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MAR 02 2004

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

ORIGINAL



Alliance Energy Services

DOCUMENT

DOCKETED  
MAR 12 2004

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

Re: Docket No. A-125095, Alliance Energy Services Partnership – Notice of Name Change

Dear Secretary McNulty:

On April 5, 2001 the Pennsylvania Public Utility Commission granted a natural gas supplier license to Alliance Energy Services Partnership (Alliance Energy), License No. A-125095. Alliance Energy submits this transmittal letter and the enclosed information as a notice of change in ownership, name, address and contact information.

Herewith is the information that has changed.

1. Effective December 27, 2002 Alliance Energy was purchased by Constellation Energy Group, Inc (CEG).
2. On February 2, 2004 Alliance Energy executed an amendment to its articles of organization to change its name to Constellation NewEnergy-Gas Division, LLC (CNE – Gas). Enclosed is a copy of the articles of amendment filed with the Kentucky Secretary of State's office.
3. The contact person for CNE-Gas is Ralph Dennis, Director Regulatory Affairs, whose address is the same as referenced herein. Mr. Dennis's direct telephone number is (502) 214-6378 and his fax number is (502) 426-7673.
4. The address for CNE-Gas Division is 9960 Corporate Campus Drive, Suite 2000, Louisville, Kentucky 40223.

CNE-Gas Division acknowledges that its notice of change regarding CEG's purchase of Alliance Energy may not be within the notice period preferred by the Commission. CNE-Gas Division respectfully requests that the Commission accept this notice of change in company ownership, name, and contact information as included herein.

Please contact Ralph Dennis, Director of Regulatory Affairs, (502) 214-6378, if you have any questions.

Sincerely,

Ralph E. Dennis  
Director, Regulatory Affairs

Enclosure

MAR 02 2004

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU



**TREY GRAYSON  
SECRETARY OF STATE**

**CERTIFICATE**

I, **TREY GRAYSON**, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF AMENDMENT OF**

**ALLIANCE ENERGY SERVICES, LLC CHANGING NAME TO CONSTELLATION NEW ENERGY-GAS DIVISION, LLC FILED FEBRUARY 4, 2004.**

**DOCUMENT**

IN WITNESS WHEREOF, I have here unto set my hand and affixed my Official seal at Frankfort, Kentucky this 26TH day of FEBRUARY, 2004.



*Trey Grayson*

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
BJW

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MAR 0 2004

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

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states  
LAOA

Trey Grayson  
Secretary of State  
Received and Filed  
02/04/2004 2:10:28 PM  
Fee Receipt: \$40.00

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
Limited Liability Company

For the purpose of amending the articles of organization in Kentucky pursuant to KRS Chapter 275.030, the undersigned submits the following Articles of Amendment to the Secretary of State for filing:

Article I: The name of the limited liability company is ALLIANCE ENERGY SERVICES, LLC.

Article II: The name of the limited liability company has been amended to  
CONSTELLATION NEW ENERGY - GAS DIVISION, LLC

Article III: The amendment was adopted on JANUARY 30, 2004.

Article IV: The amendment was duly adopted by:  
A. a manager or managers (must circle one)  
B. its member (s)

Article V: The amendment was duly adopted in accordance with:  
A. the articles of organization  
B. the operating agreement (must circle one)  
C. this chapter

Executed on 2/2/04  
Date

Jordan Karp  
Signature of Authorized Person

JORDAN P. KARP, SECRETARY  
Type or Print Name of Authorized Person

COMMONWEALTH OF PENNSYLVANIA

DATE: March 10, 2004

SUBJECT: A-125095

TO: Bureau of Fixed Utility Services

FROM:  James J. McNulty, Secretary

DOCUMENT

Request for name change

Enclosed please find copies of requests for name changes from the following companies:

Alliance Energy Services Partnership - A-125095

This matter is being referred to your Bureau for appropriate action.

Attachment

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DOCKETED  
MAR 12 2004

**DOCUMENT**



**Alliance Energy Services**

**ORIGINAL**

March 18, 2004

**DOCKET RECEIVED**

APR 14 2004

MAR 18 2004

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

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Re: Docket No. A-125095, Alliance Energy Services Partnership – Notice of Name Change

Dear Secretary McNulty:

On April 5, 2001, the Pennsylvania Public Utility Commission (Commission) granted a natural gas supplier license to Alliance Energy Services Partnership (Alliance Energy), License No. A-125095. On March 2, 2004 Alliance Energy submitted a transmittal letter to the Secretary's office indicating a change in the company's name and contact information. Alliance Energy is now Constellation NewEnergy Gas Division, LLC (CNE Gas), and a copy of the Articles of Amendment filed with the Kentucky Secretary of State was enclosed with the March 2 submission.

Approximately one week ago a member of Commission staff, Jim Shurskis, contacted CNE Gas requesting additional information regarding the name change. He asked that further clarification be provided regarding the nature of any changes to Alliance Energy since its license granted in 2001, and documentation from each of the utilities listed on Alliance Energy's existing license that CNE Gas complied with the creditworthiness standards and requirements of each utility.

CNE Gas has requested letters from the three utilities that state CNE Gas is in compliance with their credit requirements – Columbia Gas of Pennsylvania, National Fuel Gas Distribution, and UGI Utilities. In the interim we wish to provide information that clarifies the status of Alliance Energy since the Commission in 2001 granted its license.

1. In April 2001, Alliance Energy Services Partnership was granted a license. The company was privately held and owned by two partners and was duly registered in the Commonwealth of Kentucky. Copies of registration papers in Kentucky were filed with:

Alliance Energy's application and receipt acknowledged by the Commission on September 26, 2001.

2. In November 2001 Allegheny Energy, Inc (Allegheny) acquired Alliance Energy. This acquisition did not result in any name change. Alliance Energy continued operating as a separate organizational and business unit in essentially the same manner as prior to the Allegheny acquisition and under the name in which the Commission's natural gas supplier license had been granted.

3. On December 31, 2002 Constellation Energy Group, Inc. (CEG) acquired Alliance Energy. A few days prior to this acquisition, on December 27, 2002 Alliance Energy filed a Certificate of Withdrawal of its name "Alliance Energy Services Partnership" with the Kentucky Secretary of State, which acknowledged the filing December 30, 2002. A copy of the Certificate of Withdrawal is enclosed.

Also on December 27, 2002 Articles of Organization were filed with the Kentucky Secretary of State to convert the Kentucky general partnership into a Kentucky limited liability company under the Kentucky Limited Liability Company Act. A copy of the Articles of Organization for Alliance Energy Services, LLC is enclosed. The purpose of converting Alliance Energy Services Partnership to Alliance Energy Services, LLC was to facilitate the acquisition of the company by CEG. Alliance Energy Services, LLC became a wholly owned subsidiary of CEG and continued operating as a separate organizational and business unit, and continued to use the name "Alliance Energy Services" as it had while organized as a partnership.

4. On February 2, 2004 Alliance Energy Services, LLC filed with the Kentucky Secretary of State an amendment to its articles of organization to change its name to Constellation NewEnergy Gas Division, LLC. A copy of the articles of amendment was enclosed with our notice of name change filed on March 2, 2004 with the Secretary.

Also on February 2, 2004 Alliance Energy Services, LLC filed with the Pennsylvania Department of State Corporation Bureau a Certificate of Amendment of Registration - Foreign, amending its registration to Constellation NewEnergy Gas Division, which was acknowledged by the Secretary of the Commonwealth February 9, 2004. A copy of this Certificate of Amendment is enclosed.

In summary, since acquiring a natural gas supplier license from the Commission Alliance Energy Services Partnership was acquired by Allegheny and later by CEG; and, to facilitate the latter acquisition, changed its name. Following both acquisitions Alliance operated as a separate organizational and business unit from the parent, as CNE Gas continues to do today. At no time did Alliance Energy transfer operational control. A change in name is the only change that has occurred regarding operation as a natural gas supplier.

It should also be noted that Alliance Energy, now CNE Gas, only provides services to industrial customers. CNE Gas neither participates in utility customer choice programs

nor provides services to residential and small commercial customers in any other manner. This has been the case since the inception of Alliance Energy Services Partnership and will continue to be the business of CNE Gas, in Pennsylvania as well as any other state in which CNE Gas chooses to offer natural gas services.

We hope the information herein and enclosed clarifies the changes that have occurred to Alliance Energy Services Partnership since it was granted a natural gas supplier license by the Commission, as well as the nature of services provided by Alliance Energy/CNE Gas to customers in Pennsylvania. CNE Gas will provide to the Secretary copies of letters from each utility, as requested by staff, documenting CNE Gas's compliance with credit standards once we are in receipt of letters from each respective utility.

CNE Gas respectfully requests that the Commission expedite its review of the name change and acknowledge CNE Gas is certified and approved to operate as a natural gas supplier in the Commonwealth of Pennsylvania.

If additional information is desired, please contact me at (502) 214-6378.

Sincerely,



Ralph E. Dennis  
Director, Regulatory Affairs

Enclosures

IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **CERTIFICATE OF WITHDRAWAL OF ASSUMED NAME OF**

**ALLIANCE ENERGY SERVICES PARTNERSHIP DISCONTINUED BY ALLIANCE ENERGY SERVICES PARTNERSHIP FILED DECEMBER 27, 2002.**

**DOCUMENT**

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal.

Done at Frankfort this 30TH day of  
DECEMBER 20 02

*John Y. Brown III*  
Secretary of State, Commonwealth of Kentucky

JD



COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



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Perkins  
W268

John Y. Brown III  
Secretary of State  
Received and Filed  
12/27/2002 02:49 PM  
Fee Receipt: \$20.00

CERTIFICATE OF WITHDRAWAL OF ASSUMED NAME

This certifies that the assumed name of

ALLIANCE ENERGY SERVICES PARTNERSHIP

(Assumed name under which the business is being conducted)

has been discontinued by

ALLIANCE ENERGY SERVICES PARTNERSHIP

(Real name - KRS 365.015(1))

which is the "real name" of [YOU MUST CHECK ONE]

- |                                                                              |                                                                             |
|------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> a Domestic General Partnership           | <input type="checkbox"/> a Foreign General Partnership                      |
| <input type="checkbox"/> a Domestic Registered Limited Liability Partnership | <input type="checkbox"/> a Foreign Registered Limited Liability Partnership |
| <input type="checkbox"/> a Domestic Limited Partnership                      | <input type="checkbox"/> a Foreign Limited Partnership                      |
| <input type="checkbox"/> a Domestic Business Trust                           | <input type="checkbox"/> a Foreign Business Trust                           |
| <input type="checkbox"/> a Domestic Corporation                              | <input type="checkbox"/> a Foreign Corporation                              |
| <input type="checkbox"/> a Domestic Limited Liability Company                | <input type="checkbox"/> a Foreign Limited Liability Company                |
| <input type="checkbox"/> a Joint Venture                                     |                                                                             |

organized and existing in the state or country of KENTUCKY, and whose address is

9960 CORPORATE CAMPUS DRIVE, SUITE 2000, LOUISVILLE, KY 40223

Street address, if any

City

State

Zip Code

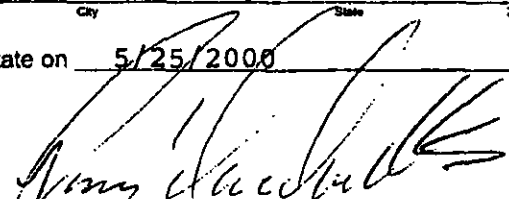
The certificate of assumed name was filed with the Secretary of State on 5/25/2000

The certificate of withdrawal of assumed name is executed by

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print or type name and title

\_\_\_\_\_  
Date

  
ALLIANCE GAS SERVICES HOLDINGS, LLC  
BY Ronnie K. Cardwell, Representative  
Print or type name and title  
RON CARDWELL, VICE PRESIDENT AND  
REPRESENTATIVE  
12/27/02

IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF ORGANIZATION OF ALLIANCE ENERGY SERVICES, LLC FILED DECEMBER 27, 2002.**

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal.

Done at Frankfort this 30TH day of  
DECEMBER, 2002

*John Y. Brown III*  
Secretary of State, Commonwealth of Kentucky

0550972.06

John Y. Brown III  
Secretary of State  
Received and Filed  
12/27/2002 02:50 PM  
Fee Receipt: \$40.00

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LAOO

**ARTICLES OF ORGANIZATION  
FOR  
ALLIANCE ENERGY SERVICES, LLC**

The undersigned, serving as the organizer, pursuant to KRS 275.370 and 275.025, hereby executes and files the following Articles of Organization, for the purpose of converting a Kentucky general partnership into a Kentucky limited liability company under the Kentucky Limited Liability Company Act (the "ACT").

**ARTICLE I  
NAME**

The name of the limited liability company shall be Alliance Energy Services, LLC, (the "Company").

**ARTICLE II  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Company's initial registered office shall be 400 West Market Street, Suite 1800, Louisville, Kentucky 40202. The name of the Company's initial registered agent at that office shall be S&H Louisville, LLC.

**ARTICLE III  
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company shall be 9960 Corporate Campus Drive, Suite 2000, Louisville, KY 40223.

**ARTICLE IV  
STATEMENT OF MANAGEMENT**

The management of the Company is reserved to its Members as defined in the Act.

**ARTICLE V  
DURATION**

The Company shall have a perpetual duration and shall dissolve as provided for in the Act and the Company's Operating Agreement.

**ARTICLE VI**  
**CONVERSION**

A. **Statement of Conversion.** These Articles of Organization are filed on behalf of Alliance Energy Services Partnership, a Kentucky general partnership (the "Partnership"), which is being converted to a Kentucky limited liability company pursuant to, and in accordance with, KRS 275.370. The former name of the Partnership was Alliance Energy Services Partnership.

B. **Statement of Votes Cast.** The conversion of the Partnership into a Kentucky limited liability company was approved by the partners holding all of the votes entitled to vote for or against the conversion. No votes were cast against the conversion.

C. **Statement of Cancellation of Assumed Names.** Any assumed names filed by the Partnership with the Kentucky Secretary of State have been canceled.

**ARTICLE VII**

**EFFECTIVE DATE AND TIME**

Pursuant to KRS 275.060, these Articles of Organization shall be effective as of the date and time of filing with the office of the Kentucky Secretary of State.

IN WITNESS WHEREOF, the undersigned, as Organizer, has duly executed these Articles of Organization, this 24th day of December, 2002.

Allegheny Ventures, Inc., Organizer

By:

  
Paul M. Barbas  
President

**STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT**

Pursuant to KRS 275.025(5), the undersigned as the initial registered agent, and agent for service of process identified in the Articles of Organization of Alliance Energy Services, LLC (the "Company") hereby consents to serve the Company in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Limited Liability Company Act.

Date: December 27, 2002

S&H Louisville, LLC

By: Peggy Lipton

Title: Member

The foregoing instrument  
was prepared by

Gregory L. Davis  
Gregory E. Davis, Esq.  
Stites & Harbison, PLLC  
400 West Market Street, Suite 1800  
Louisville, Kentucky 40202-3352  
(502) 587-3400

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Certificate of Amendment of Registration-Foreign

(15 Pa.C.S. § 8585)

Entity Number

3150311

- Limited Partnership
- Registered Limited Liability Partnership
- Registered Limited Liability Company

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MAR 18 2004

Name

Address

City

CT CORP-COUNTER

Document will be returned to the name and address you enter to the left.

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Fee: \$250

Filed in the Department of State on

FEB - 9 2004

*Veronica A. Cantor*

Secretary of the Commonwealth

*[Signature]*

In compliance with the requirements of 15 Pa.C.S. § 8585 (relating to amended certificate of registration), the undersigned, desiring to change the arrangements or other facts described in its application for registration as a foreign limited partnership, foreign registered limited liability partnership or a foreign limited liability company hereby states that:

1. The name under which the association was registered (or last registered) to do business in the Commonwealth of Pennsylvania is:

ALLIANCE ENERGY SERVICES, LLC

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
---------------------------------------------------	--------

c/o: CT CORPORATION SYSTEM

PHILADELPHIA

3. (If applicable): The address of the registered office of the association in this Commonwealth is hereby changed to:

(a) Number and street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
---------------------------------------------------	--------

c/o:

DSCB:15-8585-2

4. If applicable: The association desires that its registration be amended to change its name to:

CONSTELLATION NEW ENERGY - GAS DIVISION, LLC

5. If applicable: The association desires that its registration be amended as follows in order to reflect arrangements or other facts that have changed.

N/A

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate of Amendment of Registration to be signed by a duly authorized officer, member or manager thereof this

2nd day of February, 2004.

ALLIANCE ENERGY SERVICES, LLC

Name of Association

Jordan Karp

Signature

JORDAN P. KARP, SECRETARY

Title