

Peter B. Callowhill
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February 3, 2011

 ORIGINAL

Secretary of the Commission
Pennsylvania Public Utility Commission
Keystone Building, 400 North Street
2nd Floor Room N201
Harrisburg, PA 17120

Re: NRGing, LLC d/b/a NetGain Energy Advisors
Natural Gas Supplier Application
Docket # A-2010-2202733

Dear Secretary:

In regards to the above referenced matter, enclosed herewith is an original Amendment to Order, with certificate of service, together with three fully executed copies of the same. Also enclosed is a formatted CD containing an electronic version of the executed Amendment.

Pursuant to Section 13 of the Application, we are simultaneously forwarding a completed copy of the Application together with a certificate of service to Valley Energy, UGI Central Penn, T. W. Phillips Gas and Oil Company, UGI-Penn Natural Gas, Carnegie Natural Gas Company, Philadelphia Gas Works, National Fuel Distribution Corp, The Peoples Natural Gas Company, UGI, Equitable Gas Company, Columbia Gas of PA, Inc. and PECO.

Please do not hesitate to contact me at 703.742.3766 or Peter@netgainenergyadvisors.com with any questions or comments.

Best regards,

A handwritten signature in black ink that reads 'Peter Callowhill'.

Peter Callowhill
Manager and CEO

Enclosures: Certificate of Service; One (1) Original Amendment to Order and three (3) copies, One (1) Formatted CD containing an electronic version of the executed Amendment; Exhibit A

1775 Wiehle Avenue, Suite 310, Reston, VA 20190
www.netgainenergyadvisors.com 877.482.6570

Emerging Energy Solutions

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AMENDMENT TO ORDER

Now comes NRGing, LLC d/b/a NetGain Energy Advisors (NetGain Energy) and states the following:

WHEREAS, on September 27, 2010, NetGain Energy filed a License Application to operate as a Broker/Marketer of natural gas supply services in the service territories of Valley Energy, UGI Central Penn, T. W. Phillips Gas and Oil Company , UGI-Penn Natural Gas, Carnegie Natural Gas Company, Philadelphia Gas Works, National Fuel Distribution Corp, The Peoples Natural Gas Company, UGI, Equitable Gas Company, Columbia Gas of PA, Inc. and PECO, within the Commonwealth of Pennsylvania.

WHEREAS, on January 13, 2011, NetGain Energy's License Application was brought before the Pennsylvania Public Utility Commission for review and approval as shown in Exhibit A.


WHEREAS, on January 13, 2011, the Commonwealth of Pennsylvania approved NetGain Energy's License Application to serve large commercial (6,000 MCF or more annually), industrial and government customers in the Valley Energy, UGI Central Penn, T. W. Phillips Gas and Oil Company , UGI-Penn Natural Gas, Carnegie Natural Gas Company, Philadelphia Gas Works, National Fuel Distribution Corp, The Peoples Natural Gas Company, UGI, Equitable Gas Company, Columbia Gas of PA, Inc. and PECO service territories.

WHEREAS, NetGain Energy wishes to amend its License Application *to also include* commercial customers (less than 6,000 MCF annually).

NOW, THEREFORE, FOR AND IN CONSIDERATION of the mutual agreements set forth in this Amendment, the receipt and sufficiency of which is acknowledged by NetGain Energy and the Commonwealth of Pennsylvania, the parties agree that the Order issued by the Commonwealth on January 13, 2011, under Docket # A2010-2202733, be amended to allow NetGain Energy to broker/market natural gas services to also include commercial customers (less than 6,000 MCF annually).

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year written below.

NRGing, LLC d/b/a NetGain Energy Advisors

By: 
Name: Peter Callowhill
Title: Manager and CEO

Pennsylvania Public Utility Commission

By: _____
Name:
Title: Secretary

CERTIFICATE OF SERVICE

On this the 3rd day of February 2011, I certify that a true and correct copy of the foregoing Natural Gas Supplier license amendment application within the Commonwealth of Pennsylvania and all attachments have been served upon the following:

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Valley Energy Inc.
Robert Crocker
523 South Keystone Avenue
Sayre, PA 18840-0340
PH: 570.888-9664

The Peoples Natural Gas Company
Joe Gregorini or Bill McKeown
625 Liberty Avenue
Pittsburgh, PA 15222
PH: 412.497.6851 or 412.497.6840

UGI
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425

Equitable Gas Company
Jerald Moody
225 North Shore Drive
Pittsburgh, PA 15212-5352
PH: 412.395.3209

Columbia Gas of PA, Inc.
Heather Bauer
200 Civic Center Drive
Columbus, OH 43215
PH: 614.460.5554

Philadelphia Gas Works
Douglas Moser
800 West Montgomery Avenue
Philadelphia, PA 19122
PH: 215.684.6899

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

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

National Fuel Gas Distribution Corp.
David D. Wolford
6363 Main Street
Williamsville, NY 14221
PH: 716.857.7483

UGI Central Penn
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425

T. W. Phillips Gas and Oil Company
Robert M. Hovanec
205 North Main Street
Butler, PA 16001
PH: 724.287.2725

UGI Penn Natural
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425

PECO
Carlos Thillet, Manager, Gas Supply and
Transportation
2301 Market Street, S9-2
Philadelphia, PA 19103
PH: 215.841.6452

PA P.U.C.
SECRETARY'S BUREAU

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Peter Callowhill
Manager and CEO
NRGing, LLC d/b/a NetGain
Energy Advisors

ATTACHMENT A

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SECRETARY'S BUREAU



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

IN REPLY PLEASE
REFER TO OUR FILE

January 20, 2011

A-2010-2202733

PETER CALLOWHILL
NRGING LLC
D/B/A NETGAIN ENERGY ADVISORS
1775 WIEHLE AVENUE
SUITE 310
RESTON VA 20190

Application of NRGing, LLC d/b/a NetGain Energy Advisors to become a Licensed
Supplier of Natural Gas Services as a broker/marketer.

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on January 13, 2011 adopted
an Order in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,

A handwritten signature in cursive script that reads "Rosemary Chiavetta".

Rosemary Chiavetta
Secretary

Encls.
Cert. mail
MH

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PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

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SECRETARY'S BUREAU

Public Meeting held January 13, 2011

Commissioners Present:

James H. Cawley, Chairman
Tyrone J. Christy, Vice Chairman
John F. Coleman, Jr.
Wayne E. Gardner
Robert F. Powelson

Application of NRGing, LLC d/b/a NetGain Energy
Advisors to Become a Licensed Supplier of Natural
Gas Services as a Broker/Marketer

A-2010-2202733

ORDER

BY THE COMMISSION:

On September 29, 2010, NRGing, LLC d/b/a NetGain Energy Advisors (NetGain Energy) filed a License Application to operate as a broker/marketer engaged in the business of supplying natural gas services in the natural gas distribution company (NGDC) service territories of Columbia Gas of Pennsylvania, Inc., Equitable Gas Company, National Fuel Gas Distribution Corp., PECO Energy, Peoples Natural Gas Company, T.W. Phillips Gas and Oil Company, Philadelphia Gas Works, UGI Utilities, Inc., UGI Central Penn Gas, UGI Penn Natural Gas and Valley Energy within the Commonwealth of Pennsylvania. This application was filed pursuant to section 2208 of the Natural Gas Choice and Competition Act (Act) and Title 62 of the Pennsylvania Code, Chapter 62, Subchapter D.

§ 2208 provides, in pertinent part, that:

Requirements for Natural Gas Suppliers.--No entity shall engage in the business of a natural gas supplier unless it holds a license issued by the Commission. To the extent that a natural gas distribution company provides natural gas supply service outside of its chartered or certificated territory, it also must hold a license. A license shall not be required for customers who make de minimis incidental sales or resales to themselves, an affiliate or other nonresidential retail gas customers.

66 Pa. C.S. § 2208.

A natural gas supplier is defined as:

An entity other than a natural gas distribution company, but including natural gas distribution company marketing affiliates, which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company. The term includes a natural gas distribution company that provides natural gas supply services outside its certificated service territories. The term includes a municipal corporation, its affiliates or any joint venture, to the extent that it chooses to provide natural gas supply services to retail customers located outside of its corporate or municipal limits, as applicable, other than:

- (1) as provided prior to the effective date of this chapter, pursuant to a certificate of public convenience if required under this title;
- (2) total natural gas supply services in de minimis amounts;
- (3) natural gas supply services requested by, or provided with the consent of, the public utility in whose certificated territory the services are provided; or
- (4) natural gas supply services provided to the municipal corporation itself or its tenants on land it owns or leases, or is subject to an agreement of sale or pending

condemnation, as of September 1, 1999, to the extent permitted by applicable law independent of this chapter.

The term excludes an entity to the extent that it provides free gas to end-users under the terms of an oil or gas lease. Notwithstanding any other provision of this title, a natural gas supplier that is not a natural gas distribution company is not a public utility as defined in section 102 (relating to definitions) to the extent that the natural gas supplier is utilizing the jurisdictional distribution facilities of a natural gas distribution company or is providing other services authorized by the Commission.

66 Pa. C.S. §2202.

As used in the above definition of a natural gas supplier, the term natural gas supply services includes: (i) the sale or arrangement of the sale of natural gas to retail customers; and (ii) services that may be unbundled by the Commission under Section 2203(3) of the Act (relating to standards for restructuring of the natural gas utility industry). Natural gas supply service does not include distribution service. 66 Pa. C.S. § 2202.

NetGain Energy is a foreign limited liability company organized in the Commonwealth of Virginia and registered to do business in the Commonwealth of Pennsylvania as of September 3, 2010. NetGain Energy has stated that upon the approval of this Application, it proposes to provide natural gas supply services as a broker/marketer to large commercial (6,000 MCF or more annually), industrial and governmental customers in the NGDC service territories of Columbia Gas of Pennsylvania, Inc., Equitable Gas Company, National Fuel Gas Distribution Corp., PECO Energy, Peoples Natural Gas Company, T.W. Phillips Gas and Oil Company, Philadelphia Gas Works, UGI Utilities, Inc., UGI Central Penn Gas, UGI Penn Natural Gas and Valley Energy. NetGain Energy

is advised that if it wishes to serve additional classes of customers in the future, it must file a request for a license modification with the Commission Secretary by letter.

Upon initial review of this application and NetGain Energy's concurrently filed electric generation supplier license application,¹ Commission staff took issue with the similarity of NetGain Energy's corporate name, NRGing, LLC, and that of two existing regulated utilities. Specifically, Commission Staff expressed concern that the similarity in name of NRGing, LLC to NRG Energy Center Harrisburg LLC² and NRG Energy Center Pittsburgh LLC³ could result in customer confusion and/or the false impression of affiliation with a regulated utility. However, in a verified response to a data request from Commission staff, NetGain Energy has averred that it markets and advertises its products and services solely under its trade name, NetGain Energy Advisors.

Regarding the financial and technical fitness requirements of the license application, NetGain Energy has provided bank account statements, evidence of commercial insurance, business plans and a promissory note with an accompanying letter of good standing from First Virginia Community Bank. NetGain Energy has also supplied professional resume information and historical employment experience for its two managing members. Based on NetGain Energy's expertise and financial information, at this time it appears that NetGain Energy is qualified to supply natural gas supply services as a broker/marketer.

Section 2208(c)(1), 66 Pa. C.S. §2208(c)(1), provides that a natural gas supplier license shall not be issued unless the applicant furnishes a bond or other security in

¹ *License Application of NRGing, LLC d/b/a NetGain Energy Advisors for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Broker/Marketer*, Docket No. A-2010-2202885, Order Entered December 3, 2010.

² NRG Energy Center Harrisburg LLC is a regulated public utility providing steam service to the public pursuant to Certificates of Public Convenience granted at Docket Nos. A-130175, *et seq.*

³ NRG Energy Center Pittsburgh LLC is a regulated public utility providing steam, hot water and chilled water service to the public pursuant to Certificates of Public Convenience granted at Docket Nos. A-130000, *et seq.*

a form and amount to ensure its financial responsibility. The criteria used to establish the form and amount of the bond or other security is set forth in the natural gas distribution company's tariff. The amount and form of the bond or other security may also be mutually agreed to between the natural gas distribution company and the natural gas supplier. Section 2208 also provides that should the parties fail to achieve an agreement, then the form and amount of bond or other financial security "shall be determined by criteria approved by the Commission." NetGain Energy has provided documentation to evidence its compliance with the Section 2208(c) bonding requirement for all of the NGDCs in whose service territories it proposes to operate.

We specifically note that the licensee must comply with, and ensure that its employees, agents, representatives and independent contractors comply with the standards of conduct and disclosure for licensees set out in Commission regulations at 52 Pa. Code § 62.114 that were enacted to protect consumers of this Commonwealth. These standards include, *inter alia*, the provision of timely and accurate information about the services offered by the licensee, the practice of nondiscrimination in service in regard to race, color, religion, national origin, marital status, etc., the safeguarding of a customer's personal information, and compliance with applicable state and federal consumer protection laws. Also, we take this opportunity to remind the licensee of its agreement to abide by, and to ensure that its employees, representatives, agents and independent contractors abide by all applicable federal and state laws, and Commission regulations, procedures, and Orders, 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.

NetGain Energy has provided proofs of publication in Pennsylvania newspapers of general circulation serving the geographical territories affected by the application and proofs of service to the interested parties as required by the Commission.

NetGain Energy has provided the required Pennsylvania Emergency Management Agency (“PEMA”) contact information.

As of January 4, 2011, no protests have been filed.

We find that NetGain Energy:

1. Is fit, willing and able to properly perform the service proposed in conformance with applicable provisions of the Public Utility Code and Commission Orders and regulations.

2. Has agreed to abide by all Commission regulations, procedures and Orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may develop from time to time in the course of doing business in Pennsylvania.

3. Has proposed to offer natural gas supply services which, to the extent authorized by the license, will be consistent with the public interest and the policy declared in the Natural Gas Choice and Competition Act.

Upon full consideration of all matters of record, we find that approval of this application is necessary and proper for the service, accommodation and convenience of the public; **THEREFORE,**

IT IS ORDERED:

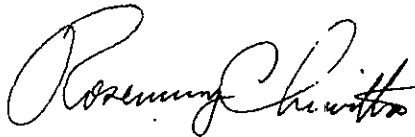
1. That the application of NRGing, LLC d/b/a NetGain Energy Advisors is hereby approved, consistent with this Order.

2. That a license be issued authorizing NRGing, LLC d/b/a NetGain Energy Advisors the right to begin to offer, render, furnish or supply natural gas supply services to the public, limited to large commercial (6,000 MCF or more annually), industrial, and governmental customers within the following natural gas distribution company service territories within the Commonwealth of Pennsylvania: Columbia Gas of Pennsylvania, Inc., Equitable Gas Company, National Fuel Gas Distribution Corp., PECO Energy, Peoples Natural Gas Company, T.W. Phillips Gas and Oil Company, Philadelphia Gas Works, UGI Utilities, Inc., UGI Central Penn Gas, UGI Penn Natural Gas and Valley Energy.

3. That NRGing, LLC d/b/a NetGain Energy Advisors shall advertise and market its products and services solely under its trade name, NetGain Energy Advisors.

4. That this proceeding, at Docket No. A-010-2202733 be closed.

BY THE COMMISSION,



Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: January 13, 2011

ORDER ENTERED: January 20, 2011

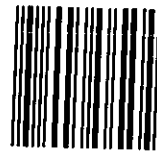
NRGing, LLC. d/b/a NetGain Energy Advisors

1775 Wiehle Ave., Suite 310

Reston, VA 20190



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Secretary of the Commission

Pennsylvania Public Utility Commission

2nd Floor, Room N201

Keystone Building, 400 North Street 2nd Floor

Harrisburg, PA 17120