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October 6, 2014

VIA E-FILING AND OVERNIGHT EXPRESS

Rosemary Chiavetta, Secretary
Pennsylvania Public Utilities Commission
400 North Street
Keystone Building
2nd Floor, Room N201
Harrisburg, PA 17120

Re: BTU Direct Marketing, LLC
Docket No. A-2014-2417492
Application for Natural Gas Supplier License (Broker/Marketer Activities Only)

Dear Ms. Chiavetta:

Enclosed please find additional information concerning BTU Direct Marketing, LLC's Application in response to Commission Staff's request.

Please do not hesitate to contact me if you have any questions regarding the enclosed.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Nancy A. White".

Nancy A. White

Enclosures

cc: D. Backer (via email)

44 Offices in 21 Countries

Squire Patton Boggs (US) LLP is part of the international legal practice Squire Patton Boggs which operates worldwide through a number of separate legal entities.

Please visit squirepattonboggs.com for more information.

W. KEVIN HUGHES
CHAIRMAN

HAROLD D. WILLIAMS
LAWRENCE BRENNER
KELLY SPEAKES-BACKMAN
ANNE E. HOSKINS

STATE OF MARYLAND



PUBLIC SERVICE COMMISSION

#8, 5/28/14 AM; ML# 154597
License Reference No.: IR-3318

May 28, 2014

Todd R. Chason, Esq.
Gordon Feinblatt LLC
233 East Redwood Street
Baltimore, MD 21202-3332

Dear Mr. Chason:

April 28, 2014, BTU Direct Marketing LLC (“Company”) filed an Application for a License to Supply Natural Gas or Natural Gas Supply Services in Maryland under COMAR 20.54. The Company proposes to provide natural gas supplier services in Maryland for residential, commercial and industrial customers as described in the application.

After considering this matter at the May 28, 2014 Administrative Meeting, the Commission granted the Company a license to supply natural gas or natural gas supply services in Maryland (License Reference Number IR-3318). The license granted by the Commission under this Letter Order is limited solely to natural gas supplier broker services for all customer classes and all service territories as recommended by Staff. Additionally, the Company is directed to provide marketing and training materials specific to its Maryland operations to the Commission Staff and Office of People’s Counsel at least 30 days prior to commencing operations in Maryland.

Finally, the Company is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People’s Counsel.

By Direction of the Commission,

/s/ David J. Collins

David J. Collins
Executive Secretary

DJC/st
cc: Phil VanderHeyden, Electricity Division
Obi Linton, Director, External Relations



National Fuel

September 30, 2014

MARK S SCHROEDER
BTU DIRECT MARKETING, LLC
1414 KEY HIGHWAY, SUITE 300M
BALTIMORE, MD 21230

Re: Security Requirement for BTU Direct Marketing LLC:

Dear Mark,

National Fuel Gas Distribution Corporation (“NFGDC”) is aware BTU Direct Marketing LLC (BTU) has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, BTU must furnish acceptable security to each utility where BTU will do business. As such, under its tariff, NFGDC could require BTU to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC’s understanding that BTU intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, BTU will never take title to any delivered natural gas.

Based upon your representations, NFGDC has determined that, at this time, BTU does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by BTU change in the future, NFGDC reserves the right to require security from BTU as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 716-857-7599.

Yours truly,

Nathan E. Barnes
Transportation Services Department



PECO Energy Company
Gas
2301 Market Street, S9-3
Philadelphia, PA 19101

www.exeloncorp.com

An Exelon Company

September 30, 2014

Mark Schroeder
BTU Direct Marketing LLC
1414 Key Highway, Suite 201M
Baltimore, Maryland 21230

Re: Bonding Requirements

Dear Mark Schroeder:

PECO is aware that BTU Direct Marketing LLC applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

In making such an application, BTU Direct Marketing LLC could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. BTU Direct Marketing LLC has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers will not take title to any delivered natural gas; nor will accept any customer payments or deposits. Therefore, PECO has determined at this time that BTU Direct Marketing LLC does not need a bond or other financial security requirement, since they are not directly engaging in business with PECO and only providing brokering or consulting services to PECO customers. However, if the services provided by BTU Direct Marketing LLC or the creditworthiness requirement for PECO's exposure to BTU Direct Marketing LLC changes in the future, PECO reserves the right to require BTU Direct Marketing LLC to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Chris Sauerbaum at 215-841-6422 or myself at 215-841-6452.

Respectfully submitted,

A handwritten signature in black ink that reads "Carlos P. Thillet".

Carlos P. Thillet
Manager, Gas Supply and Transportation
2301 Market St S9-1
Philadelphia, Pa 19103



UGI Utilities, Inc.
2525 North 12th Street
Suite 360
Post Office Box 12677
Reading, PA 19612-2677

(610) 796-3400 Telephone

October 2, 2014

Mark Schroeder
BTU Direct Marketing LLC
1414 Key Highway, Suite 201M
Baltimore, Maryland 21230

RE: BTU Direct Marketing, LLC application to serve as a broker/marketer

Dear Mr. Schroeder,

Based on your assertion that BTU Direct Marketing, LLC ("BTU Direct") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities Inc. ("UGIU") has concluded that BTU Direct will not need to post security with UGI-Central Penn Gas ("CPG"), UGI-Penn Natural Gas ("PNG") or UGI Utilities Gas Division ("UGI"). This is based on the declaration that BTU Direct will not be taking title to gas or directly serving end use customers. This also assumes that BTU Direct will be acting in conjunction with a licensed Natural Gas Supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the respective UGIU tariffs. If BTU Direct wishes to directly serve Choice customers in the service territories of UGI, PNG and/or CPG in the future as a natural gas supplier, it will have to post security as specified in the respective UGI tariffs prior to the commencement of the service.

Please feel free to contact me with any additional questions that you may have.

Sincerely,

A handwritten signature in black ink, appearing to read "David E. Lahoff". The signature is written in a cursive style with a large initial "D".

David E. Lahoff
Manager, Tariff & Supplier Administration
UGI Utilities, Inc.

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 46 BUSINESS CODE _____


Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here



1000362001054545

ID # W13903299 ACK # 1000362001054545
PAGES: 0003
BTU DIRECT MARKETING, LLC

12/30/2010 AT 04:16 P WO # 0003745275

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____
TOTAL FEES: 150

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name
_____ Other Change(s)

Credit Card Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: JW/13

Keyed By: _____

COMMENT(S):

Code _____

Attention: _____

Mail: Name and Address Robert Kahoe

9 S Hickory Ave

Bel Air Md 21014

CUST ID: 0002528695
WORK ORDER: 0003745275
DATE: 01-06-2011 05:34 PM
AMT. PAID: \$150.00

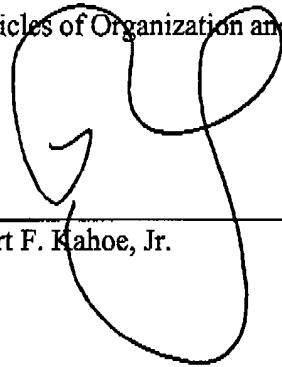
BTU DIRECT MARKETING, LLC

ARTICLES OF ORGANIZATION

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter referred to as the "Company") is **"BTU Direct Marketing, LLC"**
- SECOND:** The Company shall have perpetual existence, and shall not terminate until and unless terminated by the Members of the Company.
- THIRD:** The purposes for which the Company is formed are to (a) market, buy, sell, exchange, transfer and deliver energy products, and (b) to have and exercise all powers now or hereafter conferred by the laws of the State of Maryland on limited liability companies formed pursuant to the Maryland Limited Liability Company Act, and (c) to do any and all things necessary, convenient or incidental to the achievement of the foregoing.
- FOURTH:** The address of the principal office of the Company in this State is **1702 Conowingo Road, Bel Air, Maryland 21014.**
- FIFTH:** The name and address of the resident agent of the Company is **Robert F. Kahoe, Jr., 9 South Hickory Avenue, Bel Air, Maryland 21014.**
- SIXTH:** The relations of the Members and the affairs of the Company shall be governed by the Corporation and Associations Article of the Maryland Annotated Code, Title 4A, "Limited Liability Act" as well as a written operating agreement which may be amended from time to time as set forth therein.
- SEVENTH:** Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of December, 2010.



Robert F. Kahoe, Jr.

CUST ID:0002528695
WORK ORDER:0003745275
DATE:01-06-2011 05:34 PM
AMT. PAID:\$150.00

BTU DIRECT MARKETING, LLC

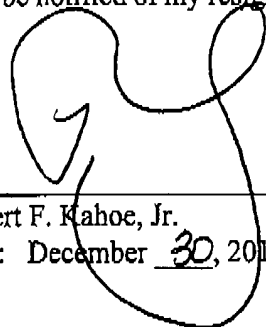
CONSENT OF RESIDENT AGENT

I, **Robert F. Kahoe, Jr.**, 9 South Hickory Avenue, Bel Air, Maryland 21014, agree to act as Resident Agent for **BTU Direct Marketing, LLC** (hereinafter "Company").

I further agree to accept service of process on behalf of the Company.

I also agree to undertake the duties and responsibilities of said appointment and to immediately notify the Company in writing, not less than thirty (30) days in advance, if I intend to resign as Resident Agent or if my address changes.

I understand that the Maryland State Department of Assessments and Taxation at 301 West Preston Street, Room 809, Baltimore, Maryland 21201, must also be notified of my resignation, and of the name and address of my successor Resident Agent.



Robert F. Kahoe, Jr.
Date: December 30, 2010