

Holland & Knight

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Holland & Knight LLP | www.hklaw.com

Tiana M. McLean
(212) 513-3480
tiana.mclean@hklaw.com

January 5, 2012

Via FedEx

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

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JAN - 5 2012

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Re: Docket No. A-2010-2151038: License Application of Verde Energy USA, Inc.
Docket No. M-2010-2157431: Requirements for Electric Generation Service

Dear Secretary Chiavetta:

We represent Verde Energy USA, Inc. ("Verde"), which was issued an electric generation supplier license by the Pennsylvania Public Utility Commission as a result of a final decision issued on March 25, 2010 in Docket No. A-2010-2151038.

In compliance with Commissioner Gardner's Motion in Docket No. M-2010-2157431 adopted at the February 11, 2010 Public Meeting, Verde respectfully files proof of membership in the PJM Interconnection ("PJM") as a Load Serving Entity.

Please contact the undersigned if there are any questions concerning this matter.

Respectfully submitted,


Tiana M. McLean

Enclosures



955 Jefferson Ave.
Valley Forge Corporate Center
Norristown, PA 19403-2497

Dear New Member:

Welcome to PJM Interconnection (PJM). The executed company agreements between your company and PJM are enclosed. For a complete overview of what PJM offers please visit our Web site at www.pjm.com and contact your client managers for any further questions. You can also contact our Customer Service Center at 610-666-8980 or toll free at 866-400-8980.

If you have any additional questions about the enclosed documents please let me know.

Sincerely,

Tracy Miehke
610.666.8984 – Phone
miehlk@pjm.com – Email

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application for Membership
Between
The PJM Interconnection, L.L.C.
and

Verde Energy USA, Inc.

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Agreement which was accepted by the Federal Energy Regulatory Commission (FERC) on November 25, 1997 as amended and became effective on January 1, 1998. The Applicant has read and understands the terms and conditions of the Agreement. The Applicant agrees to accept the concepts and obligations set forth in the Agreement.

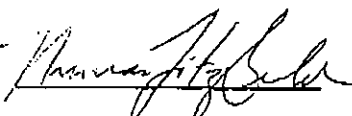
The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with Schedule 3 of the PJM Agreement and all other applicable costs under the Tariff.

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM OI application approval per Schedule 3.

The Applicant recognizes that it shall become a member of the PJM Agreement effective as of the date that FERC notifies the parties of approval of Schedule 4 submitted by the Applicant to PJM.

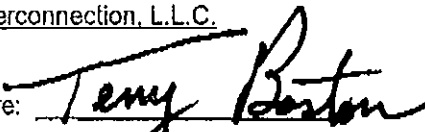
This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

Signature: 

Name: Thomas FitzGerald Title: Chief Executive Officer Date: 1/14/10

PJM Interconnection, L.L.C.

Signature: 

Name: Terry Boston Title: President & CEO Date: 8/4/2010

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PJM Interconnection, L.L.C.
Third Revised Rate Schedule FERC No. 24

Second Revised Sheet No. 171
Superseding Original Sheet No. 171

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of ~~January 14~~ ^{MARCH 4} 2010, is entered into among Verde Energy USA, Inc. and the President of the LLC acting on behalf of its Members.
2. Verde Energy USA, Inc. has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate Verde Energy USA, Inc.'s facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. Verde Energy USA, Inc. agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.
3. Verde Energy USA, Inc. agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.
4. Verde Energy USA, Inc. hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Thomas FitzGerald
101 Merritt 7 Third Floor
Norwalk, CT 06851

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members,
6. The Operating Agreement is hereby amended to include Verde Energy USA, Inc. as a Member of the LLC thereto, effective as of ~~January 14~~ ^{MARCH 4}, 2010, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, Verde Energy USA, Inc. and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston
Name: Terry Boston
Title: President + COO

By: Thomas FitzGerald

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SECRETARY'S BUREAU

Issued By: Craig Glazer
Vice President, Government Policy
Issued On: April 30, 2004

Effective: May 1, 2004

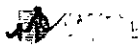
PJM Interconnection, L.L.C.
Third Revised Rate Schedule FERC No. 24

Second Revised Sheet No. 171
Superseding Original Sheet No. 171

Name: Thomas FitzGerald
Title: CEO

Issued By: Craig Glazer
Vice President, Government Policy
Issued On: April 30, 2004

Effective: May 1, 2004



Learning Center

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Member List

Below is a sortable list of PJM's members. For more information visit our help page.

PJM Membership as of December 29, 2011

749 PJM Members
10 Ex-officio
Total = 759

Filter by Sector: All or by Type: All

Reset List

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z All		
Company	Sector	Type
Valero Power Marketing, LLC	Transmission Owner	Affiliate
VCharge, Inc.	Other Supplier	Voting Member
Vel Energy, LLC	Other Supplier	Voting Member
Velocity American Energy Master I, LP	Other Supplier	Voting Member
Verde Energy USA Illinois, LLC	Other Supplier	Affiliate
Verde Energy USA, Inc.	Other Supplier	Voting Member
Verisae, Inc.	Other Supplier	Voting Member
Vette Energy, LLC	Other Supplier	Voting Member
Vineland Municipal Electric Utility	Electric Distributor	Voting Member
Virginia Division of Consumer Counsel	End User Customer	Ex-officio
Virginia Electric & Power Company	Transmission Owner	Voting Member
Viridian Energy PA LLC	Other Supplier	Voting Member
Viridity Energy, Inc.	Other Supplier	Voting Member
Vision Power, LLC	Other Supplier	Voting Member
Vitol Inc.	Other Supplier	Voting Member
VMAC LLC		Associate Membership

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MAILROOM
HOLLAND & KNIGHT
31 WEST 52ND STREET 11 FLOOR

NEW YORK, NY 10019
UNITED STATES US

SHIP DATE: 05JAN12
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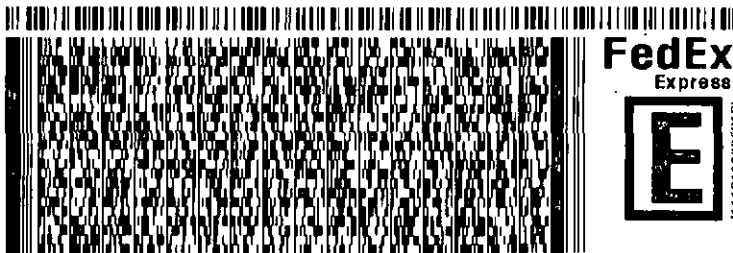
BILL SENDER

TO MS. ROSEMARY CHIAVETTA - SECRETARY
PENNSYLVANIA PUBLIC UTILITY COMMISS
COMMONWEALTH KEYSTONE BUILDING 2ND
FLOOR - RM. N201 - 400 NORTH STREET
HARRISBURG PA 17120

REF: TIANA M. MCLEAN

PO: 125800.00006

DEPT: MAILROOM



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17120
PA-US MDT

Part # 156148-434 NRIT V3 06-09

