousand One Hundred Eighty One (5,298,181) shares of Common Stock, \$.001 par value (the "Common Stock"), and (ii) One Million Eight

Hundred Eighteen Thousand One Hundred Eighty One (1,818,181) shares of Series A Preferred Stock, \$.001 par value (the "Series A Preferred Stock").

b. Common Stock. Each share of Common Stock shall be identical in all respects and for all purposes and entitled to: one vote in all proceedings in which action may or is required to be taken by stockholders of the Corporation; participate equally in all dividends payable with respect to the Common Stock, as, if and when declared by the Board of Directors of the Corporation subject to any dividend preference in favor of the Series A Preferred Stock; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation, subject to any liquidation rights and preferences in favor of the Series A Preferred Stock.

c. Series A Preferred Stock. The terms, powers, preferences, rights, qualifications, limitations and restrictions of the Series A Preferred Stock shall be as follows:

1. Dividends. The Series A Preferred Stock shall not be entitled to receive dividends unless declared by the Board of Directors of the Corporation. No dividends shall be paid on any series or class of stock of the Corporation unless the Series A Preferred Stock participates *pari passu*. Any dividends to be paid on the Series A Preferred Stock shall be determined pro rata (treating outstanding Series A Preferred Stock on an as-if-converted to Common Stock basis).

2. Voting Rights. Except as otherwise required by law and with respect to the exercise of any rights appurtenant to the Series A Preferred Stock, the holders of the Series A Preferred Stock shall be entitled on an as-if-converted to Common Stock basis to vote on all matters submitted to the stockholders for a vote, voting together as a single class with the holders of the Common Stock.

3. Liquidation.

A. Major Event and Liquidation Preference. Upon the first occurrence of any voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation, or upon the occurrence of any merger or consolidation to which the Corporation is a party which results in a change of control of the Corporation, or the sale or transfer of all or substantially all the Corporation's assets or outstanding stock, buyout of the Corporation by its management or other transaction which results in a change of control of the Corporation, the occurrence of a reorganization of the Corporation (other than a reorganization for the sole purpose of changing the Corporation's place of incorporation), the cessation of substantially all of the business activities of the Corporation, or any other event or transaction having substantially the same effect upon the Corporation as any of the foregoing (each, a "Major Event"), the holders of the Series A Preferred Stock shall immediately, before or upon the occurrence thereof, be paid out of the assets of the Corporation available for



distribution to its stockholders a liquidation preference (the "Liquidation Preference") as follows and in the following order of priority:

(1) First, to the holders of the Series A Preferred Stock an amount equal to any declared but unpaid dividends on such Series A Preferred Stock, without interest;

(2) Second, to the holders of the Series A Preferred Stock pro rata in proportion to the amount of Series A Preferred Stock held by each such holder a preference payment of fifty-five cents (\$.55) per share (the "Preference Payment"); and

(3) Third, the remaining assets of the Corporation available for distribution to its stockholders shall be shared ratably among the holders of the Series A Preferred Stock and the holders of Common Stock *pari passu* treating outstanding Series A Preferred Stock on an as-if-converted to Common Stock basis.

B. Distribution Election. If a Major Event as set forth in Subparagraph A above is effected through the payment of a combination of cash and securities, the holders of a majority of the then outstanding shares of Series A Preferred Stock may require as a condition of the Major Event that the allocation of cash and securities to the holders of the Series A Preferred Stock be made according to a certain proportion, to be determined by agreement of the holders of a majority of the then outstanding shares of Series A Preferred Stock, which may be different than the allocation applicable to the holders of Common Stock, and such allocation to the holders of Series A Preferred Stock shall be made.

C. Valuation. If a Major Event as set forth in Subparagraph A above is effected through the payment of a combination of cash and securities, the value of such non-cash consideration shall be the fair market value of such property as determined in good faith by the Board of Directors, irrespective of any accounting treatment.

4. Mandatory Redemption. At any time more than four (4) years after the date of initial issuance of the Series A Preferred Stock by the Corporation, the holders of a majority of the then outstanding shares of Series A Preferred Stock may require by a written notice delivered to the secretary of the Corporation that the Corporation redeem the Series A Preferred Stock in whole or in part. The redemption price shall be the higher of: (i) fifty-five cents (\$.55) per share for each share of the Series A Preferred Stock being redeemed, plus any declared-but-unpaid dividends to which the holders thereof may be entitled or (ii) the Fair Market Value (see below) per share of the Series A Preferred Stock being redeemed. The redemption price shall be due and payable ninety (90) days after the redemption right is exercised by such delivery.

A. Fair Market Value. The "Fair Market Value" of a share of the Series A Preferred Stock shall be the net cash proceeds that would be received hypothetically by the holder thereof (giving full effect to the Liquidation Preference).

assuming an arms-length sale of the Corporation between a hypothetical willing buyer and a hypothetical willing seller, with neither party being under any undue pressure to complete the transaction, and with all parties having equal access to, and accurate knowledge of, all material facts. Disputes as to Fair Market Value shall be submitted to binding arbitration in Denver, Colorado, in accordance with the Commercial Arbitration Rules of the American Arbitration Association (expedited procedures) then in effect. There shall be three (3) arbitrators, all of whom shall be neutral, and at least one (1) of whom shall be an attorney licensed to practice law in the State of Colorado for at least ten (10) years. The arbitrators shall have the authority to exclude evidence found to be irrelevant, redundant or prejudicial beyond its probative value, and are instructed to exercise that authority consistently with reasonably expediting the proceeding. The arbitrators may order specific performance, preliminary and final injunctive relief and other equitable relief. The arbitrators in their discretion may award attorneys' fees and other costs and expenses of litigation, or a portion thereof, to the substantially prevailing party. The award of the arbitrators may be entered and enforced in any court of competent jurisdiction. Arbitration shall be conducted as a "baseball style" arbitration where each party or side will submit one and only one proposed Fair Market Value to the arbitrators and the arbitrators shall then be instructed and shall determine that the Fair Market Value is exactly equal to one of the proposed valuations.

B. Redemption Payment. If the funds of the Corporation legally available for payment of the redemption amounts on any payment date are insufficient to make the total payments required to be made, then those funds which are legally available shall be used to make the maximum possible payment ratably among the holders of the Series A Preferred Stock redeemed. At any time thereafter when additional funds of the Corporation are legally available for the payment of redemption amounts, such funds shall immediately be used to make payment of the balance of the amounts which the Corporation has become obligated to pay but which it has not yet paid.

C. Partial Redemption. In case fewer than the total number of shares of Series A Preferred Stock represented by any certificate are redeemed, a new certificate representing the number of unredeemed shares of Series A Preferred Stock shall be issued to the holder of such shares of Series A Preferred Stock without cost to such holder within three (3) business days after surrender of the certificate representing the redeemed Series A Preferred Stock.

D. Dividends After Redemption Date. No share is entitled to any dividends accruing after the date of redemption. On such date, all rights of the holder of such share shall cease, and such share shall not be outstanding.

E. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock which are redeemed or otherwise acquired by the Corporation shall be canceled and shall not be reissued, sold or transferred.

F. No Dividends or Repurchase. Until the redemption price is paid in full, the Corporation shall not repurchase or redeem, or make any distribution or pay any dividend on, any other security of the Corporation.

5. Conversion Rights.

A. Conversion Procedure.

(i) At any time and from time to time any holder of Series A Preferred Stock may, at his, her or its option, convert all or any portion of the Series A Preferred Stock held by such holder into a number of shares of the Corporation's Common Stock ("Conversion Stock"); provided, however, that if a change occurs such that the securities issuable upon conversion of the Series A Preferred Stock are issued by an entity other than the Corporation or if a change occurs in the class of securities so issuable, then the term "Conversion Stock" shall mean the security issuable upon conversion of the Series A Preferred Stock if such security is issuable in shares or shall mean the unit in which such security is issuable if such security is not issuable in shares. The Conversion Stock shall be computed by multiplying the number of shares of Series A Preferred Stock to be converted by fifty-five cents (\$.55) and dividing the result by the Conversion Price (see below) then in effect.

(ii) Each conversion of Series A Preferred Stock shall be effective as of the close of business on the date on which the certificate or certificates representing the Series A Preferred Stock to be converted have been surrendered at the principal office of the Corporation. At such time as such conversion has been effected, the rights of the holder of such Series A Preferred Stock as such a holder shall cease and the person or persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion shall become the holder or holders of record of the shares of Conversion Stock represented by such certificates.

(iii) As soon as possible after a conversion has been effected, the Corporation shall deliver to the converting holder:

(a) a certificate or certificates representing the number of shares of Conversion Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified, and

(b) a certificate representing any shares of Series A Preferred Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(iv) The issuance of certificates for shares of Conversion Stock upon conversion of shares of Series A Preferred Stock shall be made without charge to the holders of such Series A Preferred Stock for any issuance tax with

respect to any such shares or other costs incurred by the Corporation in connection with such conversion and the related issuance of shares of Conversion Stock. Upon conversion of each share of Series A Preferred Stock, the Corporation shall take all such actions as are necessary in order to insure that the Conversion Stock issuable with respect to such conversion shall be validly issued, fully paid and nonassessable.

B. Conversion Price.

(i) The initial Conversion Price shall be fifty-five cents (\$.55). In order to prevent dilution of the conversion rights granted under this Section, the Conversion Price shall be subject to adjustment from time to time pursuant to this Section.

(ii) If and whenever on or after the original date of issuance of the Series A Preferred Stock the Corporation issues or sells, or in accordance with Subparagraph C is presumed to have issued or sold, any shares of its Common Stock for a consideration per share less than the Conversion Price in effect immediately prior to the time of such issue or sale (the "Additional Shares of Common Stock"), then forthwith upon such issue or sale the Conversion Price shall be redetermined by multiplying the Conversion Price by a fraction, the numerator of which is the sum of (A) the number of shares of Common Stock outstanding immediately prior to such issue or sale, plus (B) the number of shares of Common Stock that the aggregate consideration received by the Corporation for such Additional Shares of Common Stock would purchase at the Conversion Price in effect prior to such sale or issue, and the denominator of which is the sum of (A) the number of shares of Common Stock outstanding immediately prior to such issue or sale (which shall include the option held by Michael W. Usrey to acquire 300,000 shares of Common Stock as of the time of the first issuance of the Series A Preferred Stock), plus (B) the number of Additional Shares of Common Stock so issued; provided, however, that no adjustment in the Conversion Price shall be made as a result of:

(a) any issuance or sale (or presumed issuance or sale in accordance with Subparagraph C) of up to an aggregate of Nine Hundred Thousand (900,000) shares of Common Stock to employees, directors, officers or consultants of the Corporation pursuant to any plan approved by the Corporation's Board of Directors (as such number of shares is proportionately adjusted for subsequent stock splits, combinations and dividends affecting the Common Stock);

(b) any issuance or sale (or presumed issuance or sale in accordance with Subparagraph C) of up to an aggregate of Three Hundred Thousand (300,000) shares of Common Stock to employees, directors, officers or consultants of the Corporation pursuant to any options issued and outstanding at the time of the first issuance of the Series A Preferred Stock (as such number of shares is proportionately adjusted for subsequent stock splits, combinations and dividends affecting the Common Stock and as such number includes all such employee stock

options and purchase rights outstanding at the time of the first issuance of the Series A Preferred Stock);

(c) shares issued pursuant to the acquisition of another business by the Corporation by merger, purchase of substantially all of the assets, or other reorganization, which is approved by a majority of all of the members of the Corporation's Board of Directors;

(d) shares of the Corporation's Common Stock issued upon conversion of the Series A Preferred Stock; or

(e) except as provided in Subparagraph C, shares of the Corporation's Common Stock issued in connection with any stock split, stock dividend or recapitalization by the Corporation.

(iii) In the case of the issuance of any shares of Common Stock for a consideration in whole or in part in property other than immediately available funds, the value of such non-cash consideration shall be the fair market value of such property as determined in good faith by the Board of Directors, irrespective of any accounting treatment; provided, however, that such fair market value of such non-cash consideration as determined by the Board of Directors shall not exceed the aggregate fair market value of the purchased shares of Common Stock as determined in good faith by the Board of Directors, less any consideration paid for the shares in immediately available funds.

C. Effect on Conversion Price of Certain Events. For purposes of determining the adjusted Conversion Price under Subparagraph B, the following shall be applicable:

(i) Issuance of Rights or Options. If the Corporation in any manner grants any rights or options to subscribe for or to purchase Common Stock or any stock or other securities convertible into or exchangeable for Common Stock (such rights or options being called "Options" and such convertible or exchangeable stock or securities being called "Convertible Securities") and the price per share for which Common Stock is issuable upon the exercise of such Options or upon conversion or exchange of such Convertible Securities is less than the Conversion Price in effect immediately prior to the time of the granting of such Options, then the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon conversion or exchange of the total maximum amount of such Convertible Securities issuable upon the exercise of such Options shall be presumed to be outstanding and to have been issued and sold by the Corporation at the time of the granting of such Options for such price per share. For purposes of this Section, the "price per share for which Common Stock is issuable" shall be determined by dividing (A) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such Options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon exercise of all such Options, plus in the case of such Options which

relate to Convertible Securities, the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the issuance or sale of such Convertible Securities and the conversion or exchange of such Convertible Securities, by (B) the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon the conversion or exchange of all such Convertible Securities issuable upon the exercise of such Options. No further adjustment of the Conversion Price shall be made when Convertible Securities are actually issued upon the exercise of such Options or when Common Stock is actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(ii) Issuance of Convertible Securities. If the Corporation in any manner issues or sells any Convertible Securities and the price per share for which Common Stock is issuable upon such conversion or exchange is less than the Conversion Price in effect immediately prior to the time of such issue or sale, then the maximum number of shares of Common Stock issuable upon conversion or exchange of such Convertible Securities shall be presumed to be outstanding and to have been issued and sold by the Corporation at the time of the issuance or sale of such Convertible Securities for such price per share. For the purposes of this Section, the "price per share for which Common Stock is issuable" shall be determined by dividing (A) the total amount received or receivable by the Corporation as consideration for issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange of such Convertible Securities, by (B) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all such Convertible Securities. No further adjustment of the Conversion Price shall be made when Common Stock is actually issued upon the conversion or exchange of such Convertible Securities, and, if any such issue or sale of such Convertible Securities is made upon exercise of any Options for which adjustments of the Conversion Price had been or are to be made pursuant to other provisions of this Section 5, no further adjustment of the Conversion Price shall be made by reason of such issue or sale.

(iii) Change in Option Price or Conversion Price. If the purchase price provided for in any Options, the additional consideration, if any, payable upon the conversion or exchange of any Convertible Securities, or the rate at which any Convertible Securities are convertible into or exchangeable for Common Stock change at any time, then the Conversion Price in effect at the time of such change shall be readjusted to the Conversion Price which would have been in effect at such time had such Options or Convertible Securities still outstanding provided for such changed purchase price, additional consideration or changed conversion rate, as the case may be, at the time initially granted, issued or sold. Upon expiration of any such Options or rights or the termination of any rights to convert or exchange any Convertible Securities, the Conversion Price shall be automatically readjusted to the Conversion Price that would have been obtained had such Options, rights or Convertible Securities not been issued.

D. Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or

otherwise) its outstanding shares of Common Stock into a greater number of shares, then the Conversion Price in effect immediately prior to such subdivision shall be proportionately reduced, and if the Corporation at any time combines (by reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, then the Conversion Price in effect immediately prior to such combination shall be proportionately increased.

E. Reorganization, Reclassification, Consolidation, Merger or Sale. Subject to the provisions of Section 3, prior to the consummation of any Major Event, the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of seventy percent (70%) of the shares of the Series A Preferred Stock then outstanding) to provide that each of the holders of Series A Preferred Stock shall, after such Major Event, have the right to acquire and receive, in lieu of or in addition to (as the case may be) the shares of Conversion Stock otherwise acquirable and receivable upon the conversion of such holder's Series A Preferred Stock, such shares of stock, securities or assets as such holder would have received in connection with such Major Event if such holder had converted its Series A Preferred Stock immediately prior to such Major Event. In each such case, the Corporation shall also make appropriate provisions (in form and substance satisfactory to the holders of a majority of the Series A Preferred Stock then outstanding) to insure that the provisions of this Section 5 shall thereafter be applicable to the Series A Preferred Stock (including, in the case of any such consolidation, merger or sale in which the successor entity or purchasing entity is other than the Corporation, an immediate adjustment of the Conversion Price to the value for the Common Stock reflected by the terms of such consolidation, merger or sale, and a corresponding immediate adjustment in the number of shares of Conversion Stock acquirable and receivable upon conversion of Series A Preferred Stock, if the value so reflected is less than the Conversion Price in effect immediately prior to such consolidation, merger or sale). Subject to the provisions of Section 3, the Corporation shall not effect any such consolidation, merger or sale unless, prior to the consummation of such transaction, the successor corporation (if other than the Corporation) resulting from consolidation or merger or the corporation purchasing such assets assumes by written instrument (in form reasonably satisfactory to the holders of a majority of the Series A Preferred Stock then outstanding) the obligation to deliver to each such holder such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

F. Certain Events. If any event occurs of the type contemplated by the provisions of this Section 5 but not expressly provided for by such provisions (including, without limitation, the granting of stock appreciation rights, phantom stock rights or other rights with equity features), then the Corporation's Board of Directors shall make an appropriate adjustment in the Conversion Price so as to protect the rights of the holders of Series A Preferred Stock provided that no such adjustment shall increase the Conversion Price as otherwise determined pursuant to this Section 5 or decrease the number of shares of Conversion Stock issuable upon conversion of each share of Series A Preferred Stock.

G. Fractional Shares; Dividends; Partial Conversion. No fractional shares shall be issued upon conversion of Series A Preferred Stock into Common Stock, and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Common Stock issued upon conversion. At the time of each conversion, the Company shall pay in cash, or other form of immediately available funds, an amount equal to all dividends accrued and unpaid on the shares of Series A Preferred Stock surrendered for conversion to the date upon which such conversion is presumed to take place. In case the number of shares of Series A Preferred Stock represented by the certificate or certificates surrendered exceeds the number of shares converted, the Company shall, upon such conversion, execute and deliver to the holder, at the expense of the Company, a new certificate or certificates for the number of shares of Series A Preferred Stock represented by the certificate or certificates surrendered which are not to be converted. If any fractional share of Common Stock would, except for the provisions of the first sentence of this Subparagraph G, be delivered upon such conversion, the Company, in lieu of delivering such fractional share, shall pay to the holder surrendering the Series A Preferred Stock for conversion in an amount of immediately available funds equal to the current fair market value of such fractional share as determined in good faith by the Board of Directors of the Company.

H. Notice of Adjustment. Immediately upon any adjustment of the Conversion Price, the Corporation shall give written notice of such adjustment to all holders of Series A Preferred Stock setting forth in reasonable detail the calculation of such adjustment.

I. Public Offering Preference. If Series A Preferred Stock is converted in contemplation of a "Qualified Public Offering," as defined below, each holder of Series A Preferred Stock will be entitled to receive, in addition to the Common Stock equivalent for each share of Series A Preferred Stock held by such holder, that number of shares of Common Stock which would be purchasable in the public offering for a payment in cash of an amount equal to the Liquidation Preference. A "Qualified Public Offering" is an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public yielding gross proceeds (before underwriting discounts and commissions) to the Corporation of not less than Twenty Five Million Dollars (\$25,000,000) and resulting in an aggregate market capitalization for the Corporation (including privately-held as well as publicly-held shares) of at least Fifty Million Dollars (\$50,000,000).

J. Stock to Be Reserved. The Corporation will at all times reserve and keep available out of its authorized Common Stock, solely for the purpose of issuance upon the conversion of Series A Preferred Stock as herein provided, such number of shares of Common Stock as shall then be issuable upon the conversion of all issued and issuable shares of Series A Preferred Stock. The Corporation covenants that all shares of Common Stock which shall be so issued shall be duly and validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation will take all such action as may be necessary to assure



that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirement of any national securities exchange upon which the Common Stock may be listed.

K. Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of shares of Series A Preferred Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof; provided, however, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Preferred Stock which is being converted.

L. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series A Preferred Stock in any manner which interferes with the timely conversion of such Series A Preferred Stock, except as may otherwise be required hereunder to comply with applicable securities laws.

M. Status of Converted Stock. In the event any Series A Preferred Stock shall be converted, the shares so converted shall be canceled and not issuable by the Corporation, and then the Corporation's Certificate of Incorporation shall be, and shall be presumed to be, amended appropriately to effect the corresponding reduction in the authorized stock of the Corporation.

6. Preemptive Rights. With respect to any offering of securities by the Corporation, John H. Mason, Michael W. Usrey and the holders of Series A Preferred Stock (on an as-if-converted to Common Stock basis immediately prior to such offering) will have the right to purchase a percentage of the securities offered equal to the percentage of Common Stock of the Corporation owned by such holders; provided, however, that this right shall not apply to (i) equity compensation grants to employees, consultants or directors pursuant to plans or other arrangements approved by the Board of Directors of the Corporation, (ii) the conversion or exercise of then outstanding convertible or exercisable securities, (iii) the issuance of securities in connection with a Major Event or (iv) shares of Common Stock issuable in connection with lease or mezzanine financing approved by the Board of Directors of the Corporation.

7. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of the Series A Preferred Stock. Upon the surrender of any certificate representing shares of Series A Preferred Stock at the Corporation's principal office, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange for such surrendered certificate representing in the aggregate the number of shares of Series A Preferred Stock represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of Series A Preferred Stock as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

8. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of an indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Series A Preferred Stock represented by the lost, stolen, destroyed or mutilated certificate and dated the issuance date of such lost, stolen, destroyed or mutilated certificate.

#### ARTICLE V

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the Bylaws of the Corporation. The election of directors of the Corporation need not be by ballot unless the Bylaws so require.

#### ARTICLE VI

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she or his or her testator or intestate is or was a director of the Corporation or any subsidiary of the Corporation or any predecessor of the Corporation or any subsidiary of the Corporation, or serves or served at any other enterprise as director at the request of the Corporation or any predecessor to the Corporation, or acted at the direction of any such director against all expense, liability and loss actually and reasonably incurred or suffered by such Indemnitee in connection therewith.

Any indemnification under this Article VI (unless ordered by a court) shall be made by the Corporation upon a determination that indemnification of the director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporate Law, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such

amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

Expenses (including attorneys' fees) incurred by a director of the Corporation in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the director to repay all amounts so advanced in the event that it shall ultimately be determined that such director is not entitled to be indemnified by the Corporation as authorized in this Article VI.

The indemnification and advancement of expenses provided by this Article VI shall not be exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation. All rights to indemnification under this Article VI shall be a contract between the Corporation and each director of the Corporation or any of its subsidiaries who serves or served in such capacity at any time while this Article VI is in effect.

The Corporation shall have power to purchase and maintain insurance on behalf of any who is or was or has agreed to become a director of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation as a director of another partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her or on his or her behalf in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify or advance expenses to each person entitled to indemnification or advancement of expenses, as the case may be, as to all expense, liability and loss actually and reasonably incurred or suffered by such person and for which indemnification or advancement of expenses, as the case may be, is available to such person pursuant to this Article VI to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the full extent permitted by applicable law.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE VII

From time to time any of the provisions of this Restated Certificate of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Restated Certificate of Incorporation are granted subject to the provisions of this Article VII.

#### ARTICLE VIII

Whenever a compromise or arrangement is proposed between the Corporation and creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application had been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.


\* \* \* \*

**FOUR:** This Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Company.

**FIVE:** This Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law by the stockholders of the Company.

**IN WITNESS WHEREOF, EnergyWindow Inc. has caused this Restated Certificate of Incorporation to be signed by its Chief Executive Officer and President this 17<sup>th</sup> day of July 2003.**

**ENERGYWINDOW INC.**

Signature: 

Print Name: John H. Mason

Title: CEO and President

Give name and address of officers.

See Attached

The Applicant is incorporated in the state of Delaware.

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

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

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

x 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 Supply Consultant

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
- Broker/Marketer engaged in the business of supplying electricity.
- x Aggregator engaged in the business of supplying electricity services
- Other (Describe):

**EnergyWindow, Inc.  
Corporate Officers**

**Title**

President  
VP of Finance & Admin  
Treasurer  
CTO  
VP Business Dev  
VP  
Secretary  
Assistant Secretary  
Assistant Secretary

**Name**

John H. Mason  
Joan E. Wright  
Joan E. Wright  
Michael W. Usrey  
Christopher Wiederspahn  
Michael W. Usrey  
Joan E. Wright  
John H. Mason  
Michael W. Usrey

**Address**

4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
2507 Simon Dr, Sinking Spring, PA 19608  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301  
4750 Walnut Street, Suite 106, Boulder, CO 80301

**Directors**

John H. Mason  
Peter Edwards  
Michael W. Usrey

4750 Walnut Street, Suite 106, Boulder, CO 80301  
1625 Broadway, Suite 2450, Denver, CO 80202  
4750 Walnut Street, Suite 106, Boulder, CO 80301

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

EnergyWindow, Inc. proposes to serve commercial and industrial energy buyers, providing information technology-based tools and energy industry expertise to address energy supply issues. Our proposed solutions will attempt to reduce the cost, effort, risk and complexity of managing every stage of the energy supply cycle and will include:

- An online energy sourcing tool for energy procurement
- A real-time, online energy market knowledgebase that tracks the best opportunities for energy procurement
- An energy management information system that allows energy managers to track and analyze their company's energy usage and costs
- Energy supply strategy and management consulting

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

EnergyWindow, Inc. proposes to serve all geographic regions in Pennsylvania.

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

- Residential Customers
- Commercial Customers - (25 kW and Under)
- Commercial Customers - (Over 25 kW)
- Industrial Customers
- 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 \_\_\_\_\_.
- Not applicable

13. **START DATE:** The Applicant proposes to begin delivering services on After Application is approved – June 30, 2004 (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

Bernard A. Ryan, 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:

Frank M. Nadolny, General  
Manager of Regulatory Affairs Unit  
Duquesne Light Company  
411 Seventh Street  
P.O. Box 1930  
Pittsburgh, PA 15230-1930

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  
GPU Energy  
100 APC Building  
800 North third Street  
Harrisburg, PA 17102-2025

Paul E. Russell, Associate  
General Counsel  
Pennsylvania Power & Light  
Company  
Two North Ninth Street  
Allentown, PA 18108-1179

Thomas P. Hill, Vice President and Controller  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

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.

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.

The applicant, officers, directors, and employees of the applicant have never been accused or convicted of a crime. The applicant has never been denied licensing by any utilities commission or sanctioned in any way.

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.

Joan E. Wright, VP Finance and Administration, 4750 Walnut St. Suite 106, Boulder, Co 80301 Phone 303-444-2366 Fax 303-546-9494

Chris Wiederspahn, VP Business Development, 2507 Simon Dr., Sinking Spring, PA 19608 877-349-7008

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

EnergyWindow will not be serving residential customers. EnergyWindow will not be supplying electricity to customers in general. Therefore, we do not have a standard forms or contract for this purpose.

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.

EnergyWindow intends to work with Small Commercial customers; however, we will not be supplying electricity to any customers and, therefore, do not have a need for a disclosure statement. We will not be setting generation prices. EnergyWindow will not be billing customers for electric generation services or electric transmission services.

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.

EnergyWindow, Inc. offers a comprehensive suite of information technology-based tools and extensive energy industry expertise to help businesses manage their energy supply cycle. Specifically, EnergyWindow offers an online request/bid system for energy procurement on which buyers post requests for quotations and licensed suppliers bid to provide service. Service agreements are executed between buyers and suppliers; EnergyWindow is not a party to the agreements. EnergyWindow does not supply energy, take title to energy, nor accept deposits from customers. Fees for use of the EnergyWindow online system are in most cases paid by the winning supplier following execution of the agreement of the contract between buyer and seller. EnergyWindow is applying for the license as an

aggregator to obtain historical usage information through EDI that is used in the request/bid system and thereby speed the process and reduce the time and effort associated with buyer posing requests and soliciting bids

We understand that the bond of \$250,000 is required of suppliers to ensure compliance with applicable provisions of the Public Utility Code and the rules and regulation of the Pennsylvania Public Utility Commission by the Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by the Public Utility Code; and to ensure the supply of electricity at retail in accordance with contract, agreement or arrangements. The only activity EnergyWindow, Inc. intends to engage in Pennsylvania is that of obtaining historical usage information in support posting requests for quotation. We have obtained appropriate licenses and currently obtain usage information in several other states, including New Jersey, Massachusetts, and Maryland. EnergyWindow was not required to post bond in New Jersey or Massachusetts. and a bond is required there as well. The Electric Generation License bond required by the Maryland PUC, and posted by EnergyWindow, is \$10,000. That bond specifically relates to the confidentiality of the historical usage information we obtain. Accordingly EnergyWindow respectfully requests the Commission to consider reducing the bond requirement for Pennsylvania from \$250,000 to \$10,000 to guarantee EnergyWindow's confidential treatment of customer's information.

At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.

**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.
- Published parent company financial and credit information.
- 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.
- 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.
- 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
- Such other information that demonstrates Applicant's financial fitness.

B. Applicant must provide the following information:

- Identify Applicant's chief officers including names and their professional resumes. See Attached
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records. Joan E. Wright, 4750 Walnut Street Suite 106, Boulder, Co 80301 303-546-9494 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:

See Attached

## **Question 19. Financial Fitness - Corporate Structure**

### **EnergyWindow, Inc.**

EnergyWindow is a Boulder, Colo.-based company that offers a comprehensive suite of information-technology-based tools and extensive energy industry expertise to help businesses manage every element of their energy supply cycle. Specifically, EnergyWindow offers:

- An online request/bid system for energy procurement;
- A real-time, online energy market database that tracks the best opportunities for energy procurement;
- An energy management information system that allows energy managers to track and analyze their company's energy usage; and
- Energy supply strategy and management consulting.

The company serves **energy buyers** – large commercial and industrial companies with multiple facilities that purchase and use significant quantities of natural gas and electricity to run their facilities –and is not affiliated with any energy suppliers. These buyers benefit because EnergyWindow's offerings reduce the cost, effort, risk and complexity of managing their energy supply.

EnergyWindow also serves **energy suppliers** – competitive electricity and natural gas suppliers and marketers that generate and sell natural gas and electricity to businesses. These suppliers benefit from EnergyWindow's products and services because they can quickly locate and qualify high-quality energy buyers, speed the bid process and, generally, develop business for a fraction of what it would cost and in much less time to develop the same business themselves or by using third-party energy brokers.

**Year Founded:** 1999 S Corp with conversion to C Corp in 2003 – no affiliates or subsidiaries

**Founded By:**

Dr. Jack Mason (a veteran electric power industry executive), and  
Dr. Mike Usrey (a veteran Internet and information technology expert)

**Funding:** Combination of private and venture capital funding

**Contact:** Energy Window, Inc.  
4750 Walnut St., Suite 106  
Boulder, CO 80301  
(303) 444-2366  
[www.energywindow.com](http://www.energywindow.com)

# **EnergyWindow, Inc.**

(A Delaware corporation)

Boulder, Colorado

## **Financial Statements**

December 31, 2003

# EnergyWindow, Inc.

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## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
EnergyWindow, Inc.  
Boulder, Colorado

We have audited the accompanying balance sheet of EnergyWindow (a Delaware corporation) as of December 31, 2003, and the related statements of operations, stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of EnergyWindow, Inc. as of December 31, 2003, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

*Brock and Company, CPAs, P.C.*

Certified Public Accountants

Boulder, Colorado  
March 5, 2004

# EnergyWindow, Inc.

## Balance Sheet

December 31, 2003

### ASSETS

#### Current Assets

Cash and cash equivalents	\$ 290,874
Accounts receivable, less allowance for doubtful accounts of \$1,000	48,798
Other receivables	1,654
Other current assets	1,700
Total current assets	<u>343,026</u>

#### Property and Equipment

Equipment	24,584
Software	44,765
	<u>69,349</u>
Less accumulated depreciation	54,397
Net property and equipment	<u>14,952</u>

#### Other Assets - trademarks

992

Total assets

\$ 358,970

### LIABILITIES AND STOCKHOLDERS' DEFICIT

#### Current Liabilities

Accounts payable and accrued expenses	\$ 17,558
Total current liabilities	<u>17,558</u>

#### Stockholders' Equity

Common stock, \$.001 par value; 5,298,181 shares authorized; 2,280,000 shares issued and outstanding	227,550
Preferred stock, \$.001 par value; 1,818,181 shares authorized; 1,090,909 shares issued and outstanding	432,456
Additional paid-in capital	167,544
Accumulated deficit	(486,138)
Total stockholders' deficit	<u>341,412</u>
Total liabilities and stockholders' deficit	<u>\$ 358,970</u>

The accompanying Notes which are an integral  
part of this financial statement

Page 2



# EnergyWindow, Inc.

## Statement of Operations

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Year ended December 31, 2003

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<b>Net Sales</b>	<b>\$ 228,899</b>
<b>Cost of Sales</b>	<u>2,621</u>
<b>Gross Profit</b>	<u>226,278</u>
<b>Operating Expenses</b>	
Payroll and consulting	337,872
Development costs	11,503
Marketing expenses	39,074
Facility costs	22,170
Travel	9,560
Professional services	47,331
Other costs	<u>34,242</u>
Total operating expenses	<u>501,752</u>
<b>Loss before Income Taxes</b>	<b>(275,474)</b>
<b>Provision for Income Taxes</b>	<u>-</u>
<b>Net Loss</b>	<u><u>\$ (275,474)</u></u>

The accompanying Notes which are an integral  
part of this financial statement

Page 3

# EnergyWindow, Inc.

## Statement of Stockholders' Equity

Year ended December 31, 2003

	Common Stock	Preferred Stock	Additional paid-in capital	Accumulated Deficit	Total
Balance, December 31, 2002	\$ 227,550	\$ -	\$ -	\$ (207,664)	\$ 19,886
Issuance of 1,090,909 shares of preferred stock	-	432,456	-	-	432,456
Issuance of warrants	-	-	167,544	-	167,544
Net loss	-	-	-	(275,474)	(275,474)
Distribution to shareholders	-	-	-	(3,000)	(3,000)
Balance, December 31, 2003	<u>\$ 227,550</u>	<u>\$ 432,456</u>	<u>\$ 167,544</u>	<u>\$ (486,138)</u>	<u>\$ 341,412</u>

The accompanying Notes which are an integral  
part of this financial statement

Page 4

# EnergyWindow, Inc.

## Statement of Cash Flows

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Year ended December 31, 2003

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<b>Cash Flows from Operating Activities</b>	
Net loss	\$ (275,474)
Adjustment to reconcile net loss to net cash used in operating activities	
Depreciation and amortization	5,985
Provision for doubtful accounts	1,000
Changes in operating assets and liabilities	
Receivables	(30,744)
Other current assets	(2,854)
Accounts payable and accrued expenses	4,538
Net cash used by operating activities	<u>(297,549)</u>
<b>Cash Flows from Investing Activities</b>	
Purchase of property and equipment	(16,220)
Acquisition of trademarks	(751)
Net cash used by investing activities	<u>(16,971)</u>
<b>Cash Flows from Financing Activities</b>	
Proceeds from sale of preferred stock	432,456
Issuance of warrants for common stock	167,544
Distributions to shareholders	(3,000)
Net cash provided by financing activities	<u>597,000</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>282,480</b>
<b>Cash and Cash Equivalents at Beginning of Year</b>	<b><u>8,394</u></b>
<b>Cash and Cash Equivalents at End of Year</b>	<b><u>\$ 290,874</u></b>

The accompanying Notes which are an integral part of this financial statement

Page 5.

# EnergyWindow, Inc.

## Notes to Financial Statements

December 31, 2003

---

### Note 1 -- Summary of Significant Accounting Policies

Company's Activities. The Company offers consulting and on-line tools and expertise to allow energy consumers to reduce their costs, effort and the complexity of managing their energy supply cycle.

Use of Estimates in Preparing Financial Statements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents. The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2003, cash equivalents consisted of a money market account.

Property and Equipment. Property and equipment are stated at cost. The Company provides for depreciation of equipment over lives of generally five years. Substantially all depreciation is computed using the straight-line method.

Trademarks. Intangible assets are trademarks. Intangible assets are amortized using the straight-line method over twenty years. Amortization expense was \$22 for the year ended December 31, 2003.

Income Taxes. Prior to 2003, the Company had elected as a Subchapter S corporation; where the Company's income was taxed to the shareholders on a prorata basis. During 2003, the Company terminated this election. Subsequent to termination, deferred tax liabilities and assets are recognized for the tax effects of differences between the financial statement and tax basis of assets and liabilities. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that a deferred tax asset will not be realized.

Advertising. Advertising costs, included in selling expenses, are expensed as incurred. Advertising expense was \$1,900 for the year ended December 31, 2003.

Concentrations. The Company maintains its cash in one bank and the amount maintained exceeds amounts covered by insurance provided by the Federal Deposit Insurance Corporation.

### Note 2 -- Issuance of Warrants on Common Shares

In connection with the sale of preferred shares, the Company issued two common stock warrants. Warrant A was issued for \$57,202 and entitles the holder to acquire 363,636 shares for \$200,000 and expires July 2004. Warrant B was issued for \$110,342 and entitles the holder to acquire an additional 363,636 shares for \$200,000 and expires July 2008.

# EnergyWindow, Inc.

## Notes to Financial Statements

December 31, 2003

### Note 3 - Income Taxes

The provision for income taxes includes these components at December 31, 2003:

Current taxes	\$ <u>          -</u>
---------------	-----------------------

A reconciliation of income tax expense (credit) at the statutory rate to the Company's provision for income tax expense is shown below as of December 31, 2003:

Computed at statutory rate (34%)	\$ (93,700)
Increase (decrease) resulting from:	
Change in deferred tax assets valuation allowance	84,700
Other	9,000
Provision for income taxes	\$ <u>          -</u>

A summary of the deferred tax assets, liabilities and valuation allowance is summarized as follows at December 31, 2003

Deferred tax asset	
Allowance for doubtful accounts	\$ 300
Net operating loss carryforwards	95,300
Accumulated amortization	800
	<u>96,400</u>
Deferred tax liabilities	
Accrual to cash basis of accounting	(11,000)
Accumulated depreciation	(700)
	<u>(11,700)</u>
Net deferred tax asset before valuation allowance	<u>84,700</u>
Valuation allowance	
Beginning balance	-
Decrease during the year	(84,700)
Ending balance	<u>(84,700)</u>
Net deferred tax asset	\$ <u>          -</u>

At December 31, 2003, the Company has available \$280,174 of net operating loss carryforwards that may be applied against future taxable income and that expire at various dates through 2023.



Decide with Confidence

## Business Information Report

[Print this Report](#)

Report Printed: MAR 09 2004  
In Date

### BUSINESS SUMMARY

**ENERGYWINDOW INC**  
4750 Walnut St Ste 106  
Boulder, CO 80301

#### Rating Change

This is a **single** location.

**D-U-N-S Number:** 07-448-9910

**Web site:** www.energywindow.com

**D&B Rating:** **CB1**  
Formerly  
CB2

**Telephone:** 303 444-2366

**Fax:** 303 546-9494

**Financial strength:** CB is **\$125,000 to 199,999.**

**Chief executive:** JOHN H MASON, CEO

**Composite credit appraisal:** 1 is **high.**

**Year started:** 1999

**Employs:** 5

**Financial statement date:** MAY 07 2003

**Sales F:** \$198,000

**Net worth:** \$157,000

**History:** CLEAR

**Financial condition:** STRONG

**SIC:** 8742

**Line of business:** Energy management consulting services & products

### SUMMARY ANALYSIS

**D&B Rating:** **CB1**  
**Financial strength:** CB indicates **\$125,000 to 199,999.**  
**Composite credit appraisal:** 1 is **high.**

The Rating was changed on February 9, 2004 because of changes to D&B's file on this business. This credit rating was assigned because of D&B's assessment of the company's financial ratios and its cash flow. For more information, see the D&B Rating Key.

Below is an overview of the company's rating history since 11/27/01:

D&B Rating	Date Applied
CB1	02/09/04
CB2	05/09/03
--	11/27/01

The Summary Analysis section reflects information in D&B's file as of March 8, 2004.

#### CUSTOMER SERVICE

Got a question about D&B Small Business Solutions? Need help using one of our small business services? No problem! Our dedicated team of friendly support technicians is only a mouse click or phone call away.



Click [here](mailto:sbsSupport@dnb.com) to email us with your questions at sbsSupport@dnb.com.



If you'd like to speak with one of our member support technicians directly, call toll-free 1-866-472-7362, Monday thru Friday, 7:30 AM to 7:00 PM CST.

#### HISTORY

The following information was reported **02/09/2004**:

**Officer(s):** JOHN H MASON, PRES-CEO  
J KELLY MURPHY, DIRECTOR  
MICHAEL W USREY, EXEC V PRES

**DIRECTOR(S):** THE OFFICER(S)

On July 23, 2002, a search with the Colorado Secretary of State verified an active corporate charter for Energywindow Inc, which was filed on July 1, 1999 in the state of Delaware. Registration ID #19991124826.

Business started 1999 by JOHN H MASON, PRES. 52% of capital stock is owned by J Mason (Pres). 24% of capital stock is owned by M Usrey (VP). 18% of capital stock is owned by K Murphy (Director).

JOHN H MASON. Work history unknown.

J KELLY MURPHY. Antecedents not available.

MICHAEL W USREY. Antecedents not available.

Business address has changed from 3215 Marine St Ste-w153, Boulder, CO, 80303 to 4750 Walnut St Ste 106, Boulder, CO, 80301.

Business address has changed from 4750 Walnut St Ste 106, Boulder, CO, 80301 to 4705 Walnut St Ste 106, Boulder, CO, 80301.

#### OPERATIONS

02/09/2004

**Description:** Provides consulting services, tools, information technology, and information to assist businesses and their consultants with energy supply and management.

ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 303 546-9494. Toll-Free 877 444-0087.

Terms are on a retainer plus additional billings, contractual basis, on a fee basis and net 30 days. Has 12 account(s). 50% of sales on the internet. Sells to manufacturers, wholesale, non profit organizations, retail and commercial concerns. Territory : USCAN.

**Employees:** 5 which includes officer(s).

**Facilities:** Rents 300 sq. ft. on 1st floor of 1 story concrete block building.

#### SIC & NAICS

##### SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code.

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

87420400 Industry specialist consultants  
87420405 Public utilities consultant

##### NAICS:

541618 Other Management Consulting Services  
541618 Other Management Consulting Services

#### PAYMENT SUMMARY

D&B has not received a sufficient sample of payment experiences to establish a PAYDEX score.

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	Total Rcv'd (#)	Total Dollar Amt (\$)	Largest High Credit (\$)	Within Terms (%)	Days Slow (%)			
					<31	31-60	61-90	90>
<b>Top industries:</b>								
Telephone communictns	2	350	250	100	-	-	-	-
Nonclassified	1	100	100	100	-	-	-	-
<b>Other payment categories:</b>								
Cash experiences	0	0	0					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
<b>Placed for collections:</b>								
With D&B	0	0						
Other	0	N/A						
Total in D&B's file	3	450	250					

The highest **Now Owes** on file is \$50

The highest **Past Due** on file is \$0

D&B receives nearly 400 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received.

#### PAYMENT DETAILS



**Detailed payment history**

Date Reported (mm/yy)	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (months)
02/04	Ppt	250	50	0		1 mo
01/04	Ppt	100	0	0		1 mo
02/03	Ppt	100	0	0		6-12 mos

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

**FINANCE****05/09/2003****Two-year statement comparative:**

	Fiscal Dec 31 2001	Interim May 7 2003
Current Assets	71,949	164,000
Current Liabs	11,413	13,000
Current Ratio	6.3	12.6
Working Capital	60,536	151,000
Other Assets	49,845	6,000
Net Worth	102,704	157,000
Sales	104,727	198,000
Long Term Liab	0	0
Net Profit (Loss)	26,364	154,000

**Interim statement dated MAY 7 2003:**

<b>Assets</b>		<b>Liabilities</b>	
Cash	123,000	Loans & Adv-Princ	13,000
Accts Rec	41,000		
<b>Curr Assets</b>	<b>\$ 164,000</b>	<b>Curr Liabs</b>	<b>\$ 13,000</b>
Fixt & Equip	6,000	COMMON STOCK	147,000
		RETAINED EARNINGS	10,000
<b>Total Assets</b>	<b>\$ 170,000</b>	<b>Total</b>	<b>\$ 170,000</b>

From JAN 01 2003 to MAY 07 2003 4 month interim sales \$198,000. Operating expenses \$44,000. Operating income \$154,000; other expenses \$44,000. Net income \$110,000.

Submitted MAY 07 2003 by John H Mason, President. Accountant: internal records. Prepared from books without audit.

Business elects to be taxed as a Sub-Chapter S Corporation under the Internal Revenue Code.

On May 7, 2003, John Mason, CEO, confirmed company name, address, principals, annual sales and operational information using Dun & Bradstreet's Internet-based update method (eUpdate) at www.dnb.com.

**KEY BUSINESS RATIOS**

**Statement date:** MAY 07 2003  
**Based on this number of establishments:** 27

<b>Firm</b>		<b>Industry Median</b>	
Return of Sales:	55.6	Return of Sales:	3.9
Current Ratio:	12.6	Current Ratio:	1.5
Assets / Sales:	UN	Assets / Sales:	17.9
Total Liability / Net Worth:	UN	Total Liability / Net Worth:	92.7

UN = Unavailable

#### **PUBLIC FILINGS**

A check of D&B's public records database indicates that no filings were found for ENERGYWINDOW INC at 4750 Walnut St Ste 106, Boulder CO.

D&B's extensive database of public record information is updated daily to ensure timely reporting of changes and additions. It includes business-related suits, liens, judgments, bankruptcies, UCC financing statements and business registrations from every state and the District of Columbia, as well as select filing types from Puerto Rico and the U.S. Virgin Islands.

D&B collects public records through a combination of court reporters, third parties and direct electronic links with federal and local authorities. Its database of U.S. business-related filings is now the largest of its kind.

#### **GOVERNMENT ACTIVITY**

##### **Activity summary**

Borrower (Dir/Guar):	NO
Administrative debt:	NO
Contractor:	NO
Grantee:	NO
Party excluded from federal program(s):	NO

##### **Possible candidate for socio-economic program consideration**

Labor surplus area:	N/A
Small Business:	YES (2004)
8(A) firm:	N/A

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

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## **Question 19 B Officers and Bios**

### **EnergyWindow**

#### **Dr. Jack Mason, President**

Jack Mason is an electric power industry executive with more than 30 years of relevant experience. He has managed numerous information-technology-based service and system businesses, where he oversaw business, service, or product development. He has held management positions up to and including president of a \$50 million public energy services company employing 300 professionals, Tenera, L.P. Mason has written about and contributed to the development of competitive energy markets and has experience in virtually every U. S. competitive energy market. Dr. Mason has advanced degrees in engineering and management from MIT and the Sloan School.

#### **Dr. Mike Usrey, Chief Technology Executive**

Mike Usrey has more than 20 years of experience in technology management. He was founder and chief executive of Protocol Communications, an Internet service provider acquired by Tiger Communication/Local Link. Prior to this, he was an IT project manager at Honeywell. Usrey earned advanced degrees in industrial engineering, with minors in computer science and economics, from the University of Minnesota and New Mexico State University.

#### **Chris Wiederspahn, Vice President Business Development**

Chris Wiederspahn has more than 20 years of business development and marketing experience. Recently, he built the sales and marketing strategies for one of the nation's top five electric utility holding companies. Prior to this, he served as the director of sales and marketing for GPU Advanced Resources, a five-billion-dollar holding company specializing in the sale of retail energy and energy services. He has met and consulted with virtually every major industrial/commercial customer in Eastern Pennsylvania and New Jersey. He was a principal contributor to U. S. DOE-sponsored investigation of competitive energy markets.

#### **Joan Wright, Vice President and Chief Financial Officer**

Joan Wright has more than 25 years of relevant experience. Most recently, she was CFO for Financial Times Energy, Inc., a division of Pearson plc, which provided energy information services, pricing indices and strategic consulting to the energy market place. Prior to this, she served as the controller/CFO/treasurer for Esource, Inc., an energy information company. Wright earned a Bachelor of Science in Accounting from New York Community College.

Joan Wright is the custodian of the accounting records 4750 Walnut Street, Boulder, Co 80301 303-444-2366 Fax 303-546-9494

Additional information about the company is available at <http://www.energywindow.com/company.shtml>.

## **Question 20. Technical Fitness**

### **EnergyWindow**

EnergyWindow is seeking license as a electric generation services provider in Pennsylvania in order to provide its online energy request/bid system to Pennsylvania consumers, including quickly and easily obtaining and utilizing historical consumption data (with customer permission). As such, EnergyWindow will not contract with customers to combine and provide electricity. Resulting energy service contracts will be between the customer and a Pennsylvania licensed competitive retail electric service provider. EnergyWindow will not obtain or deliver electricity.

EnergyWindow is well-qualified to provide this service in a way that is beneficial to customers, supports them making sound energy choices, and minimizes risk. EnergyWindow has been in business for approximately five years. The Company has provided this service in almost every competitive electricity market in the U. S. and many natural gas markets. The Company's customers include several dozen national companies including a dozen companies among the roughly 200 largest on the Fortune 500 list. The EnergyWindow request/bid system has resulted in successful energy service contracts cumulatively greater than \$1.5 billion kilowatt-hours and worth more then \$90 million as well as substantial natural gas volume and value.

EnergyWindow has pre-screened and pre-registered virtually every competitive electricity supplier in the U. S. and most competitive natural gas providers. The Company also maintains and routinely provides to energy customers seeking competitive retail energy services. EnergyWindow and buyer and supplier users commit to the EnergyWindow member agreement and privacy policy (available via links on the EnergyWindow home page at [www.energywindow.com](http://www.energywindow.com)), which commit them to protecting consumer rights, insuring orderly and effective use of the online system, operating with integrity, and protecting consumer information.

The company is licensed in and provides similar services in Delaware, Massachusetts, Virginia, New Jersey, Ohio, District of Columbia, and Maryland. We provide similar services in several additional states in which licenses are not required, such as Texas, Illinois, and New York.

The principals of EnergyWindow are well qualified to provide these types of services. The five principal company executives have combined relevant experience of more than 100 years. They have contributed to and participated in public debate about the development of competitive energy markets in Illinois, Texas, and Virginia, as well as to U. S. Department of Energy (DOE) studies of competitive markets. The experience of EnergyWindow principals is summarized below.

**Dr. Jack Mason, President**

Jack Mason is an electric power industry executive with more than 30 years of relevant experience. He has managed numerous information-technology-based service and system businesses, where he oversaw business, service, or product development. He has held management positions up to and including president of a \$50 million public energy services company employing 300 professionals, Tenera, L.P. Mason has written about and contributed to the development of competitive energy markets and has experience in virtually every U. S. competitive energy market. Dr. Mason has advanced degrees in engineering and management from MIT and the Sloan School.

**Dr. Mike Usrey, Chief Technology Executive**

Mike Usrey has more than 20 years of experience in technology management. He was founder and chief executive of Protocol Communications, an Internet service provider acquired by Tiger Communication/Local Link. Prior to this, he was an IT project manager at Honeywell. Usrey earned advanced degrees in industrial engineering, with minors in computer science and economics, from the University of Minnesota and New Mexico State University.

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Joan Wright has more than 25 years of relevant experience. Most recently, she was CFO for Financial Times Energy, Inc., a division of Pearson plc, which provided energy information services, pricing indices and strategic consulting to the energy market place. Prior to this, she served as the controller/CFO/treasurer for Esource, Inc., an energy information company. Wright earned a Bachelor of Science in Accounting from New York Community College.

Additional information about the company is available at  
<http://www.energywindow.com/company.shtml>.

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

See Attached

- Proposed staffing and employee training commitments
- Business plans
- 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.

Membership in ECAR and MAAC is not applicable to the scope and nature of EnergyWindow's proposed services.

- 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.

EnergyWindow will not be supplying retail electric service under this license; therefore, the reliability protocols are not applicable to the scope and nature of the proposed services.

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.
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.
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: EnergyWindow, Inc.

By:  \_\_\_\_\_

Title: Vice President Finance and Administration

State of Colorado :

: SS.

County of Boulder :

Joan E. Wright, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

She is the Vice President of Finance and Administration of EnergyWindow, Inc.;

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

That EnergyWindow, Inc., the Applicant herein, acknowledges that [Applicant] 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 EnergyWindow, Inc., the Applicant herein, asserts that [he/she/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 EnergyWindow, 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 EnergyWindow, 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.

John E. Wray  
Signature of Affiant

Sworn and subscribed before me this 1 day of June, 192004.

Kyle Drayton  
Signature of official administering oath

My commission expires 11/9/2005.

KYLE DRAYTON  
NOTARY PUBLIC  
STATE OF COLORADO  
My Commission Expires 11/9/2005  
1650 30th St., Boulder, CO 80501

AFFIDAVIT

District of Columbia :  
:  
City of Washington :

ss.

Rita Brickman, Affiant, being duly [sworn/affirmed] according to law, deposes and says:

That she is an attorney for EnergyWindow, Inc.;

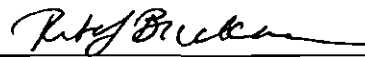
That she is authorized to and does make this affidavit for said Applicant;

That EnergyWindow, Inc., the Applicant herein certifies that it has caused the notice of the filing of its electric generation license application to be published in the following newspapers on June 3, 2004 and June 4, 2004:

Philadelphia Inquirer,  
Intelligencer,  
Pittsburg Business Times,  
Reading Eagle,  
Erie Daily Times, and  
City Paper Philadelphia;

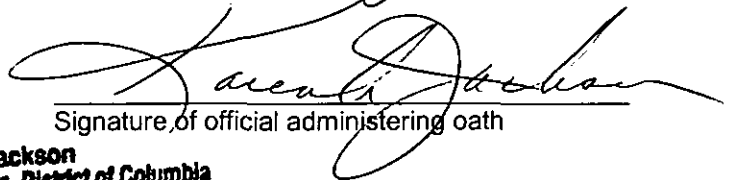
That EnergyWindow, Inc., the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available;

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 26<sup>th</sup> day of May, 192004.



Signature of official administering oath

**Karen A. Jackson**  
**Notary Public, District of Columbia**  
**My Commission Expires 10-31-2006**

My commission expires \_\_\_\_\_

State of Colorado :

ss.

County of Boulder :

Joan E. Wright, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

She is the Vice President of Finance and Administration of EnergyWindow, Inc.;

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

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

That the Applicant herein EnergyWindow, 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 EnergyWindow, 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.

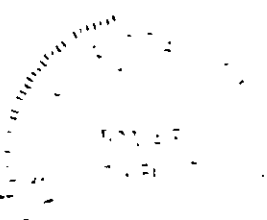
*Joan E. Wright*  
\_\_\_\_\_  
Signature of Affiant

Sworn and subscribed before me this 1 day of June, 19 2004

*Kyle Drayton*  
\_\_\_\_\_  
Signature of official administering oath

My commission expires 11/9/2005

KYLE DRAYTON  
NOTARY PUBLIC  
STATE OF COLORADO  
My Commission Expires 11/9/2005  
1650 30th St. Boulder, CO 80501



**Electric Generation Supplier License Bonds**

Bonds submitted in order to satisfy the licensing process must comply with the following:

The bond in the amount of \$250,000 should name the Pennsylvania Public Utility Commission as the obligee or beneficiary, and should contain the following language:

This bond is written in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. § 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. §§101, et seq., and the rules and regulations of the Pennsylvania Public Utility Commission by the Principle as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. § 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangements. Payment of claims shall have the following priority: (i) The Commonwealth; (ii) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (iii) Private individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for payment of any other tax obligations owed to the Commonwealth.

The original and two copies of the bond must be submitted to the Office of the Secretary, Pa. Public Utility Commission, P.O. Box 3265, Harrisburg, PA 17105-3265. An approved copy of the bond will be returned with a letter acknowledging receipt of the bond. The entry date of the Commission's Order will be the effective date for the license.

**XYZ INSURANCE COMPANY  
License Bond**

**Bond Number:** \_\_\_\_\_

**KNOW ALL MEN BY THESE PRESENTS** that APPLICANT NAME as Principal, and XYZ Insurance Company of **CITY, STATE**, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of two hundred fifty thousand dollars (\$250,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS day of Month, Year

**THE CONDITION OF THIS OBLIGATION IS SUCH**, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

**NOW THEREFORE**, the condition of this obligation is such that the Principal must act in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. 101, et seq. and the rules and regulation of the Pennsylvania Public Utility Commission by the Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania; (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for the payment of any other tax obligations owed to the Commonwealth of Pennsylvania.

**NOW THEREFORE**, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

**PROVIDED**, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination.

**THIS BOND WILL EXPIRE** Month Day, Year, but may be continued by continuation certificate signed by Principal and XYZ. XYZ may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and XYZ shall not be liable for any default after such sixty-day notice period, except for defaults occurring prior thereto.

Signed, sealed and dated Month Day, Year.

\_\_\_\_\_  
Principal

\_\_\_\_\_  
Surety

COUNTERSIGNED BY

\_\_\_\_\_  
Registered Agent

By \_\_\_\_\_  
Attorney-in-Fact

**EnergyWindow, Inc.  
Corporate Officers**

<b>Title</b>	<b>Name</b>	<b>Address</b>
President	John H. Mason	4750 Walnut Street, Suite 106, Boulder, CO 80301
VP of Finance & Admin	Joan E. Wright	4750 Walnut Street, Suite 106, Boulder, CO 80301
Treasurer	Joan E. Wright	4750 Walnut Street, Suite 106, Boulder, CO 80301
CTO	Michael W. Usrey	4750 Walnut Street, Suite 106, Boulder, CO 80301
VP Business Dev	Christopher Wiederspann	2507 Simon Dr, Sinking Spring, PA 19608
VP	Michael W. Usrey	4750 Walnut Street, Suite 106, Boulder, CO 80301
Secretary	Joan E. Wright	4750 Walnut Street, Suite 106, Boulder, CO 80301
Assistant Secretary	John H. Mason	4750 Walnut Street, Suite 106, Boulder, CO 80301
Assistant Secretary	Michael W. Usrey	4750 Walnut Street, Suite 106, Boulder, CO 80301

**Directors**

John H. Mason	4750 Walnut Street, Suite 106, Boulder, CO 80301
Peter Edwards	1625 Broadway, Suite 2450, Denver, CO 80202
Michael W. Usrey	4750 Walnut Street, Suite 106, Boulder, CO 80301

10. Do you have PA employees either resident or non-resident?  YES

11. Do you own any assets or have an office in PA?  YES

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

Joan E. Wright

Paychex

Brock & Company

PA SALES AND USE TAX

EMPLOYER TAXES

CORPORATE TAXES

PHONE 303-444-2366

PHONE 303-307-0505

PHONE 303-444-2971

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

APPENDIX B

COMMONWEALTH OF PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME  
EnergyWindow, Inc.

2. BUSINESS PHONE NO. ( 303-444-2366 )  
CONTACT PERSON(S) FOR TAX ACCOUNTS:  
Joan E. Wright

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE) (ZIP)

4750 Walnut Street, Suite 106, Boulder, Colorado 80301

5. TYPE OF ENTITY  SOLE PROPRIETOR  PARTNERSHIP  CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S) See Attached

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED).

A. SALES TAX LICENSE (8 DIGITS)	C. CORPORATE BOX NUMBER (7 DIGITS)	APPLICATION PENDING
APPLICATION PENDING N/A	N/A	
APPLICATION PENDING N/A		
B. EMPLOYER ID (EIN) (9 DIGITS)		
APPLICATION PENDING N/A		
APPLICATION PENDING N/A		



**Sample Disclosure Statement Format  
for Electric Generation Suppliers**

This is an agreement for electric generation service, between EGS name and customer's name and full address.

**Background**

- We at EGS's name are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-110XXX.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

**Definitions**

- Generation Charge - Charge for production of electricity.
- Transmission Charge - Charge for moving high voltage electricity from a generation facility to the distribution lines of an electric distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*

**Terms of Service**

- 1. (a) Basic Service Prices** - *Itemize Basic Services you are billing for and their prices.*

You will pay EGS rate per kWh for electric generation service.  
*Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.*

You will pay EGS rate per kWh for electric transmission service.  
*Suppliers are to include transmission service prices if billed.*

- (b) Nonbasic Service Prices** - *Itemize Nonbasic Services you are offering and their prices.*

**2. Length of Agreement**

You will buy your electricity generation service for the above street address from EGS's name beginning date through date of expiration, if any.

- 3. Special Terms and Conditions** - *List and explain all that apply.*

Sign-up bonuses  
Add-ons  
Limited time offers  
Other Sales Promotions  
Exclusions

- 4. Special Services** - *Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.*

5. **Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the rest of the agreement.

6. **Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

7. **Renewal Provision** - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. **Agreement Expiration/Change in Terms**

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. **Dispute Procedures**

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

10. **Contact Information**

Generation Supplier Name:

---

Address:

---

---

---

Phone Number:

---

Internet Address:

---

Electric Distribution Company Name:

---

Provider of Last Resort Name:

---

Address:

---

---

---

Phone Number:

---

Public Utility Commission (PUC)

Address:

P.O. Box 3265 Harrisburg, PA 17105-3265

Electric Competition Hotline Number:

1-888-782-3228

Universal Service Program Name:

---

Phone Number:

---

APPENDIX D  
EXAMPLE FORM OF NOTICE

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE

*Application of **EnergyWindow, Inc.** For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania, Docket No. **A-110161.***

On **June 1, 2004**, **EnergyWindow, Inc.** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electric generation services as an aggregator engaged in the business of supplying electricity services. **EnergyWindow, Inc.** proposes to sell electricity related services throughout all of Pennsylvania 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 **EnergyWindow, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **EnergyWindow's** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is

**A-110161.**

By and through Counsel: Rita Brickman  
**EnergyWindow, Inc.**  
**4750 Walnut Street, Suite 106**  
**Boulder, Colorado 80301**  
**303-444-2366**  
**303-546-9494**

**APPENDIX E**

**Electronic Data Interchange & Internet Requirements**

Prior to doing business in an EDC service territory it is required that an EGS successfully test the appropriate EDI transactions. To initiate the testing process, an EGS must contact the PA EDC contact person designated on the EDI Testing Contacts zip file, which is located on the Pa. PUC website ([http://puc.paonline.com/electric/EDI/edewg\\_download.asp](http://puc.paonline.com/electric/EDI/edewg_download.asp).) Using the approved internet protocols, the EDI testing contacts list contact list is also provided for any EDC that may want to initiate contact with an EGS. To have your contact information added or updated, please send an email to [kawall@greenmountain.com](mailto:kawall@greenmountain.com).

**Electric Distribution Companies (EDC):**

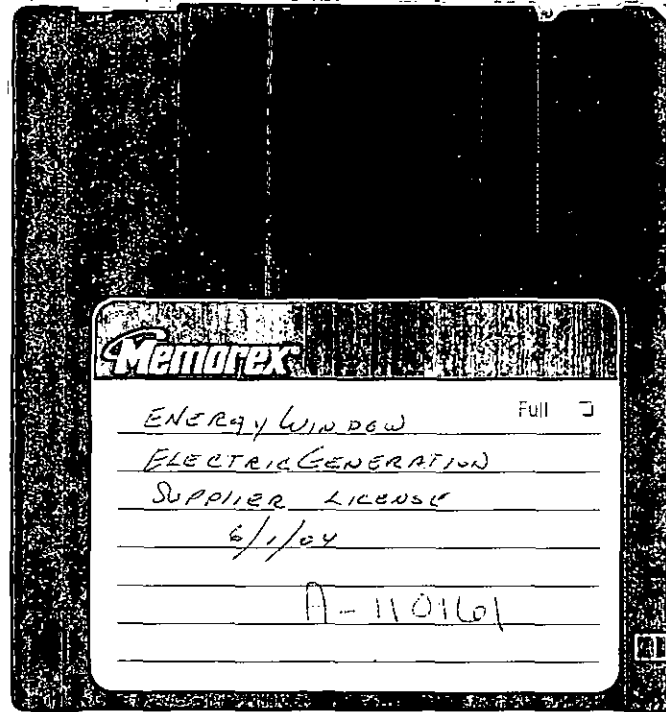
Company Name	Contact Name	Telephone	Email	Pref.
Allegheny Power	Jim Mazanek	(724) 838-6014	<a href="mailto:Jmazane@alleghenypower.com">Jmazane@alleghenypower.com</a>	Email
Duquesne Light Co.	Dervel Reed	(412) 393-6301	<a href="mailto:D.A.Reed@dlc.dge.com">D. A. Reed@dlc.dge.com</a>	None
GPU Energy	Pete Byrne	(610) 375-5942	<a href="mailto:Pbyrne@gpu.com">Pbyrne@gpu.com</a>	None
PECO Energy	Hotline	(215) 841-5799	<a href="mailto:Choice.EDI@peco-energy.com">Choice.EDI@peco-energy.com</a>	None
Penn Power Co.	Stephanie Gibson	(724) 656-4311	<a href="mailto:Gibsons@firstenergycorp.com">Gibsons@firstenergycorp.com</a>	None
PP&L Inc.	Kim Wall	(610) 774-4850	<a href="mailto:Kawall@papl.com">Kawall@papl.com</a>	Email
UGI Utilities Inc.	Eric Sorber	(570) 830-1286	<a href="mailto:Esorber@ugi.com">Esorber@ugi.com</a>	Email
All Pennsylvania Rural Electric Cooperatives	Bob Truetken	(314) 922-9158 x1543	<a href="mailto:Bobtr@cadp.org">Bobtr@cadp.org</a>	Phone

**Electric Generation Suppliers (EGS):**

Company Name	Contact Name	Telephone	Email	Pref.
American Cooperative Services	Linda Johnson	(717) 901-4406	<a href="mailto:Linda.Johnson@prea.com">Linda.Johnson@prea.com</a>	Phone
American Energy	David Butsack	(610) 372-8500	<a href="mailto:Dave.kel@cwix.com">Dave.kel@cwix.com</a>	Email
Bruin Energy d/b/a The Mack Services Group	David McCorry	(610) 644-0562	<a href="mailto:macksergrp@msn.com">macksergrp@msn.com</a>	None
Columbia Energy Services	Tracy Myer	(703) 561-6385	<a href="mailto:Tmyer@columbiaenergygroup.com">Tmyer@columbiaenergygroup.com</a>	Email
CMS Marketing, Svcs & Trading	Aaron Martin	(517) 768-2063	<a href="mailto:Amartin@cmsenergy.com">Amartin@cmsenergy.com</a>	None
Con Edison Solutions	Bill Hunsicker	(610) 926-7155	<a href="mailto:Bhunsick@sctcorp.com">Bhunsick@sctcorp.com</a>	Email
Conectiv	Russell Coultress	(800) 397-2001	<a href="mailto:Russell@accessedi.com">Russell@accessedi.com</a>	Email
Constellation Energy Source	Sam Schmidt	(410) 468-3528	<a href="mailto:EDI@cesource.com">EDI@cesource.com</a>	Email
DTE-CoEnergy	David Tyl	(313) 235-9055	<a href="mailto:Tyld@dteenergy.com">Tyld@dteenergy.com</a>	Email
DTE Edison America	Merle Glasgow	(615) 371-5199	<a href="mailto:Merle.Glasgow@stercomm.com">Merle.Glasgow@stercomm.com</a>	None
Edison Source	Jon Silva	(562) 463-3000	<a href="mailto:Jsilva@edisonenterprises.com">Jsilva@edisonenterprises.com</a>	None
Enron Energy Services	Allyson Hafner	(614) 761-7160	<a href="mailto:Ahafner@ees.enron.com">Ahafner@ees.enron.com</a>	None
Exelon Energy	Joyce Walsh	(610) 645-1423	<a href="mailto:Jwalsh@peco-energy.com">Jwalsh@peco-energy.com</a>	Email
First Energy Services	Winston Stein	(281) 342-2646	<a href="mailto:Bswa@attmail.com">Bswa@attmail.com</a>	Phone
GPU Advanced Resources	Gary Gokhman	(610) 856-5831	<a href="mailto:Ggokhman@gpu.com">Ggokhman@gpu.com</a>	Email
Green Mountain Energy	Jamie Barras	(802) 846-6120	<a href="mailto:Barras@greenmountain.com">Barras@greenmountain.com</a>	Email
New Energy Ventures	Dan Griffiths	(215) 563-9290 x226	<a href="mailto:dgriffiths@newenergy.com">dgriffiths@newenergy.com</a>	None
NorAm Energy Management	Nick Waters	(713) 207-1376	<a href="mailto:Nwaters@noram.com">Nwaters@noram.com</a>	Email
PacifiCorp Power Marketing	Jeff Ponsness	(503) 813-5143	<a href="mailto:Jeff.Ponsness@pacificorp.com">Jeff.Ponsness@pacificorp.com</a>	Email
Penn Power Energy	Winston Stein	(281) 342-2646	<a href="mailto:Bswa@attmail.com">Bswa@attmail.com</a>	Phone
PG Energy PowerPlus	Jeff Besecker	(570) 829-8698	<a href="mailto:Besecker@pq-energy.com">Besecker@pq-energy.com</a>	Email
PP&L EnergyPlus	Kim Wall	(610) 774-4850	<a href="mailto:Kawall@papl.com">Kawall@papl.com</a>	Email
PSEG Energy Technologies	Douglas Nicholls	(732) 744-2155	<a href="mailto:Douglas.Nicholls@pseg.com">Douglas.Nicholls@pseg.com</a>	Phone
Statoil Energy Inc	Keith Mills	(703) 317-2643	<a href="mailto:Kmills@statoilenergy.com">Kmills@statoilenergy.com</a>	Email
Strategic Energy Limited	Jim Thomas	(412) 394-5650	<a href="mailto:Jthomas@sel.com">Jthomas@sel.com</a>	Email
UGI Energy Services, Inc.	Sal Franco	(610) 373-7999 x118	<a href="mailto:Electricenrollment@gasmark.com">Electricenrollment@gasmark.com</a>	None

Pennsylvania's Electronic Data Exchange Working Group (EDEWG) EDI transactions and related business practices can be found on the Pa. PUC website ([http://puc.paonline.com/electric/EDI/edewg\\_download.asp](http://puc.paonline.com/electric/EDI/edewg_download.asp)). In addition, in order to

keep up with changes in the standards, it is advised that each company have one representative on the edtwg email listserv. To subscribe to the edtwg listserv, send an email with your full name, company name, mailing address, telephone number, fax number and email address to [subscribe-edtwg@ls.eei.org](mailto:subscribe-edtwg@ls.eei.org) with a copy to Annunciata Marino ([marino@puc.state.pa.us](mailto:marino@puc.state.pa.us)).




06/01/2004

**OVER SIZED DOCUMENTS**

3.5" DISK

DOCUMENT  
FOLDER

DATE: June 9, 2004  
SUBJECT: A-110161  
TO: Bureau of Fixed Utility Services  
FROM:  James J. McNulty, Secretary

DOCKETED  
JUN 09 2004

Application of EnergyWindow, Inc.

Attached is a copy of the Application of EnergyWindow, Inc., for approval to offer, render, furnish or supply electricity or electric generation services as a aggregator to the public in the Commonwealth of Pa.

This matter is assigned to your Bureau for appropriate action.

Attachment

cc: Law Bureau

jih

COMMONWEALTH OF PENNSYLVANIA  
PENNSYLVANIA PUBLIC UTILITY COMMISSION  
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE  
REFER TO OUR FILE  
Secretary  
717-772-7777

DOCUMENT  
FOLDER

June 9, 2004

DOCKETED  
JUN 09 2004

A-110161

ENERGYWINDOW, INC.  
JOAN E. WRIGHT  
VICE PRESIDENT FINANCE & ADMINISTRATION  
4750 WALNUT STREET  
SUITE 106  
BOULDER CO 80301

Dear Ms. Wright:

The Application of EnergyWindow, Inc., filed in this Office on June 7, 2004 for approval to supply Electricity or Electric Generation Services as a Aggregator engaged in the business of supplying electricity, is hereby acknowledged.

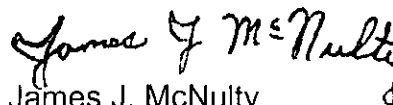
Pursuant to the Commission's Final Order, entered July 16, 1999, at M-00991249F0002, all entities wishing to engage in the business of a natural gas supplier must hold a license issued by the Commission, in order to provide services starting November 1, 1999.

The application of EnergyWindow, Inc., will receive the attention of the Commission, and you will be advised of any further necessary procedure.

You will need to send a copy of the application to all parties listed in Section 14 Notices of the Application & any companies through whose transmission & distribution facilities the applicant intends to supply customers & then submitted a Certificate of Service to the Commission with this information.

Please reference docket number A-110161 for all future filings pertaining to this application.

Sincerely,



James J. McNulty  
Secretary

JJM:jih



**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

RECEIPT

*The addressee named here has paid the PA P.U.C. for the following bill:*

ENERGYWINDOW, INC.

4750 WALNUT ST. SUITE 106  
BOULDER CO 80301

RECEIPT # 250176

DATE 6/11/2004

In re: Electrical Generation fees for ENERGYWINDOW, INC.

Docket Number A-110161..... \$350.00

REVENUE ACCOUNT: 001780-017601-107

CHECK NUMBER: 1766

CHECK AMOUNT: \$ 350.00

C. Joseph Meisinger  
(for Department of Revenue)

**DOCKETED**  
JUN 17 2004

**DOCUMENT  
FOLDER**