

JOSEPH J. MALATESTA JR.
WILLIAM T. HAYNE
KEVIN J. MCKEON
LOUISE A. KNIGHT
THOMAS J. SHISCAR
NORMAN JAMES KENNARD
LILLIAN SMITH HARRIS
JANET L. MILLER
SUSAN J. SMITH
SCOTT I. WYLAND
STEVEN K. HAAS
TODD S. STEWART

THE LAW FIRM OF
MALATESTA HAWKE & MCKEON

HARRISBURG ENERGY CENTER
100 NORTH TENTH STREET
HARRISBURG, PENNSYLVANIA 17101
(717) 236-1300
FAX (717) 236-3811

MAILING ADDRESS
P.O. BOX 1178
HARRISBURG, PA 17105

111005 ✓
January 2, 1997

John G. Alford, Secretary
Pennsylvania Public Utility Commission
Room B-18, North Office Building
PO Box 3265
Harrisburg, PA 17105-3265

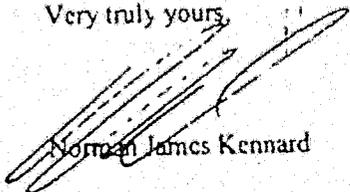
RE: Application of Eastern Power Distribution, Inc.

Dear Secretary Alford:

Enclosed for filing with the Commission are the original and two (2) copies of the Application of Eastern Power Distribution, Inc. ("Eastern") for a license to operate as an electric generation supplier within the Commonwealth of Pennsylvania. This Application is being filed in advance of the Commission's finalization of its guidelines. The Commission's Deputy Prothonotary has advised Eastern that the Application would be accepted subject to the understanding that Eastern would provide whatever additional information may be required by the Commission. Today, the Prothonotary has advised Eastern that amendments will be made available to Eastern, in order to enable it to comply with any final Commission guidelines.

Also enclosed is a check in the amount of \$350 for the required filing fee. If you have any questions concerning this filing, please direct them to me.

Very truly yours,


Norman James Kennard

NJK:lju

Enclosures

cc: Otto Hofmann
C. Barney Glunz

DOCUMENT
FOLDER

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PROTHONOTARY'S OFFICE

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In Re: Application of Eastern Power
Distribution, Inc. for a License to
Operate as an Electric Generation
Supplier in the Commonwealth of
Pennsylvania

Docket No. 3110005

APPLICATION OF
EASTERN POWER DISTRIBUTION, INC. DOCUMENT
FOR A LICENSE TO OPERATE AS FOLDER
AN ELECTRIC GENERATION SUPPLIER

AND NOW COMES Eastern Power Distribution Inc. ("Eastern Power")
by and through its attorneys, Malatesta Hawke & McKeon, and pursuant to
the Pennsylvania Public Utility Code and the regulations of the Pennsylvania
Public Utility Commission ("Commission"), files this Application with
Commission for a license to operate as an electric generation supplier in
Commonwealth of Pennsylvania and, in support thereof, states as follows:

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PROCEEDINGS OFFICE

1. Eastern Power desires to participate in the retail electricity
market within the Commonwealth of Pennsylvania by engaging in the
activities of brokering, marketing and/or aggregating of electric energy.
Time is of the essence in considering this Application. In order to participate

¹ The term "electric generation supplier" is inclusive of the terms aggregator and broker. 66
Pa.C.S. §2803

in any Pilot Projects, Eastern Power must be a licensed electric generation supplier. 66 Pa.C.S. §2806(g)(1). Pilot Projects are to commence on April 1, 1997. Id. at §2806(g). By this Application, Eastern Power is requesting the approval of the Pennsylvania Public Utility Commission under the newly enacted Chapter 28 of the Pennsylvania Public Utility Code, 66 Pa.C.S. §2801 et seq., specifically 66 Pa.C.S. §2809. Eastern Power requests that this Commission find that its Application is in the public interest and grant it a license to operate as an electric generation supplier in accordance with the provisions of 66 Pa.C.S. §2801, et seq.

2. Eastern Power's principal place of business in the Commonwealth is:

Eastern Power Distribution Company
381 Mansfield Avenue
Suite 131
Pittsburgh, PA 15220

3. The attorneys for Eastern Power are:

Norman James Kennard
Todd S. Stewart
MALATESTA HAWKE & McKEON
Harrisburg Energy Center
P.O. Box 1778
Harrisburg, PA 17105
(717) 236-1300
(717) 236-4841 (FAX).

Service of all documents and pleadings in this proceeding is also requested on:

Lisa Yoho
Director of Regulatory Affairs
The Eastern Group
2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2244
(703) 317-2306 (FAX).

4. Eastern Power is a wholly owned subsidiary of The Eastern Group, Inc. The Eastern Group, Inc., is a privately held, vertically integrated, energy company engaged in natural gas exploration and production, energy marketing, electric power generation, and the development of other energy projects. Eastern Energy Marketing, a separate subsidiary of The Eastern Group, Inc., has substantial and extensive experience in the natural gas transportation market, serving customers located in over 40 local distribution systems (seven of which are in Pennsylvania).

5. The Eastern Group has offices in Bethlehem, Chadds Ford, Lancaster, Philadelphia, Pittsburgh, and Snow Shoe, Pennsylvania. Its principal office is in Alexandria, Virginia.

6. Eastern Power currently sells electric energy at retail to pilot program customers in the state of New York, and has received similar approval to make retail electric sales in the state of New Hampshire. Eastern

Power's affiliate, Eastern Energy, has extensive experience in the sale of natural gas within the Commonwealth to both LDCs and end users. Eastern Power has consistently demonstrated its fitness and is currently willing and able to provide the service of an electric generation supplier for retail sales of electric power within the Commonwealth.

7. Eastern Power has received a license from the Federal Energy Regulatory Commission ("FERC") to act as a wholesale power marketer. Attached hereto as Appendix "A" is a copy of Eastern Power's FERC issued license to market wholesale power.

8. Attached as Appendix "B" is the most recent, 1995, annual report of The Eastern Group, Inc. The Annual Report contains balance sheet and income statement information.

9. Eastern Power will comply with all applicable statutes and regulations including, but not limited to, Chapter 28 of the Pennsylvania Public Utility Code, 66 Pa.C.S. §2801, et seq., and Chapter 56 of the Regulations of the Pennsylvania Public Utility Code, 52 Pa. Code §56.01, et seq.

10. In accordance with the provisions of Chapter 28 of the Public Utility Code, Eastern Power will furnish a Bond in a reasonable and adequate amount, necessary, as determined by the Commission, to assure the Commonwealth and the Commission of its financial responsibility and to guarantee performance.

11. Eastern Power will pay the full amount of all applicable and lawful taxes, including taxes imposed by the Tax Reform Code of 1971 and Chapter 28 of the Public Utility Code

12. Eastern Power will operate in its capacity as an electric generation supplier by taking all reasonable and appropriate measures to ensure the safety and reliability of service, including the maintenance of adequate reserve margins.

13. Eastern Power will act in compliance with the standards for billing and collections with regard to residential customers as set out in Chapter 56 of the Commission's Regulations.

14. Eastern Power will comply with all applicable and lawful Commission Orders and Regulations subsequently enacted, including

standards to ensure that all customer classes have access to their supplier of choice under §2809(e), 66 Pa.C.S. §2809(e).

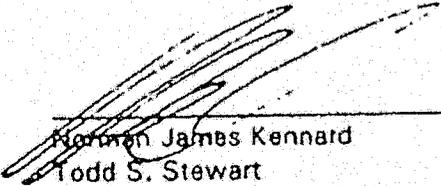
15. Eastern Power is aware that the Commission has not finalized its procedures for the processing and granting of a license to operate as an electric generation supplier and, accordingly, acknowledges that it may be necessary for Eastern Power to supplement this Application with additional information as requested by the Commission or its staff.

16. Chapter 28 of the Public Utility Code states that it is in the public interest to permit retail customers to obtain direct access to competitive generation, as long as that service is reliable and safe. 66 Pa.C.S. §2802(2). The newly enacted Chapter 28 has, as its overriding goal, the reduction of rates to electric consumers in the Commonwealth through the development of competition in the supply of electric power. In order for competition to occur, it is necessary to allow alternative, non-utility suppliers of electric generation to enter the market in the Commonwealth. Eastern Power has demonstrated, by its past operations and this Application, that it is more than qualified to act in the capacity of an electric generation supplier with the goal of reducing rates to electric consumers within the Commonwealth. Therefore, approval of its Application for a license to act as

an electric generation supplier is in the public interest and should be granted by this Commission.

WHEREFORE, for the above-stated reasons, Eastern Power Distribution, Inc. hereby respectfully requests that the Pennsylvania Public Utility Commission grant it a license to act as an electric generation supplier in the Commonwealth of Pennsylvania and undertake any lawful services in accordance with the provisions of 66 Pa.C.S. §2801, et seq., Commission Orders or Regulations and other lawful authorities. Eastern Power further requests that the Commission undertake consideration of its Application in an expedited fashion, so that Eastern Power can participate in the pilot programs which will commence April 1, 1997.

Respectfully submitted.



Norman James Kennard
Todd S. Stewart
Malatesta Hawke & McKeon
Harrisburg Energy Center
100 North 10th Street
P.O. Box 1778
Harrisburg, PA 17105
(717) 236-1300
(717) 236-4841 (FAX)

ATTORNEYS FOR EASTERN POWER
DISTRIBUTION, INC.

ORIGINAL

AFFIDAVIT

COMMONWEALTH OF VIRGINIA

CITY OF ALEXANDRIA

A-110005

I, Mark L. Eisenhower, being duly sworn according to law, depose and state that I am the Executive Vice President of Eastern Power Distribution, Inc., the Applicant in the foregoing Application. I am authorized to make this Affidavit on behalf of the Applicant. I have reviewed the foregoing Application and Appendices attached thereto, and I declare that the facts set forth therein are true and correct to the best of my knowledge, information and belief.

Mark L. Eisenhower
Mark L. Eisenhower
Executive Vice President
Eastern Power Distribution, Inc.

DOCUMENT
FOLDER

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97 JAN - 2 PM 12:56
P.U.C.
PROTODONOSTARY'S OFFICE

Sworn to and Subscribed before me this 23rd day of December, 1996

John Z. Dean
Notary Public

3-31-99
My commission expires

FEDERAL ENERGY REGULATORY COMMISSION

WASHINGTON D C 20426

Docket No. ER94-964-000

Bracewell & Patterson, L.L.P.
Attention: Mr. Randall S. Rich
2000 K Street, N.W., Suite 500
Washington, D.C. 20006

APR 05 1994

Dear Mr. Rich:

By letters dated February 8 and March 1, 1994, you submitted for filing with the Commission, on behalf of Eastern Power Distribution, Inc. (EPD), a rate schedule under which EPD will engage in wholesale electric power and energy transactions as a marketer. You also request (1) waivers of various regulations consistent with those granted other marketers, and (2) clarification as to whether the sale of accounts receivable in connection with power marketing transactions requires Commission approval. Authority to act on this matter is delegated to the Director, Division of Applications, under Section 375.308 of the Commission's Regulations: pursuant to Section 375.308(a)(1), your submittal is accepted for filing and designated as shown on the Enclosure.

Your requests for waiver of the Commission's filing requirements are hereby granted, along with the authorizations and subject to the same conditions provided in Citizens Power & Light Corp. (Citizens), 48 FERC ¶ 61,210 (1989). Consistent with Ford Motor Company, 52 FERC ¶ 61,025 (1990), EPD is required to comply with Part 46 of the Regulations. Also, in Enron Power Marketing, Inc. (Enron), 65 FERC ¶ 61,305 at 62,405 (1993), the Commission explained that sales of accounts receivable would not require filing under Section 203 of the Federal Power Act.

Consistent with the Commission's action in Citizens, you are directed to submit quarterly informational filings containing the same information required in Citizens for each purchase contract and each sale contract, with the first filing due within 30 days of the calendar quarter ending in April of 1994. Also, consistent with Citizens, and Enron, order on reh'g, 66 FERC ¶ 61,244 (1994), you are directed to file promptly with the Commission any change in status. Changes in status include departure from the characteristics the Commission has relied upon in approving market-based pricing for EPD, including but not limited to: (1) lack of ownership of generation or transmission facilities (except for those qualifying facilities (QFs) identified in your submittal for which commitments of the entire output were made under long-term contracts prior to the date of this order) or inputs to electric power production; (2) lack of affiliation with any entity which owns generation or transmission

APPENDIX "A"

Bracewell & Patterson, L.L.P.

facilities (except for QFs identified in your submittal for which commitments of the entire output were made under long-term contracts prior to the date of this order) or other inputs to electric power production; (3) lack of affiliation with any entity that has a franchised service area; or (4) lack of business arrangements (including sales of accounts receivable) involving EPD or any entity affiliated with EPD, and the entities which buy from or sell power to EPD or transmit power for EPD.

EPD did not include in its rate schedule a prohibition on sales to affiliates, consistent with Citizens. My staff contacted you by phone and you agreed to file with the Commission a revised rate schedule incorporating the standard clause prohibiting affiliate sales, within 30 days of the date of this order. Accordingly, EPD is directed to file with the Commission, within 30 days of the date of this order, a revised rate schedule which clearly codifies that no sale may be made pursuant to the rate schedule to any entity controlled by, under common control with, or controlling Eastern Power Distribution, Inc.

It is noted that EPD is indirectly affiliated with an entity that markets fuel supplies. As the Commission noted in Louisville Gas & Electric Company, 62 FERC ¶ 61,016 at 61,147-8 (1993), should your affiliate deny, delay or require unreasonable terms, conditions or rates for fuel related services to a potential electric competitor, the electric competitor will be allowed to file a complaint with the Commission. If such complaint has merit, EPD's authority to sell at market based rates could be suspended.

Notices of your filings were published in the Federal Register with comments, protests, or interventions due on or before March 31, 1994. No comments, protests, or interventions were filed.

Good cause is shown for granting waiver of the notice requirements pursuant to Section 205(d) of the Federal Power Act and Section 35.11 of the Commission's Regulations thereunder; therefore, the rate schedule shall become effective as shown on the Enclosure.

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, contract, or practice affecting such rate or service provided for in the filed documents; nor shall such acceptance be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such acceptance is without prejudice to any findings or orders which have been or may hereafter be made by the Commission in any

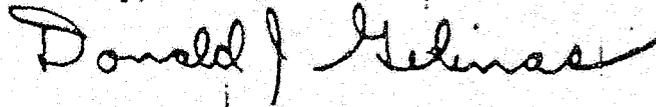
Bracewell & Patterson, L.L.P.

proceeding now pending or hereafter instituted by or against Eastern Power Distribution, Inc.

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within thirty days of the date of issuance of this order, pursuant to 18 CFR 385.713.

This letter terminates Docket Nos. ER94-964-000.

Sincerely,



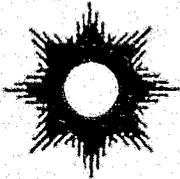
Donald J. Gelinas, Director
Division of Applications

Enclosure

Eastern Power Distribution, Inc.
Docket No. ER94-964-000
Rate Schedule Designation

Designation
Rate Schedule FERC No. 1

Effective Date
April 8, 1994



The Eastern Group
A State Company

11/11/97 2/11/97 100

February 11, 1997

Commonwealth of Pennsylvania
Department of State
Corporation Bureau
P O Box 8722
Harrisburg, PA 17105-8722

Re: Eastern Power Distribution, Inc

Dear Sir:

Enclosed please find the following for the referenced Corporation

- 1 Application for Certificate of Authority
- 2 Docketing Statement (in triplicate)
- 3 Check for \$180.00 for the filing fee
- 4 Second copy of #1 and self addressed, stamped envelope for confirmation purposes.

Please file the above-described documents and return the microfilmed original to the following address:

The Eastern Group, Inc
Attn: Kyla Dean
2900 Eisenhower Avenue Suite 300
Alexandria, VA 22314

If there are any questions, please contact me at (703) 317-2332. Call collect if necessary.

Very truly yours,

Kyla L. Dean
Paralegal

1:KDEANLLATHIAMICORPDOCUREQSTLET:PAQUALLT doc

2900 Eisenhower Avenue Suite 300

Tel: (703) 317-2332

7. (Check one of the following):

XX (Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

 (Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 11 day of February, 1997

Eastern Power Distribution, Inc.

(Name of Corporation)

By Mark L. Eisenhower

(Signature)

Mark L. Eisenhower

TITLE Executive Vice President

POOR ORIGINAL

DOCKETING STATEMENT (DSCR-15-13AA (Rev. 95))
DEPARTMENTS OF STATE AND REVENUE

FILING FEE NONE

BUREAU USE ONLY:

Dept. of State Entry Number _____
Revenue Box Number _____
Filing Period _____ Date 3 4 5 _____
SIC _____ Report Code _____

This form (file in triplicate) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
P.O. BOX 8722
HARRISBURG, PA 17105-8722

Check proper box:

Pa. Business-stock Pa. Business nonstock Pa. Business-Management Pa. Professional
 Pa. Business statutory close Pa. Business-cooperative Pa. Nonprofit stock Pa. Nonprofit nonstock
 Foreign-business Foreign-nonprofit Motor Vehicle for Hire Insurance
 Foreign-Certificate of Authority to D/B/A _____
 Business Trust
 Pa. Limited Liability Company Pa. Restricted Professional Limited Liability Company
 Foreign Limited Liability Company Foreign Restricted Professional Limited Liability Company

Association registering as a result of (check box):

Incorporation (Pa.) Domestication Consolidation
 Authorization of a foreign association Division Summary of Record
 Organization (Pa.)

1. Name of association: Eastern Power Distribution, Inc.

2. Location of (a) initial registered office in Pennsylvania or (b) the name and county of the commercial registered office provider:
(a) 57 South Commerce Way, Suite 310, Bethlehem, PA 18017 Southampton
Number and Street/P.O. number and Box City State Zip code County

(b) c/o: _____
Name of commercial registered office provider County

3. State or Country of Incorporation/Organization: Virginia

4. Specified effective date, if applicable: upon filing

5. Federal Identification Number: 54-1527558

6. Describe principal Pennsylvania activity to be engaged in, within one year of this application date:
to sell electric power and related services on a retail basis to customers and any
other lawful business activity.

7. Names, residences and social security numbers of the chief executive officer, secretary and treasurer or individual responsible for maintaining financial records:

Name	Address	Title	Social Security #
David A. Dresner,	11840 Chapel Estates Dr.	Clarksville, MD 21029	- CEO/President
Barbara J. Bordelon,	6095 S. St. Asaph St,	Alexandria, VA 22314	- Secretary
Michael G. Reimers,	1618 Queen St.,	Alexandria, VA 22314	- Treasurer

If professional association, include officer's professional license numbers with the respective Pennsylvania Professional Board.

8. Location of principal place of business:

2900 Eisenhower Ave., Suite 300, Alexandria, VA 22314
Number and Street/RO number and Box City State Zip

9. Mailing address if different than #8 (Location where correspondence, tax reports, form, etc. are to be sent)

Same
Number and Street/RO number and Box City State Zip

10. Act of General Assembly or authority under which you are organized or incorporated. Full citation of statute or other authority. Attach a separate sheet if more space is required: Chapter 9 of Title 13.1 of the Code of Virginia

11. Date and state of incorporation or organization (foreign association only): December 22, 1989

12. Date business started in Pennsylvania (foreign association only): Approximately April 1, 1997

13. Is the association authorized to issue capital stock? YES NO

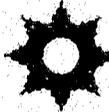
14. Association's fiscal year ends: December 31st

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal See 18 Pa.C.S. 14904 (relating to unsworn falsification to authorities).

Instructions for Completion of Form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the Pennsylvania Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, Pa. Department of Revenue, Dept. 280705, Harrisburg, PA 17128-0705.
- C. All Pennsylvania corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar-year basis only.
- D. The disclosure of the social security numbers of the corporate officers in Paragraph 7 is voluntary. The numbers are used to assure the proper identification of corporation officers by the Department of Revenue in accordance with the Fiscal Code.

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Eastern Power Distribution, Inc.

2800 Eisenhower Avenue Suite 300
Alexandria, Virginia 22314

60-182-433
PNC Bank, National Association
Jardross PA

DATE 02/20/1997

CHECK NUMBER 001044

Pay: One hundred eighty and no/100 dollars only.....

\$ 180.00

To The order of:

DEPARTMENT OF STATE
PO BOX 8722
HARRISBURG, PA 17105-8722

VOID AFTER 90 DAYS

⑆001044⑆ ⑆43301627⑆ 101093052⑆

Eastern Power Distribution, Inc.

YOUR CUSTOMER NUMBER	VENDOR INVOICE NUMBER	AMOUNT
	021097	\$ 180.00

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 25, 1994

The State Corporation Commission has found the accompanying articles submitted on behalf of

EASTERN POWER DISTRIBUTION, INC.
(FORMERLY EASTERN STATES PRODUCTION COMPANY)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 25, 1994 at 11:39 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
GIS20436
94-01-20-0094

ARTICLES OF AMENDMENT
OF
EASTERN STATES PRODUCTION COMPANY

ONE

The name of the corporation is Eastern States Production Company

TWO

The Shareholders and Board of Directors of Eastern States Production Company find it would be in the best interest of the Corporation to change the name of the Corporation. It is resolved that the name of the Corporation be and is hereby amended so that the new name shall be EASTERN POWER DISTRIBUTION, INC

THREE

The amendment does not cause an exchange, reclassification, or cancellation of issued shares

FOUR

The foregoing amendment was adopted on January 18th, 1994

FIVE

The amendment was adopted by unanimous consent of the shareholders

The undersigned president declares that the facts herein stated are true as of January 18, 1994.

Eastern Power Distribution, Inc. (formerly Eastern States
Production Company)

By: D. A. Dresner
David A. Dresner, President

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 22, 1989

This is to Certify that the certificate of incorporation of
EASTERN STATES PRODUCTION COMPANY

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.* EFFECTIVE DATE: December 22, 1989



State Corporation Commission

George W. Bryant, Jr.
Clerk of the Commission

ARTICLES OF INCORPORATION OF
EASTERN STATES PRODUCTION COMPANY,
A VIRGINIA CORPORATION

The undersigned, for the purpose of forming a stock corporation under the provisions of Chapter 9 of the Title 13.1 of the Code of Virginia, sets forth the following:

1. The name of the Corporation is Eastern States Production Company, a Virginia corporation.

2. The purposes for which the Corporation is organized are:

(a) To produce oil and natural gas and to provide for the transportation of such products.

(b) To do all things lawful, necessary, or incident to the accomplishment of the purposes set forth above; to exercise all lawful powers now possessed by Virginia corporations of similar character; to enter into partnerships or joint ventures, and to engage in any business in which a corporation organized under the laws of Virginia may engage, except any business that is required to be specifically set forth in the Articles of Incorporation.

(c) The objects, powers and purposes specified in any clause or paragraph hereinbefore contained shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the Commonwealth of Virginia; and it is hereby expressly provided that the foregoing enumeration of specific powers shall in no way limit or restrict any other power, object or purposes of the Corporation or in any manner affect any general power or authority of the Corporation.

3. The aggregate number of shares which the Corporation shall have the authority to issue and the par value per share are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	1000	\$ 10.00

4. The number of directors constituting the initial Board of Directors is two (2) and the names and address of said persons, who are over the age of twenty-one (21) years, and who are to serve as directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ralph L. Bradley	907 King Street Alexandria, Virginia 22314
Morgan Merrill	907 King Street Alexandria, Virginia 22314

5. The initial business address of the Corporation is 907 King Street, Alexandria, Virginia 22314. The name of the City in which the initial registered office is located is Alexandria, Virginia. The name of the initial registered agent is Ralph L. Bradley who is a Virginia resident and will serve as an initial director of the Corporation and whose home address is 622 West Braddock Road, Alexandria, Virginia 22314 and whose business office is 907 King Street, Alexandria, Virginia 22314.

6. Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed under or reasonably incurred by him in connection or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law

on the advice of the independent counsel. Such rights of indemnification shall not be deemed exclusive of any rights to which such Director or Officer may be entitled under any by-law agreement, vote of stockholder, or otherwise.

DATE:

12/19/89

Mark C. Hayes
Mark C. Hayes
Incorporator



- Continental Casualty Company
- National Fire Insurance Company of Hartford
- American Casualty Company of Reading, Pa.
- Transportation Insurance Company
- Transcontinental Insurance Company
- Valley Forge Insurance Company

GNA Plaza
Chicago, Illinois 60685

KNOW ALL MEN BY THESE PRESENTS. That we Eastern Power Distribution, Inc.
of 2900 Eisenhower Avenue #100 Alexandria, VA 22304

hereinafter referred to as the Principal, and Continental Casualty Company
a corporation organized and existing under the laws of the State of Illinois
and authorized to do business in the State of Pennsylvania as Surety, are held
and firmly bound unto the Commonwealth of Pennsylvania

hereinafter referred to as Obligor, in the sum of Two hundred fifty thousand and 00/100 Dollars--
lawful money of the United States of America, to the payment of which sum, we and truly to be made, we
bind ourselves, our executors, administrators, successors and assigns firmly by these presents

THE CONDITION OF THIS OBLIGATION IS SUCH, That whereas the Principal has made application for a license
or permit to the Obligor for the purpose of, or to exercise the vocation of supplying energy and energy
services to entities within the Commonwealth of Pennsylvania.

NOW, THEREFORE, if the Principal shall faithfully comply with all ordinances, rules and regulations which
have been or may hereafter be in force concerning said License or Permit, and shall save and keep harmless
the Obligor from all loss or damage which it may sustain or for which it may become liable on account of the
issuance of said license or permit to the Principal, then this obligation shall be void, otherwise, to remain in
full force and effect.

THIS BOND WILL EXPIRE March 1, 1998.
but may be continued by continuation certificate signed by Principal and Surety. The surety may at any time
terminate its liability by giving thirty (30) days written notice to the Obligor, and the Surety shall not be liable
for any default after such thirty day notice period, except for defaults occurring prior thereto.

SIGNED, SEALED AND DATED this 1st day of March, 1997

EASTERN POWER DISTRIBUTION, INC.
Principal
By: Mark T. [Signature]

CONTINENTAL CASUALTY COMPANY
Surety
By: Michael W. Keating
Michael W. Keating, Attorney-in-fact

G-23172-A

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That CONTINENTAL CASUALTY COMPANY, an Illinois corporation, NATIONAL FIRE INSURANCE COMPANY OF HARTFORD, a Connecticut corporation, AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA, a Pennsylvania corporation (herein collectively called "the CNA Surety Companies") are duly organized and existing corporations having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signature and seals herein affixed hereby make, constitute and appoint Frank J. Patterson III, Gerard C. Smith, John C. Plise, Michael W. Keating, Karen Tantor Individually

of Falls Church, Virginia

their true and lawful Attorney-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings, and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their corporations and all the acts of said Attorney, pursuant to the authority hereby given are hereby ratified and confirmed

This Power of Attorney is made and executed pursuant to and by authority of the By-Laws and Resolutions printed on the reverse hereof, duly adopted, as indicated by the Boards of Directors of the corporations

In Witness Whereof, the CNA Sureties Companies have caused these presents to be signed by their Group Vice President and their corporate seals to be hereto affixed on this 18th day of December 1996



CONTINENTAL CASUALTY COMPANY
NATIONAL FIRE INSURANCE COMPANY OF HARTFORD
AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA

[Signature]
M. C. Vonnahme Group Vice President

State of Illinois, County of Cook ss

On this 18th day of December 1996 before me personally came M. C. Vonnahme, to me known, who, being by me duly sworn, did depose and say that he resides in the Village of Danem, State of Illinois, that he is a Group Vice President of CONTINENTAL CASUALTY COMPANY, NATIONAL FIRE INSURANCE COMPANY OF HARTFORD and AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA described in and which executed the above instrument, that he knows the seals of said corporations, that the seals affixed to the said instrument are such corporate seals, that they were so affixed pursuant to authority given by the Boards of Directors of said corporations and that he signed his name thereto pursuant to like authority and acknowledges same to be the act and deed of said corporations.

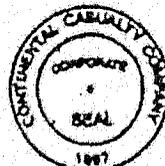


My Commission Expires June 5, 2000

[Signature]
Eileen T. Pachuta Notary Public

CERTIFICATE

I, Robert E. Ayo, Assistant Secretary of CONTINENTAL CASUALTY COMPANY, NATIONAL FIRE INSURANCE COMPANY OF HARTFORD, and AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of each corporation printed on the reverse hereof are still in force. In testimony whereof I have hereunto subscribed my name and affixed the seals of the said corporations this 1st day of March 1997



CONTINENTAL CASUALTY COMPANY
NATIONAL FIRE INSURANCE COMPANY OF HARTFORD
AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA

[Signature]
Robert E. Ayo Assistant Secretary

(Rev 7/14/95)

THE EASTERN GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)

	December 31,		
	1996	1995	1994
Assets			
Current Assets			
Cash and cash equivalents		\$ 4,131	\$ 645
Accounts receivable, net	\$ 114,122	53,239	41,362
Fuel inventories	15,854	3,091	2,662
Prepaid expenses	1,319	607	523
Total Current Assets	<u>131,095</u>	<u>61,068</u>	<u>45,182</u>
Property and equipment, net			
Oil and gas properties (full cost method)	128,252	82,771	52,735
Other property and equipment	29,393	9,766	8,327
Total Property & Equipment	<u>157,645</u>	<u>92,537</u>	<u>61,062</u>
Other assets	7,023	3,677	3,051
Total Assets	<u>\$ 295,763</u>	<u>\$ 157,282</u>	<u>\$ 109,305</u>
Liabilities and Stockholders' Equity			
Current liabilities			
Current portion of long-term debt	\$ 125	\$ 1,175	\$ 1,784
Accounts payable and accrued expenses	112,325	53,231	47,184
Total Current Liabilities	<u>112,450</u>	<u>54,406</u>	<u>48,968</u>
Deferred income taxes	5,437	2,160	424
Long-term debt	44,985	54,585	41,141
State debt facility	60,000	-	-
Stockholders' equity	72,911	46,151	18,772
Total Liabilities & Stockholders' Equity	<u>\$ 295,763</u>	<u>\$ 157,282</u>	<u>\$ 109,305</u>

The 1996 Consolidated Balance Sheet is Unaudited.

THE EASTERN GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands)

	Year Ended December 31,		
	1996	1995	1994
Revenue			
Exploration and production	\$ 23,426	\$ 11,091	\$ 9,109
Energy marketing	576,486	394,185	239,555
Power systems	9,690	6,324	1,418
	<u>609,582</u>	<u>411,600</u>	<u>250,080</u>
Costs and expenses			
Cost of marketed energy sales	548,326	377,587	231,957
Selling, operating and administrative	36,337	20,589	10,778
Depreciation, depletion & amortization	9,160	5,239	3,727
	<u>593,823</u>	<u>403,415</u>	<u>246,460</u>
Income from operations	15,759	8,185	3,620
Interest expense, net	5,259	3,816	2,388
Income before income taxes	10,500	4,269	1,232
Income tax expense	3,675	1,708	546
Net Income	<u>\$ 6,825</u>	<u>\$ 2,561</u>	<u>\$ 686</u>

The 1996 Consolidated Statement of Income is Unaudited.

79 691-8231 (EASTERN GROUP, THE, INC.)

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ATTN: BILL WHITEMACK

IN DATE

Statement Date: DEC 31 1995

RATING CHANGE

(NUM: 79-691-8231)
EASTERN GROUP, THE, INC.
2900 MIRMILNER AVE #300
AND BRANCHES) OR DIVISION(S)
ALEXANDRIA VA 22314
TEL: 703 317-2300

DATE PRINTED
FEB 21 1997
THROUGH SUBSIDIARY
OPERATES AS
NATURAL GAS & OIL
EXPLORATION &
DRILLING
SIC NO.
13 11

SUMMARY
RATING 4A2
FORMERLY 4A3
STARTED 1981
SALES \$ 2411,600,000
WORTH \$ 346,151,000
EMPLOYS 170170 MEN
HISTORY CLEAR
FINANCING SECURED
FINANCIAL
CONDITION GOOD

CHIEF EXECUTIVE: DAVID A DRESNER, CEO

SPECIAL EVENTS

06/11/96 CHIEF EXECUTIVE CHANGE: According to published reports, the Eastern Group named David A Dresner chief executive officer, Kristian Hauback chairman and Michael C Reimers executive vice president-CEO.

CUSTOMER SERVICE

If you need any additional information, would like a credit recommendation, or have any questions, please call our Customer Service Center at (800) 234-3867 from anywhere within the U.S. From outside the U.S., please call your local D&B office.

SUMMARY ANALYSIS

The Summary Analysis section reflects information in D&B's file as of February 17, 1997.

RATING SUMMARY

The Rating was changed on September 21, 1996 because D&B's analysis of the financial statement supports a higher Rating. The "4A" portion of the Rating (the Rating Classification) indicates that the company has a worth from \$10 million to \$50 million. The "2" on the right (Composite Credit Appraisal) indicates an overall "good" credit appraisal. This credit appraisal was assigned because the payment information in D&B's file indicates that this company's obligations are retired satisfactorily and because of D&B's "good" assessment of the company's November 31, 1995, fiscal financial statement.

Below is an overview of the company's D&B Rating(s) since 12/12/92:

RATING	DATE APPLIED
4A2	09/21/96
4A3	07/14/95
--	12/12/92

PAYMENT SUMMARY

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

79-691-8233 (EASTERN GROUP, THE, INC.)

The PAYDEX for this company is 80.

This PAYDEX score indicates that payments to suppliers are generally within terms, weighted by dollar amounts. When dollar amounts are not considered, approximately 83% of the company's payments are within terms.

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

	TOTAL RCV'D	TOTAL DOLLAR AMOUNTS	LARGEST HIGH CREDIT	% W/IN TERMS	DAYS SLOW		
					<31	31-60	61-90 91+
Total in Deb's file	39	2,667,950	2,000,000				
Top 10 Industries:							
1 Mfg photograph equip	3	7,000	2,500	96	4	-	-
2 Whol electronic parts	4	280,000	200,000	100	-	-	-
3 Help supply service	4	15,100	7,500	75	-	-	25
4 Mfg computers	2	302,500	300,000	100	-	-	-
5 Ret computer/software	2	32,500	30,000	100	-	-	-
6 Trucking non-local	2	15,000	13,000	50	50	-	-
7 Petroleum refining	1	2,000,000	2,000,000	100	-	-	-
8 Nonclassified	1	5,000	5,000	100	-	-	-
9 Prepackaged software	1	2,500	2,500	100	-	-	-
10 Computer system design	1	2,500	2,500	-	-	-	50 50
11 OTHER INDUSTRIES	15	5,600	1,000	81	19	-	-

Other Payment Categories:

Cash experiences	0	0	0
Payment record unknown	1	250	250
Unfavorable comments	0	0	0
Placed for collection			
with Deb	0	0	
other	0	N/A	

The highest "Now Owe" on file is \$2,000,000
 The highest "Past Due" on file is \$2,500

Deb receives over 120 million payment experiences each year. We enter these new and updated experiences into Deb Reports as this information is received.

PAYMENTS (Amounts may be rounded to nearest figure in prescribed ranges)

Antic - Anticipated (Payments received prior to date of invoice)
 Disc - Discounted (Payments received within trade discount period)
 Ppt - Prompt (Payments received within terms granted)

REPORTED	PAYING RECORD	HIGH CREDIT	NOW OWES	PAST DUE	SELLING TERMS	LAST SALE WITHIN
02/87	Ppt	2500	1000			1 Mo
	Ppt	2500	-0-			1 Mo
	Ppt	1000	-0-			4-5 Mos
	Ppt	750	250	0-		1 Mo
	Ppt	500	-0-			6-12 Mos
	Ppt	250	250			2-3 Mos
	Ppt-slow 15	500	-0-	0-		4-5 Mos
	Ppt-slow 30	500	-0-			6-12 Mos
	slow 30	50	-0-	0-		6-12 Mos
01/87	Ppt	2000000	2000000	-0-		1 Mo
	Ppt	100000	200000	-0-	N30	1 Mo
	Ppt	200000	5000	-0-	N30	1 Mo
	Ppt	55000	-0-	-0-	N30	4-5 Mos
	Ppt	20000	-0-	-0-	N30	6-12 Mos
	Ppt	5000	-0-	-0-		6-12 Mos

79-691-8233 (EASTERN GROUP, THE, INC.)

Date	Ppt	2500	-0-	-0-	M30	6-12 Mos
	Ppt	100	-0-	-0-	M10	6-12 Mos
	Ppt	50	50	-0-		2-3 Mos
	Ppt-slow 30	15000	-0-	-0-		2-3 Mos
	Ppt-slow 30	1000	750	-0-	M30	1 Mo
	slow 30	250	-0-	-0-	M30	6-12 Mos
12/96	slow 90-120	2500	2500	2500		2-3 Mos
	Ppt	30000	10000	-0-	M30	1 Mo
	Ppt	5000	5000	-0-	M30	1 Mo
	Ppt	1000	750	-0-		1 Mo
	Ppt	750	250	-0-		1 Mo
	Ppt	500	250	-0-	M15	1 Mo
	Ppt	250	-0-	-0-		2-3 Mos
	Ppt	100	-0-	-0-		6-12 Mos
	Ppt	50	-0-	-0-	M15	1 Mo
	Ppt	50	50	-0-	M30	1 Mo
	Ppt		-0-	-0-		2-3 Mos
	Ppt-slow 90	2500	1000	1000	M30	1 Mo
	Ppt-slow 120	7500	2500	500	M30	1 Mo
	(035)	250	-0-	-0-		6-12 Mos
11/96	Ppt	50				6-12 Mos
10/96	Ppt	2500	-0-	-0-	M30	6-12 Mos
01/96	Ppt	5000	5000	-0-	M30	1 Mo
	Ppt	2500	-0-	-0-	M30	4-5 Mos

* Payment experiences reflect how bills are met in relation to the terms quoted. In some instances payment beyond terms can be the result of disputes over merchandise, shipped invoices etc.
 * Each experience shown represents a separate account reported by a supplier. Updated trade experiences replace those previously reported.

STATEMENT UPDATE

28/20/96 Fiscal statement dated DEC 31 1995.

Cash	\$ 4,131,000	Accts Pay	53,731,000
Accts Rec	53,239,000	L.T. Liab-(1yr)	1,175,000
Inventory	3,091,000		
Prepaid	607,000		

Curr Assets	61,068,000	Curr Liab	54,406,000
Fixt & Equip	22,537,000	L.T. Liab-Other	54,363,000
Other Assets	3,677,000	Def. Credits/Income	2,160,000
		PREFERRED STOCK	36,000
		COMMON STOCK	17,000
		ADDIT. PD.-IN CAP	37,692,000
		RETAINED EARNINGS	8,406,000

Total Assets 157,282,000 Total 157,282,000
 From JAN 01 1994 to DEC 31 1995 annual sales \$411,600,000; cost of goods sold \$403,415,000. Gross profit \$8,185,000; other expenses \$3,916,000; net income before taxes (\$3,916,000); Federal income tax \$1,708,000; net income \$2,561,000.

Statement received by mail SEP 20 1996. Submitted by John Borzong controller. Prepared from statement(s) by Accountant: Price Waterhouse LLP, Washington, DC.

ACCOUNTANTS OPINION: "A review of the accountant's opinion indicates the financial statements meet generally accepted accounting principles and that the audit contains no qualifications".

--0--

FINANCE
 14/23/96

	Fiscal Dec 31 1994
Curr Assets	45,192,000
Curr Liab	48,968,000
Current Ratio	.922
Working Capital	(3,776,000)
Other Assets	64,113,000
Worth	18,772,000
Sales	250,080,000

Net Profit (Loss)	686,000		
Fiscal statement dated DEC 31 1994			
Cash	\$ 645,000	Accounts Payable	\$ 47,184,000
Accts Rec	41,143,000	& Accruals	
Inventory	2,662,000	L.T. Liab-(1yr)	1,784,000
Notes Rec	219,000		
Prepaid	523,000		

Curr Assets	45,192,000	Curr Liab	48,968,000
Fixt & Equip	61,062,000	Deferred Income	
Notes Rec	595,000	Taxes	424,000
Other Assets	2,456,000	L.T. Liab-Other	41,141,000
		PREFERRED STOCK	11,000
		COMMON STOCK	17,000
		ADDIT. PD. IN CAP	12,899,000
		RETAINED EARNINGS	5,845,000

Total Assets 109,305,000 Total 109,305,000

From JAN 01 1994 to DEC 31 1994 sales 1250,080,000. Operating expenses \$248,460,000. Operating income 11,670,000. Other expenses 52,388,000. Net income before taxes 31,212,000. Federal income tax 3546,000. Net income 3686,000

Statement received by mail JUL 13 1995. Submitted by Mark Davis, credit manager. Prepared from statement(s) by Accountant Price Waterhouse LLP.

ACCOUNTANTS OPINION: A review of the accountant's opinion indicates the financial statements meet generally accepted accounting principles and that the audit contains no qualifications.

LONG TERM LIABILITIES: Due to bank, secured by accounts receivable and land assets.

On APR 25 1996 Lisa Dominic, credit supervisor, deferred financial statement.

She submitted the following interim figures dated DEC 31 1995:

Total Assets \$ 157,000,000 Total Long Term Debt 54,500,000

Sales for 1995 were 3412,000,000

PUBLIC FILINGS

The following data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

* * * LIEN(S) * * *

BOOK/PAGE: 97/5533
 AMOUNT: \$540
 TYPE: Judgment lien
 FILED BY: DEPARTMENT OF LABOR LICEN
 AGAINST: EASTERN GROUP
 WHERE FILED: BALTIMORE CITY CIRCUIT COURT, BALTIMORE, MD

STATUS: Open
 DATE STATUS ATTAINED: 11/15/1995
 DATE FILED: 11/15/1995
 LATEST INFO RECEIVED: 01/02/1996

* * * UCC FILING(S) * * *

COLLATERAL: Negotiable instruments including proceeds and products - Inventory including proceeds and products - Account(s) including proceeds and products - Assets including proceeds and products - and OTHERS

FILING NO: 950524 7722
 TYPE: Amendment
 SEC. PARTY: THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), AS AGENT NEW YORK, NY
 DEBTOR: EASTERN POWER & DISTRIBUTION, INC.

DATE FILED: 05/24/1995
 LATEST INFO RECEIVED: 08/03/1995
 ORIG. UCC FILED: 06/06/1994
 ORIG. FILING NO: 940606 7720
 FILED WITH: SECRETARY OF THE COMMONWEALTH/UCC DIVISION, VA

COLLATERAL: Specified Negotiable Instruments including proceeds and products - All Inventory including proceeds and products - All Account(s)

79-691-8233 [EASTERN GROUP, THE, INC.]

including proceeds and products - All General intangibles(s)
including proceeds and products - Specified Computer equipment
including proceeds and products

FILING NO: 940606 7715 DATE FILED: 06/06/1994
TYPE: Original LATEST INFO RECEIVED: 09/26/1994
SEC. PARTY: CHASE MANHATTAN BANK THE, NEW YORK, NY FILED WITH: SECRETARY OF THE COMMONWEALTH/UCC DIVISION, VA
DEBTOR: EASTERN GROUP, INC. THE

COLLATERAL: Negotiable instruments including proceeds and products - Inventory
including proceeds and products - Account(s) including proceeds and products - Assets including proceeds and products - and OTHERS,
FILING NO: 950524 7717 DATE FILED: 05/24/1995
TYPE: Amendment LATEST INFO RECEIVED: 08/03/1995
SEC. PARTY: THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), AS AGENT NEW YORK, NY ORIG. UCC FILED: 06/06/1994 ORIG. FILING NO: 940606 7715
DEBTOR: THE EASTERN GROUP, INC. FILED WITH: SECRETARY OF THE COMMONWEALTH/UCC DIVISION, VA

COLLATERAL: Leased Vehicles and proceeds
FILING NO: 431707 DATE FILED: 10/10/1995
TYPE: Original LATEST INFO RECEIVED: 11/21/1995
SEC. PARTY: DVM VEHICLE MGMT SERVS CORPH, HUNT VALLEY, MD
D. L. PETERSON TRUST, HUNT VALLEY, MD FILED WITH: UCC DIVISION, WV
DEBTOR: THE EASTERN GROUP, INC.

FILING NO: 136897 DATE FILED: 05/26/1995
TYPE: Amendment LATEST INFO RECEIVED: 06/07/1995
SEC. PARTY: THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), AS AGENT ALEXANDRIA, VA ORIG. UCC FILED: 09/08/1994 ORIG. FILING NO: 136897
DEBTOR: EASTERN STATES OIL & GAS, INC. FILED WITH: SECRETARY OF STATE/UCC DIVISION, KY

FILING NO: 293555 DATE FILED: 10/11/1994
TYPE: Termination LATEST INFO RECEIVED: 11/17/1994
SEC. PARTY: THE CITY GROUP/EQUIPMENT FINANCING, INC., ATLANTA, GA ORIG. UCC FILED: 11/13/1989 ORIG. FILING NO: 29355
DEBTOR: SOUTHEASTERN GAS COMPANY, CHARLESTON, WV FILED WITH: SECRETARY OF STATE, WV

FILING NO: 293350 DATE FILED: 09/30/1994
TYPE: Termination LATEST INFO RECEIVED: 11/17/1994
SEC. PARTY: NPC LEASING CORP., MIAMI BEACH, FL ORIG. UCC FILED: 11/09/1989 ORIG. FILING NO: 293350
DEBTOR: SOUTHEASTERN GAS COMPANY, CHARLESTON, WV FILED WITH: SECRETARY OF STATE, WV

FILING NO: 931007 7177 DATE FILED: 10/07/1993
TYPE: Amendment LATEST INFO RECEIVED: 12/26/1993
SEC. PARTY: PNC BANK, NATIONAL ASSOCIATION, AS AGENT, PITTSBURGH, PA ORIG. UCC FILED: 06/29/1992 ORIG. FILING NO: 920631619
DEBTOR: THE EASTERN GROUP, INC. FILED WITH: SECRETARY OF THE COMMONWEALTH/UCC DIVISION, VA

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

79-691-8233 [EASTERN GROUP, THE, INC.]

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY

OFFICIAL MICROFILM COPY FROM PUC FILES

CORPORATE AND BUSINESS REGISTRATION INFORMATION REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF 02/11/1987:

BUSINESS TYPE: Corporation

DATE INCORPORATED: 12/10/1991
STATE OF INCORP: Virginia

AUTH SHARES-COMMON: 10,000,000

AUTH SHARES-PREP: 2,500,000

Business started 1981 by Ralph Bradley. 100% of capital stock is owned by Ralph Bradley.

RALPH BRADLEY born 1942. 1959-1963 served in the U S Armed Forces. 1963-1964 attended the University Of Virginia, Richmond, VA. 1965-1967 employed by Evelyn Wood Reading Dynamics, Arlington, VA. 1967-1974 employed by R L Hoddinott Co, Washington, DC. 1974-1980 owned H & B Products Inc, Springfield, VA, sold company satisfactorily. 1981 to present here.

DAVID DRESNER born 1947. started with subject in 1991. 1971-1991 employed by Price Waterhouse, locally. Received a BA from Bradley University, Peoria, IL, 1969. Received an MBA from Indiana University, Indianapolis, IN, 1971.

STEVENS GILLESPIE born 1957. Graduated from the University Of Delaware, Newark, DE, 1979. 1979-1984 employed by Price Waterhouse, Baltimore, MD. 1984 started with subject

OPERATION
09/20/96

Through subsidiary operates as a natural gas and oil exploration and drilling and marketing service.

Terms are net 30 days. Sells to commercial concerns Territory United States.

EMPLOYEES: 170. 120 employed here

FACILITIES: Rents 23,000 sq ft on third floor of a multi story brick building in good condition. Subject also rents space on the second floor.

LOCATION: Suburban business section on well traveled street

SUBSIDIARIES: This business has 2 subsidiaries listed below.
Eastern States Exploration Company (Inc), Alexandria, VA (100%) chartered 1980. Operates as a natural gas & oil exploration company. DUNS# 04-789-6469. No intercompany relations reported by management.
Eastern Energy Marketing, Inc, Alexandria, VA (100%) chartered 1990. Operates as natural gas marketers and distribution. DUNS# 17-706-3684. No intercompany relations reported by management.
02-21(202 /202) 00000 061061061 H

FIN. DISPLAY COMPLETE

mapes & company

THE EASTERN GROUP, INC.

INSURANCE REVIEW
10/96 - 10/97 POLICY YEAR

GENERAL LIABILITY

Coverage protects Eastern against property damage, injury or death to third parties caused by Eastern's negligence and/or for which Eastern is found to be legally liable.

Insurance Carrier	Chubb
Limit of coverage	\$1,000,000
Deductible - 3rd Party Property Damage	25,000
- 3rd Party Bodily Injury	-0-

POLLUTION

Coverage protects Eastern against Property Damage, Injury or Death to third parties caused by Pollutants owned or controlled by Eastern. Also applies to pollutants owned by others if the release happened as a result of Eastern's negligence. The policy provides cleanup expenses

Insurance Carrier	Chubb
Limit of Coverage	\$1,000,000
Deductible	\$25,000

UMBRELLA LIABILITY

Coverage extends the limits of all underlying policies (Auto, General Liability, and Pollution).

Insurance Carrier	American Int'l Group
Limit	\$10,000,000

INLAND MARINE (EQUIPMENT-OTHER THAN COMPRESSORS) COVERAGE

Coverage reimburses Eastern for loss or damage to owned equipment which is specifically scheduled on the policy. Owned property which is not scheduled is not covered, unless it is newly acquired. Newly acquired equipment is automatically covered for 60 days after which time it must be reported. Limited coverage is also provided for equipment owned by others which is in your care, and for employee tools and clothing. Brian Baumgardner maintains a current list of covered equipment if needed.

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Carrier	Chubb
Limit of Coverage	See list of scheduled Equipment
Deductible	1% of lost item's value, subject to a \$1,000 min and a \$10,000 max

AUTOMOBILE

Eastern carries both liability and physical damage (comprehensive and collision) on all vehicles. Liability is provided automatically on any auto and physical damage is provided automatically on any owned auto.

Carrier	Chubb
Limit of Coverage:	
Liability	\$1,000,000
Uninsured Motorist (you are hit by an at-fault driver)	1,000,000
Hired & Non-Owned Liability	1,000,000
Hired Car Physical Damage	25,000
Medical Payments (per person)	5,000
No-Fault Personal Injury Protection	Statutory
* Deductible:	
Comprehensive (theft, fire, vandalism, glass breakage)	\$50
Collision	500
Liability	0

PROPERTY/BOILER & MACHINERY

Covers Eastern against loss or damage to owned buildings, contents, compressors and cogen facilities. Both external and internal causes of loss are covered under one policy. Also covers certain amounts of business interruption at Kraft, Crozer and The Philadelphian. Coverage is only provided at locations specifically listed on the policy. Certain small amounts of automatic coverage is contained in the policy on such items as property in transit. For a complete list, contact Mapes & Co or Brian Baumgardner.

Carrier	Hartford Steam Boiler Co.
Limit of Coverage	\$45,000,000
Deductibles:	
Property Damage at Kraft	\$50,000
Property Damage at Crozer & Philly	25,000
Property Damage at all other Locations	10,000
Business Interruption	30 Days

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Workers' Compensation

Coverage is primarily designed to provide statutory limits of medical payments and compensation benefits following an employment related injury.

Carrier

State

- Ohio - The Ohio State Insurance Fund
- West Virginia - The WV State Insurance Fund
- All Other States - American Zurich Insurance Co.

suite 1800 • 105 east fourth street • cincinnati, ohio 45202 • (513) 381-1122


**ZURICH
FORSIKRING**

Zurich Insurance Branch office of Norway

CERTIFICATE OF INSURANCE

This is to certify that the Named Insured has covered a General Liability Insurance with Zürich Forsikring, Ruselekkveien 6, 0124 Oslo Norway.

Policy No: IDJ 10015041

Named Insured: Statoil, Den norske stats oljeselskap a.s
4035 Stavanger, Norway

Date of Commencement: 1. January 1996

Date of Expiry: 31. December 1996

Limits of Insurance: NOK 130,000,000 in excess of loss covered under any local primary policy.

Deductible: NOK 1,000,000 per occurrence

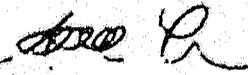
Scope of Cover: General third party, public and products liability cover according to the agreed conditions and the policy terms, including:

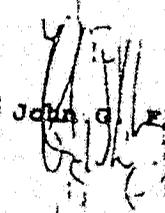
- World wide cover
- Standard offshore contractual liability cover
- 30 days prior written notice to Company in the event of cancellation or material change in insurance, where required under contract.

This Certificate of Insurance is not an insurance policy and does not amend, extend, or alter the cover afforded by the policy(ies) listed herein. Notwithstanding any requirement, term, or condition of any contract or other document with respect to which this Certificate of Insurance may be issued or may pertain, the insurance afforded by the policy(ies) described herein is subject to all the terms, exclusions, and conditions of such policy(ies).

Oslo, 16. January, 1996.

For Zürich Forsikring, Norway


 Arve Lund


 John G. Flatabe

**THE EASTERN GROUP, INC.
EXECUTIVE OFFICERS**

Information with respect to the executive officers of the company is set forth below

<u>NAME</u>	<u>AGE</u>	<u>POSITION</u>
David A. Dresner	49	President & Chief Executive Officer
Clifton A. Brown	48	Executive Vice President & Business Unit Leader - E&P
Mark L. Eisenhower	38	Executive Vice President & Business Unit Leader - Power Systems
Raymond J. O'Brien	50	Executive Vice President & Business Unit Leader - Energy Mktg
Michael G. Reimers	46	Executive Vice President & Chief Financial Officer
John A. Herbert	38	Senior Vice President - Energy Marketing
Stevens V. Gillespie	40	Senior Vice President - Producer Services
Bruce E. Jankura	41	Senior Vice President - Production
Bjorn Hamsö	42	Senior Vice President - Strategic Planning
Ben J. Mescher	42	Senior Vice President - Power Systems Operations
Barbara J. Bordenon	48	Vice President & General Counsel

David A. Dresner - Mr. Dresner joined The Eastern Group in August 1991 as President and Chief Operating Officer and was elected to serve as the Company's Chief Executive Officer in June 1996. From 1971-1991 he was with Price Waterhouse, the "Big Six" international public accounting and consulting firm. Immediately prior to leaving Price Waterhouse, he served as Managing Partner of the firm's Baltimore office and Partner-in-Charge of Merger and Acquisition Services for the mid-Atlantic region. Mr. Dresner, a CPA, holds a B.S. degree in accounting from Bradley University and a M.B.A. in finance and operations research from Indiana University.

Clifton A. Brown - Mr. Brown, joined The Eastern Group in January 1994 as leader of the company's Exploration & Production business unit. From 1987-1991 Mr. Brown was an independent consultant serving both international and domestic gas & oil producers, including The Eastern Group. From 1980-1986 he was a senior associate for Gaffney Cline and Associates, and from 1972-1979, he served as a petroleum investment analyst and Vice President for Riggs National Bank. Mr. Brown holds B.A. and M.B.A. degrees in finance from George Washington University.

Mark L. Eisenhower - Mr. Eisenhower has served as leader of Eastern's Power Systems business unit since 1991. From 1986-1991 he managed The Eastern Group's gas marketing and transportation business unit. Prior to joining Eastern, he held executive sales positions with DMR Associates (1983-1986) and with H&B Products (1980-1983). Mr. Eisenhower holds a B.S. degree in marketing from Virginia Polytechnic Institute and State University.

Raymond J. O'Brien - Mr. O'Brien joined The Eastern Group in January, 1997 as leader of the Company's Energy Marketing business unit. From 1992-1996 Mr. O'Brien served as Senior Vice President - Marketing for Skytel Corporation and from 1981-1992 he served in a variety of executive positions with Sprint Corporation. He holds a B.A. degree in marketing from Syracuse University and an M.B.A. degree from Rutgers University.

Michael G. Reimers - Mr. Reimers has served as Executive Vice President and Chief Financial Officer of the company since April 1996, and has been a member of the Board of Directors of The Eastern Group since August 1994. Mr. Reimers had been an employee of Statoil since 1987 and was employed in the oil and gas industry since 1977. He received his M.B.A. from the University of Notre Dame.

Stevens V. Gillespie - Mr. Gillespie has served as Senior Vice President responsible for Producer Services since April 1996. He previously held the position of Chief Financial Officer of the company since 1984. Before joining Eastern, Mr. Gillespie was an Audit Manager with the international public accounting and consulting firm, Price Waterhouse. Mr. Gillespie, a CPA, holds a B.S. degree in accounting from The University of Delaware.

John A. Herbert - Mr. Herbert has served as Senior Vice President responsible for Energy Marketing operations since 1991. From 1988-1990 Mr. Herbert was a Vice President for American Central Gas Company. Prior to 1988, he held various managerial and sales positions with Unicorp, Energy Marketing Exchange and Texas Eastern Gas Transmission. Mr. Herbert holds a B.S. degree in business administration from Syracuse University.

Bruce E. Jankura - Mr. Jankura has served as Eastern's Senior Vice President responsible for Production Operations since 1991. From 1987-1991 he held various other management positions in this business unit. Prior to 1987, Mr. Jankura served for seven years in various capacities with Mitchell Energy in the Appalachian Basin and for six years with Mobil Oil Corporation on the Gulf Coast. Mr. Jankura is a registered professional Engineer and holds a B.S. degree in petroleum engineering from Maricetta College.

Bjorn Håmsø - Mr. Håmsø has served as Eastern's Senior Vice President for Strategic Planning since September 1995. Prior to joining Eastern, he served for three years as an Energy Economist specializing in natural gas for The World Bank. From 1980-1992, he served in various managerial capacities with Den norske stats oljeselskap as (Statoil), the national oil company of Norway. Mr. Håmsø holds a M.B.A. degree from The Norwegian School of Economics and Business Administration.

Ben J. Mescher - Mr. Mescher has served as Eastern's Senior Vice President responsible for Power Systems Operations since October 1994. Prior to 1994, Mr. Mescher was President CEO and majority owner of EPC Power Corporation which was acquired by Eastern in October 1994. Prior to founding EPC Power Corporation, Mr. Mescher was the President of Process Mechanical Incorporated, a power generation construction company which was wholly owned by Westinghouse Electric Corporation. Prior to attaining corporate management responsibilities, Mr. Mescher's career was spent exclusively in the electric power generation business with lead responsibilities in field engineering, design, construction and project development. He received a B.S. Degree in engineering from the University of Michigan and is a Registered Professional Engineer in Illinois, Pennsylvania and New Jersey.

Barbara J. Bordelon - Ms. Bordelon has served as Vice President and General Counsel for The Eastern Group since 1994. Previously, she served as General Counsel for Eastern Energy Marketing, Incorporated and as Director, Land and Legal for Eastern States Exploration Company. Before joining Eastern in 1989, Ms. Bordelon served as Senior Landman for Transco Exploration company from 1981-1988 and as Land Attorney for Chevron, USA from 1977-1981. She also served as a Staff Attorney, General Land Office, State of Texas from 1973-1977. Ms. Bordelon holds a B.A. degree in Government and a J.D. degree from The University of Texas. She is a member of the Federal Energy Bar Association and the Texas, Pennsylvania and District of Columbia Bar Associations.

POOR ORIGINAL

AFFIDAVIT

[Commonwealth/State] of Virginia

City of Alexandria

35

John A. Herbert, Affiant, being duly [sworn/affirmed] according to law, deposes and says that

(He/she is the Senior Vice President (Office of Affiant) of Eastern Power Distribution, Inc. (Name of Applicant).)

[That he/she is authorized to and does make this affidavit for said Applicant.]

That Eastern Power Distribution, Inc. the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 PA C.S. Section 506, 2807 (C), 2807(D)(2), 2809(B) and the standards and billing practices of 52 PA Code Chapter 58

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 or designee 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] and that he/she [expects/expects said Applicant] to be able to prove the same at any hearing hereof.

John A. Herbert
Signature of Affiant

Sworn and subscribed before me this 20th day of February, 1997.

Kyle Z. [Signature]
Signature of official administering oath

My commission expires 3-31-99

AFFIDAVIT

[Commonwealth/State] of Virginia

City
County of Alexandria

ss:

John A. Herbert Affiant, being duly [sworn/affirmed] according to law, deposes and says that
(He/she is the Sr. Vice President (Office of Affiant) of Eastern Power Distribution, Inc (Name of Applicant))

[That he/she is authorized to and does make this affidavit for said Applicant.]

That Eastern Power Distribution, 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 68 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 Eastern Power Distribution, 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 the facts above set forth are [true and correct/true and correct to the best of his/her knowledge, information, and belief] and that he/she [expects/expects said Applicant] to be able to prove the same at any hearing hereof.

John A. Herbert
Signature of Affiant

Sworn and subscribed before me this 20th day of February 19 97

Kyle A. Sean
Signature of official administering oath

My commission expires 3-31-99

AFFIDAVIT

[Commonwealth/State] of Virginia

City
County of Alexandria

55

John A. Herbert, Affiant, being duly [sworn/affirmed] according to law deposes and says that:

[That he/she is the vice president (office of Affiant) of Eastern Power Distribution Inc (Name of Applicant).]

[That he/she is authorized to and does make this affidavit for said Applicant.]

That Eastern Power Distribution, 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. B. 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 provide to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission and is subject to Title 66, Section 506.

As provided by Section 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 the facts above set forth are [true and correct/true and correct to the best of his/her knowledge, information, and belief] and that he/she [expects/expects said Applicant] to be able to prove the same at any hearing hereof.

John A. Herbert
Signature of Affiant

Sworn and subscribed before me this 20th day of February, 1897

[Signature]
Signature of official administering oath

My commission expires 3-31-99

AFFIDAVIT

Commonwealth of Virginia

City of Alexandria

John A. Herbert Affiant being duly (sworn to) affirmed according to law deposes and says that

[He is the Senior Vice President (office of Affiant) of Eastern Power Distribution Inc.]

[That he is authorized to and does make this affidavit for said Applicant.]

That Eastern Power Distribution Inc. the Applicant herein hereby states that it will comply with, and adhere to the reliability protocols of the North American Electric Reliability Council in its provision of service as an electric generation supplier in the Commonwealth of Pennsylvania. Eastern Power Distribution Inc. will also comply with the reliability protocols of any appropriate regional reliability councils as well as any rules or orders concerning reliability which might be issued or promulgated by the Pennsylvania Public Utility Commission. Eastern Power Distribution Inc. will comply with appropriate and necessary operational requirements of the control areas in which it operates within the Commonwealth of Pennsylvania.

That the facts/statements above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said Applicant to be able to prove the same at any hearing hereof.

John A. Herbert
Signature of Affiant

Sworn and subscribed before me this 3rd day of March 1997

Robert Dean
Signature of official administering oath
Notary Public

My commission expires 3-31-99

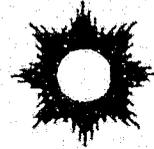
Annual Report

1995

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A-110005

DOCUMENT
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The Eastern Group

**OVERSIZE
DOCUMENT(S)**

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APPENDIX "B"

- 1. REPORT DATE: 00/00/00 :
- 2. BUREAU: FUS :
- 3. SECTION(S): :
- 4. PUBLIC MEETING DATE: 00/00/00 :
- 5. APPROVED BY: :
- DIRECTOR: :
- SUPERVISOR: :
- 6. PERSON IN CHARGE: :
- 7. DATE FILED: 03/04/97 :
- 8. DOCKET NO: A-110005 :
- 9. EFFECTIVE DATE: 00/00/00 :

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: HESS ENERGY INC

COMP/APP COUNTY:

UTILITY CODE: 110005

ALLEGATION OR SUBJECT

1/2/97 - APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.....

3/4/97-AMENDED APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA; SPECIFICALLY, TO OPERATE AS A GENERATOR AND SUPPLIER OF ELECTRIC POWER; BROKER/MARKETER ENGAGED IN THE BUSINESS OF SUPPLYING ELECTRICITY; AND AGGREGATOR ENGAGED IN THE BUSINESS OF SUPPLYING ELECTRICITY.

4/15/02 - JOINT APPLICATION OF HESS ENERGY, INC., AND AMERADA HESS CORPORATION FOR APPROVAL OF 1) THE TRANSFER OF AN EGS LICENSE FROM HESS ENERGY, INC., TO AMERADA HESS CORPORATION, 2) THE ABANDONMENT OF AN EGS LICENSE BY AMERADA HESS CORPORATION, AND 3) THE REDUCTION IN REQUIRED SECURITY. (SEE A-110084F2000 FOR THE ABANDONMENT OF AMERADA HESS LICENSE).....

DOCKETED

MAY 28 2002

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CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00	:	
2. BUREAU: FUS	:	
3. SECTION(S):	:	4. PUBLIC MEETING DATE:
5. APPROVED BY:	:	00/00/00
DIRECTOR:	:	
SUPERVISOR:	:	
6. PERSON IN CHARGE:	:	7. DATE FILED: 03/04/97
8. DOCKET NO: A-110005	:	9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: STATOIL ENERGY SERVICES, INC.

COMP/APP COUNTY:

UTILITY CODE: 110005

ALLEGATION OR SUBJECT

1/2/97 - APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.....

3/4/97-AMENDED APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA; SPECIFICALLY, TO OPERATE AS A GENERATOR AND SUPPLIER OF ELECTRIC POWER; BROKER/MARKETER ENGAGED IN THE BUSINESS OF SUPPLYING ELECTRICITY; AND AGGREGATOR ENGAGED IN THE BUSINESS OF SUPPLYING ELECTRICITY.

CAPTION SHEET

SE MANAGEMENT SYSTEM

- 1. REPORT DATE: 00/00/00
- 2. BUREAU: FUS
- 3. SECTION(S):
- 5. APPROVED BY:
DIRECTOR:
SUPERVISOR:
- 6. PERSON IN CHARGE:
- 8. DOCKET NO: A-110005

- 4. PUBLIC MEETING DATE:
00/00/00
- 7. DATE FILED: 03/04/97
- 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: EASTERN POWER DISTRIBUTION, INC

COMP/APP COUNTY:

UTILITY CODE: 110005

ALLEGATION OR SUBJECT

1/2/97 - APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

3/4/97-AMENDED APPLICATION OF EASTERN POWER DISTRIBUTION, INC., FOR A LICENSE TO OPERATE AS AN ELECTRIC GENERATION SUPPLIER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

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MAR 0 1997

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JOSEPH J. MALATESTA JR.
WILLIAM T. HAWKE
KEVIN J. MCKEON
LOUISE A. KNIGHT
THOMAS J. SAISCAR
NORMAN JAMES KENNARD
LILLIAN SMITH HARRIS
SCOTT Y. WYLAND
JANET L. MILLER
SUSAN J. SMITH
STEVEN K. HAAS
TODD S. STEWART

THE LAW FIRM OF
MALATESTA HAWKE & MCKEON LLP

HARRISBURG ENERGY CENTER
100 NORTH TENTH STREET
HARRISBURG, PENNSYLVANIA 17101
TEL: 717.236.1300
FAX: 717.236.4841

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HARRISBURG PA 17102

March 4, 1997

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Robert F. Frazier, Prothonotary
Pennsylvania Public Utility Commission
Room B-18, North Office Building
PO Box 3265
Harrisburg, PA 17105-3265

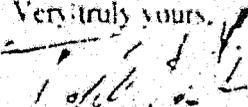
RE: Amended Application of Eastern Power Distribution, Inc.

Dear Mr. Frazier:

Enclosed for filing with the Commission are the original and eight (8) copies of the Amended Application of Eastern Power Distribution, Inc. for a license to operate in the Commonwealth of Pennsylvania as an electric generation supplier. The enclosed filing amends the Application filed by Eastern Power Distribution, Inc. on January 2, 1997. Also enclosed is a diskette in Microsoft Word format which contains a copy of the enclosed Application, as well as a copy of the Notice, which Eastern intends to publish as required.

I have served this document upon the Consumer Advocate, Small Business Advocate and the Office of Attorney General as indicated by the attached service list.

If you have any questions concerning the enclosed Amendment to the Application filed by Eastern Power Distribution, Inc., please direct them to me.

Very truly yours,

Todd S. Stewart
Counsel for Eastern Power Distribution, Inc.

TSS:lju
Enclosures

DOCUMENT

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing document upon the persons and in the manner indicated below.

Service by First Class Mail:

Irwin A. Popowsky, Esq
Consumer Advocate
Office of Consumer Advocate
1425 Strawberry Square
Harrisburg, PA 17120

Bernard A. Ryan, Jr., Esq
Small Business Advocate
Office of Small Business Advocate
Suite 1102
Commerce Building
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
Strawberry Square
14th Floor
Harrisburg, PA 17120

Todd S. Stewart

POOR ORIGINAL

Date: March 4, 1997

ORIGINAL

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of
Eastern Power Distribution, Inc.,
for a License to operate as an
Electric Generation Supplier
to the public in the
Commonwealth of Pennsylvania

p. 116005

Application Docket A-0007

March 4 1997

**Amendment To Application
Filed January 2, 1997**

**DOCUMENT
FOLDER**

To the Pennsylvania Public Utility Commission

On January 2, 1997 Eastern Power Distribution, Inc. filed with the Pennsylvania Public Utility Commission ("Commission") an Application for a License as an Electric Generation Supplier (attached hereto as Appendix "G") Eastern hereby amends its Application by providing such additional information as the Commission has required in its Final Order dated February 13, 1997 at Docket M-00960890.F0004

1 **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

Eastern Power Distribution, Inc.
2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2300
(703) 317-2301 (FAX).

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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.

N/A

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

Mark L. Eisenhower
Executive Vice President
Eastern Power Distribution, Inc.
2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2331
(703) 317-2213 (FAX).

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

Foroud Arsanjani
Manager of Power Marketing Operations
2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2213
(703) 317-6485

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

Norman James Kennard
Todd S. Stewart
MALATESTA HAWKE & McKEON
Harrisburg Energy Center
P.O. Box 1776
Harrisburg, PA 17105
(717) 238-1300
(717) 238 4841

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:

EPDI
57 South Commerce Way
Bethlehem, PA 18017

POOR ORIGINAL

POOR ORIGINAL

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

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.

POOR ORIGINAL

OF

The Applicant is a .

- domestic corporation (none)
- 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 Appendix "C," attached hereto.

Give name and address of officers

David A. Dresner	President & CEO
Clifton A. Brown	Executive Vice President
Mark L. Eisenhower	Executive Vice President
Raymond J. O'Brien	Executive Vice President
Michael G. Reimers	Executive Vice President & Treasurer
John A. Herbert	Senior Vice President
Stevens V. Gillespie	Senior Vice President
Bruce E. Jankura	Senior Vice President
Bjorn Hamsa	Senior Vice President
Ben J. Mescher	Senior Vice President
Barbara J. Bordelon	Secretary & General Counsel

For additional information see Appendix "F," attached hereto.

The address of all officers is:

2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317- 2300
(703) 317- 2301 (FAX).

The Applicant is incorporated in the state of Virginia.

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

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

EPC Power Corporation of Pennsylvania

EPC Power Corporation of America
EPC Power Corporation of Bethlehem
Eastern States Exploration Company
Eastern Energy Marketing, Inc.
Eastern Power Corporation
Eastern Fuel Management, Inc.

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

The address of all affiliates is

2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2300
(703) 317-2301 (FAX).

None of Eastern's Affiliates is a jurisdictional public utility

- 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

- 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
 - Other. (Identify the nature of service being rendered.)

Eastern Power Distribution and/or its affiliates are currently engaged in electric generation, energy marketing, natural gas exploration and production.

or

5

POOR ORIGINAL

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
- Aggregator engaged in the business of supplying electricity

For further explanation see Paragraph 8 of the Application filed January 2, 1997

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

Eastern Power Distribution, Inc., proposes to provide services to industrial and commercial customers in the Commonwealth of Pennsylvania. The services will include generation and supply of electric power; brokering and marketing of electric power; aggregation of electric power, and related services.

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

Eastern Power Distribution, Inc. intends to provide service to customers in the Commonwealth of Pennsylvania

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

- Residential Customers
- Commercial Customers
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe)

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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 Number ER94-984-000. A copy of the Approval is attached to the Application filed January 2, 1997 as Appendix "A."

13. **START DATE:** The Applicant proposes to begin delivering services on April 1, 1997, or upon the commencement of retail access pilots.

14. **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.

15. **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
Consumer Advocate
1425 Strawberry Square
Harrisburg, PA 17120

Bernard A. Ryan, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

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.

16. **AFFIDAVIT AS TO SERVICE AND FITNESS:** Attach to the Application an affidavit as follows:

(See attached Affidavit)

17 **TAXATION:** Provide the State Tax Account number or similar number of the Applicant

(See attached Affidavit)

18 **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.

Neither the applicant, nor its affiliates or any individual named herein has been convicted of a crime involving fraud or similar activity.

19 **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.

N/A

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

N/A

c. Attach to the Application an Affidavit as follows

(See attached Affidavit)

20. **BONDING:** In accordance with 68 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.

See Appendix "D," attached hereto.

POOR ORIGINAL

responsibility.

- Filing for a modification to the \$250,000 and furnishing a copy of a partial bond, letter of credit or proof of bonding to the Commission for the amount of \$ _____ Applicant is required to provide information supporting an amount less than \$250,000.

At the conclusion of Applicant's first year of operation or when a permanent license is issued, whichever comes first, 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 semi-annual basis.

21. **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.
22. **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 68 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.
23. **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.
24. **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:

Attached as Appendix "E" hereto, are the following:

1. The Eastern Group, Inc.'s 1996 Consolidated Balance Sheets (unaudited),
2. The Eastern Group, Inc.'s 1996 Consolidated Statements of Income (unaudited),
3. A credit report on The Eastern Group, Inc., by Dun & Bradstreet Inc., dated 12/31/95; and,
4. A summary of the insurance coverage of The Eastern Group, Inc.

Attached to the Application dated January 2, 1997, as Appendix "B," was a copy of The Eastern Group, Inc.'s 1995 Annual report. The January 2, 1997

POOR ORIGINAL

Application contains additional information regarding the financial fitness of the Applicant.

B. Applicant must provide the following information

- Identify Applicant's chief officers including names and their professional resumes

See Appendix "F" attached hereto.

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records

Michael G. Reimers
Executive Vice President & Treasurer
2900 Eisenhower Avenue
Suite 300
Alexandria, VA 22314
(703) 317-2355
(703) 317-2301 (FAX)

25. **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:

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

See Appendix "F" attached hereto.

- General information concerning the energy sources to be employed by the Applicant in providing services.

Eastern Power Distribution, Inc. will purchase generation from a variety of sources, employing both long and short term contracts, in addition to making purchases on the spot market.

- 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.

(See Attached Affidavit)

26. **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.

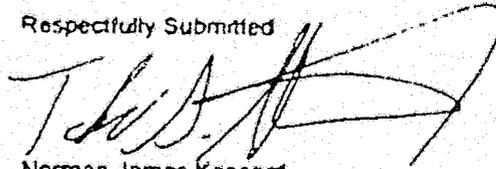
POOR ORIGINAL

27. **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.

28. **FEE:** The required initial licensing fee of \$350 was enclosed with the Application filed January 2, 1997.

Respectfully Submitted



Norman James Kennard
Todd S. Stewart

Counsel For Applicant,
Eastern Power Distribution, Inc.

Verification: A Verification, in a form substantially similar to that included with the sample application provided by the Commission, was included with the Application filed January 2, 1997.

COMMONWEALTH OF PENNSYLVANIA

DATE: March 7, 1997

SUBJECT: A-110005

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Deputy Prothonotary

Attached is a copy of the Application of Eastern Power Distribution, Inc., for a license to operate as a Generator and Supplier of Electric Power, Broker/Marketer engaged in the business of supplying electricity; and Aggregator engaged in the business of supplying electricity.

This matter is assigned to your Bureau for appropriate action.

Attachment

cc: Law Bureau

ddt

DUCKETT
MAR 0 1997

DOCUMENT
FOLDER

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

March 7, 1997

Prothonotary
717-787-8009

A-110005

NORMAN JAMES KENNARD
TODD S STEWART
MALATESTA HAWKE AND MCKEON
HARRISBURG ENERGY CENTER
P O BOX 1778
HARRISBURG PA 17105

Dear Mr. Kennard:

The Application and \$350.00 filing fee of Eastern Power Distribution, Corp., received in this Office on January 2, 1997, and supplemented on March 4, 1997, for approval to operate as a Generator and Supplier of electric power, Broker/Marketer engaged in the business of supplying electricity, and Aggregator engaged in the business of supplying electricity, is hereby acknowledged.

The Application has been docketed at the following number, A-110005.

Pursuant to the Commission's Final Order, entered February 13, 1997, at M-00960890F0004, Notice of filing of this Application must be published in newspapers of general circulation covering each county in which you intend to provide service.

You have requested state-wide authority. Attached is a list of the six newspapers in which you must publish in order to meet the publication requirement.

Please note that this Application will not be considered complete until proof of publication is filed with this Office.

Sincerely,


James J. McNulty
Deputy Prothonotary

Attachment

cc: Forouh Arsanjani, Manager
Power Marketing Operations

DOCKETED
MAR 9 1997

DOCUMENT
FOLDER

LICENSING OF ELECTRIC GENERATION SUPPLIERS
NEWSPAPER PUBLICATION FOR STATE-WIDE AUTHORITY

PHILADELPHIA INQUIRER

PITTSBURGH POST GAZETTE

HARRISBURG PATRIOT NEWS

SCRANTON TIMES

ERIE MORNING NEWS

WILLIAMSPORT SUN GAZETTE

DOCUMENT
FOLDER

MALATESTA HAWKE & McKEON

NO 004840

DATE: Jan 02 1997
CHK # 004840
AMOUNT: 350.00
ACCOUNT: GENERAL 3
PAID TO: Commonwealth of Pennsylvania

DOCUMENT
FOLDER

Application for License Fee

CLIENT: 475 - Eastern Group
MATTER: 475-001

MALATESTA HAWKE & McKEON
Attorneys at Law
100 North Tenth Street
P.O. Box 1778
Harrisburg, Pennsylvania 17105

NO 004840

CHECK NO.

04840

THREE HUNDRED FIFTY

DATE

00/100

AMOUNT

PAY TO THE ORDER OF Commonwealth of Pennsylvania

Jan 02 1997 \$350.00

MALATESTA HAWKE & McKEON

Charles Malatesta

A-110005

Application for License Fee

THE LAW FIRM OF

MALATESTA HAWKE & McKEON LLP

HARRISBURG ENERGY CENTER
100 NORTH TENTH STREET
HARRISBURG PENNSYLVANIA 17101

(717) 236-1300

FAX (717) 236-4841

<http://www.MH-M-LAW.com>

MAILING ADDRESS
P O BOX 1775
HARRISBURG PA 17105

JOSEPH J. MALATESTA, JR.
WILLIAM T. HAWKE
KEVIN J. McKEON
LOUISE A. KNIGHT
THOMAS J. SNISCAR
NORMAN JAMES KENNARD
LILLIAN SMITH HARRIS
SCOTT T. WYLAND
JANET L. MILLER
SUSAN J. SMITH
STEVEN K. HAAS
TODD S. STEWART

March 26, 1997

RECEIVED
MARCH 26 PM 4:14
PROTHONOTARY'S OFFICE

James J. McNulty, Prothonotary
Pennsylvania Public Utility Commission
North Office Building
PO Box 3265
Harrisburg, PA 17105-3265

RE: Eastern Power Distribution, Inc; Application for a License to provide service as a retail supplier of electricity to customers in the Commonwealth of Pennsylvania; Docket No. A-110005, **PROOFS OF PUBLICATION**

Dear Mr. McNulty:

Enclosed with this letter please find the original and three (3) copies of the following documents:

1. Proof of publication from the Philadelphia Inquirer of the notice of the Application on March 12, 1997;
2. Proof of publication from the Pittsburgh Post-Gazette for the notice of the Application on March 8, 1997;
3. Proof of publication from the Williamsport Sun-Gazette for the notice of the Application on March 11, 1997;
4. Proof of publication from the Harrisburg The Patriot-News for the notice of the Application on March 8, 1997;
5. Proof of publication from the The Scranton Times for the notice of the Application on March 11, 1997;

ORIGINAL
POOR

DOCUMENT
FOLDER

James J. McNulty, Prothonotary

March 26, 1997

Page 2

6. Proof of publication from the Erie Morning News (Times Publishing Company) for the notice of the Application on March 7, 1997

These documents are intended to comply with the newspaper notice requirement of the Commission's Licensing Order, and this completes Eastern's Application

Thank you for your attention and cooperation in this matter

Very truly yours,


Todd S. Stewart

TSS/kmg
Enclosures

POOR ORIGINAL

Proof of Publication of Notice in The Philadelphia Inquirer

Under Act No. 160, P.L. 877, July 9, 1976

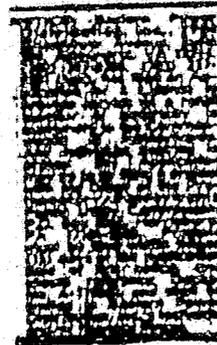
Commonwealth of Pennsylvania } ss
County of Philadelphia }

..... M. Ruchalski being duly sworn deposes and says that THE PHILADELPHIA INQUIRER is a daily newspaper published at Broad and Calkwell Streets Philadelphia County Pennsylvania, which was established in the year 1829, since which date said daily newspaper has been regularly published and distributed in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of said daily newspaper on the following dates, viz.:

..... and the th day of A D 19

Affiant further deposes that he is duly authorized by Philadelphia Newspapers, Inc., a corporation, publisher of THE PHILADELPHIA INQUIRER, a daily newspaper, to verify the foregoing statement under oath, and also declares that affiant is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Copy of notice or publication



POOR ORIGINAL

M. Ruchalski

Sworn to and subscribed before me this th

day of March 19 97

Elaine Smith
Notary Public

My Commission Expires:

NOTARIAL SEAL
ELAINE SMITH Notary Public
City of Philadelphia, Phila. County
My Commission Expires April 29, 2000

APR 0 1997
DOCUMENT
FOLDER

**OVERSIZE
DOCUMENT(S)**

Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No. 587, Approved May 16, 1929, P.L. 1784, as last amended by Act No. 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss N. Donalies, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

8. of March, 1997

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath; that affiant is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

PG Publishing Company
Sworn to and subscribed before me this day of
March 11, 1997

Kathy E. Wenzel

NOTICE Eastern Power Distribution, Inc. 7900 Eisenhower Avenue Suite 200, Alexandria, VA 22304 (703) 717-2300 (703) 517-2201 (fax), has filed an Application for a License to provide for vice and retail supplier of electricity to customers in the Commonwealth of Pennsylvania. Any individual desiring to protest this Application may do so by filing a protest with the Office of the Prthonatory, Pennsylvania Public Utility Commission, P.O. Box 226, Harrisburg, PA 17105. Protests must be filed within fifteen (15) days of the publication date of this notice, and should reference Docket No. 2-11002, and shall be limited to Eastern Power Distribution, Inc.'s technical and financial matters.

PG Publishing Company
Sworn to and subscribed before me this day of
March 11, 1997

Kathy E. Wenzel

POOR ORIGINAL

STATEMENT OF ADVERTISING COSTS
MALATIA HAWKE &
MCKEON
P.O. BOX 1778
HARRISBURG PA 17105
To PG Publishing Company

Total \$ 172.55

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation
By _____

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

Attest my for

MAR 0 1997

OFFICIAL
MICROFILM

SUN-GAZETTE
 252 W. FOURTH ST
 P O BOX 728
 WILLIAMSPORT PA
 17703-0728

ADVERTISING INVOICE/STATEMENT

YOUR SALESPERSON IS LEGAL ADS
 PHONE: 717 326 1551

MALATESTA, HAWKE & MCKEON
 L L P
 P O BOX 1778
 HARRISBURG PA
 17110

STATEMENT NUMBER	BILLING DATE
009503W	3/20/97
ACCOUNT NUMBER	BILLING PERIOD
LM0021	MARCH 1997
TERMS OF PAYMENT	
BALANCE DUE UPON RECEIPT OF THIS INVOICE/STATEMENT	
NAME OF ADVERTISER	
MALATESTA, HAWKE & MCKEON	

DATE	REFERENCE NUMBER	CHARGE OR CREDIT DESCRIPTION - PRODUCT CODE	SZ/ DIMENSIONS	BILLED UNITS	RATE	AMOUNT
11-74		PREVIOUS BALANCE				0.00
		APPLICAT. PROVIDE SERVICE	1 x 23	23	2.21	50.83

OVERSIZE DOCUMENT(S)

NOTICE: Eastern Power Distribution, Inc. 2999 Eisenhower Avenue, Suite 500, Alexandria, VA 22304, (703) 217-2266, (703) 217-2267, (fax), has filed an Application for a License to provide service as a retail supplier of electricity to customers in the Commonwealth of Pennsylvania. Any individual desiring to protest this Application may do so by filing a protest with the Office of the Prothonotary, Pennsylvania Public Utility Commission, P.O. Box 2263, Harrisburg, PA 17105-2263. Protests must be filed within fifteen (15) days of the publication date of this notice, and should reference Dock # of Md. A-11602, and shall be limited to Eastern Power Distribution, Inc.'s technical and/or financial fitness.

POOR ORIGINAL

POOR ORIGINAL

APR 1 1997

DOCUMENT FOLDER

Send your message to over 34,000 homes daily and over 43,000 on Sunday. Don't forget the SPRING CAR CARE SECTION April 1 and the APRIL COUPON BOOK, or April 19.

CASH DISCOUNT		AGING				TOTAL AMOUNT DUE
DEDUCT \$	IF PAID WITHIN DAYS	CURRENT	30 DAYS	60 DAYS	90 DAYS	
APPLIES TO CURRENT PERIOD ONLY		50.83	.00	.00	.00	50.83

CHARGE & CREDIT LEGEND		
A. COLOR		
B. POSITION		
C. PRODUCTION		
D. ART		
E. PREPRINTS		
F. PRINTING		
TOTAL DISPLAY AMOUNT	TOTAL OTHER CHARGE	TOTAL CREDITS
50.83	.00	.00
CONTRACT INFORMATION		
START DATE	REQUIREMENT	
CURRENT MONTH	CUMULATIVE	

REMITTANCE SLIP PLEASE DETACH AND SEND WITH PAYMENT

ACCOUNT NUMBER	ACCOUNT NAME
LM0021	MALATESTA, HAWKE & MCKEON

REMITTANCE ADDRESS
 SUN-GAZETTE
 252 W FOURTH ST
 P O BOX 728
 WILLIAMSPORT PA
 17703-0728

WRITE AMOUNT ENCLOSED

Proof of Publication of Notice in The Patriot and The Evening News and The Sunday Patriot-News

Under Act No. 687, Approved May 18, 1929

Commonwealth of Pennsylvania, }
County of Dauphin }

Michael Morrow

being duly sworn according to law, deposes and says

That he is the ASST. MGR. of THE PATRIOT-NEWS CO. a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 812 to 818 Market Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania, owner and publisher of THE PATRIOT and THE EVENING NEWS and the SUNDAY PATRIOT-NEWS newspapers of general circulation, printed and published at 812 to 818 Market Street, in the City, County and State aforesaid; that THE PATRIOT and THE EVENING NEWS and the SUNDAY PATRIOT-NEWS were established March 4th, 1854, and February 15th, 1917 and September 18th, 1949, respectively, and all have been continuously published ever since.

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular editions and issues which appeared on the 1997.

That neither he nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That he has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot News Co. as provided by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M" Volume 11 Page 97.

Copy of Notice or Publication

NOTICE: Eastern Power Distribution, Inc. 2980 Eisenhower Avenue, Suite 300, Alexandria, VA 22314, (703) 317-2222, (703) 317-2201 (fax), has filed an Application for a License to provide service as a retail supplier of electricity to customers in the Commonwealth of Pennsylvania. Any individual desiring to protest this Application may do so by filing a protest with the Office of the Prothonotary, Pennsylvania Public Utility Commission, P.O. Box 2205, Harrisburg, PA 17105-2205. Protests must be filed within fifteen (15) days of the public notice date of this notice, and should reference Decree No. A-110025, and shall be limited to Eastern Power Distribution, the electrical and financial fitness.

Sworn to and subscribed before me this 12th day of March, A.D. 1997.
My commission expires _____
Notary Public

Statement of Advertising Costs

FOR PUBLISHING THE NOTICE OR PUBLICATION ATTACHED HERETO ON THE ABOVE STATED DATES - \$ 48.45
PROBATING SAME - \$ 1.00
TOTAL - \$ 49.45

Publisher's Receipt for Advertising Costs

THE PATRIOT-NEWS CO., publisher of THE PATRIOT and THE EVENING NEWS and the SUNDAY PATRIOT-NEWS, newspapers of general circulation, hereby acknowledge receipt of the aforesaid notice and publication costs and certifies that the same have been duly paid.

THE PATRIOT-NEWS CO.

By _____

OVERSIZE

DOCUMENT(S)

1997

POOR ORIGINAL

The Scranton Times

PENN AVENUE AT SPRUCE STREET • P O BOX 3311 • SCRANTON PA 18505 3311

PHONE 717 348 9100

BILLED ACCOUNT NO

138195

BILING PERIOD

3/11/97 3/11/97

INVOICE NO BILLING DATE

3/11/97

BILLED ACCOUNT

MALATESTA HAWKE MCKEON
PO BOX 1778
100 N TENTH ST
HARRISBURG PA 17105

TERMS OF PAYMENT

LEGAL BILL

DATE	REFERENCE NUMBER	CHARGE OR CREDITS DESCRIPTION PRODUCT CODE	SUB DIMENSIONS	TIMES	BILLED UNITS	RATE	GROSS AMOUNT	NET AMOUNT
11	539470	EASTERN POWER DIST. INC	29	1	29.00	2.73		79.17
11	539470	AFF CHG 3/11/97						5.00

THE SCRANTON TIMES (UNDER ACT P L 877 NO. 160. JULY 9, 1976)
COMMONWEALTH OF PENNSYLVANIA , COUNTY OF LACKAWANNA

CAROLYN TIMLIN BEING DULY SWORN ACCORDING TO LAW DEPOSES AND SAYS THAT SHE IS ACCOUNTING CLERK FOR THE SCRANTON TIMES , OWNER AND PUBLISHER OF THE SCRANTON TIMES , A NEWSPAPER OF GENERAL CIRCULATION, ESTABLISHED IN 1870, PUBLISHED IN THE CITY OF SCRANTON , COUNTY AND STATE AFORESAID, AND THAT THE PRINTED NOTICE OR PUBLICATION HERETO ATTACHED IS EXACTLY AS PRINTED IN THE REGULAR EDITIONS OF THE SAID NEWSPAPER ON THE FOLLOWING DATES, VIZ.: HG 3/11/97

AFFIANT FURTHER DEPOSES AND SAYS THAT NEITHER THE AFFIANT NOR THE SCRANTON TIMES IS INTERESTED IN THE SUBJECT MATTER OF THE AFORESAID NOTICE OR ADVERTISEMENT AND THAT ALL ALLEGATIONS IN THE FOREGOING STATEMENT AS TO TIME, PLACE AND CHARACTER OF PUBLICATION ARE TRUE SWORN AND SUBSCRIBED TO BEFORE ME

THIS 12 DAY OF MARCH A.D., 1997

[Signature] (NOTARY PUBLIC)

Notary Public
Scranton, Pennsylvania
My Commission Expires
Member, Pennsylvania Association of Notaries

LEGAL NOTICE
Eastern Power Distribution, Inc., 2900 Eisenhower Avenue, Suite 300, Alexandria, VA 22314, (703) 317-2900, (703) 317-2201 (fax), has filed an Application for a license to provide service as a retail supplier of electricity to customers in the Commonwealth of Pennsylvania. Any individual desiring to protest this Application may do so by filing a protest with the Office of the Prothonotary, Pennsylvania Public Utility Commission, PO Box 3265, Harrisburg, PA 17105-3265. Protests must be filed within fifteen (15) days of the publication date of this notice, and should reference Docket No. A-110005, and shall be limited to Eastern Power Distribution, Inc.'s technical and/or financial fitness.

AGREEMENT

1997

CONTRACT PERFORMANCE

EXPIRATION DATE	REQUIREMENTS	PERFORMANCE
-----------------	--------------	-------------

CURRENT NET AMOUNT

84.17

TOTAL NET AMOUNT DUE

AMOUNT OF PAYMENT

BILLED ACCOUNT NO

BILLED ACCOUNT NAME

138195

MALATESTA HAWKE MCKEON

DETACH AND RETURN THIS PORTION TO THE PUBLISHER

The Scranton Times

PENN AVENUE AT SPRUCE STREET • P O BOX 3311 • SCRANTON PA 18505 3311

PHONE 717 348 9100

REMITTANCE ADVICE

POOR ORIGINAL

