BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

render,	tion of <u>Little Deep LLC</u> , d/b/a <u>Power USA</u> , for approval to offer, furnish, or as a(n)_Broker/Marketer engaged in the business of supplying natural gas services_ the public commonwealth of Pennsylvania.
	To the Pennsylvania Public Utility Commission:
1.	IDENTITY OF THE APPLICANT: The name, address, telephone number, and FAX number of the Applicant are:
	Little Deep LLC d/b/a Power USA 750 Lexington Avenue, 23rd Floor New York, NY 10022 www.energyusa.com 917-310-3598
	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. None.
	None.
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:
	S. Graham Simmons, III, Esq., Norris, McLaughlin & Marcus, P.A., The Paragon Centre, 1611 Pond Road, Suite 300, Allentown, PA 18104-2258, Phone: (610) 391-1800, Fax: (610) 391-1805, gsimmons@nmmlaw.com
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:
	Primary contact is Andrew Heaney, President, Little Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-310-3598 phone, 212-254-5686 fax, apheaney@gmail.com.
	Alternate contact is Mark Kohan, Director of Membership Services, Little Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-267-8585 phone, 212-254-5686 fax, mkohan@heatusa.com.
3.a.	ATTORNEY: If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:
	S. Graham Simmons, III, Esq., Norris, McLaughlin & Marcus, P.A., The Paragon Centre, 1611 Pond Road, Suite 300, Allentown, PA 18104-2258, Phone: (610) 391-1800, Fax: (610) 391-1805, gsimmons@nmmlaw.com

	required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:
	The applicant does not maintain a physical location within Pennsylvania. Its registered agent is:
	National Registered Agents, Inc., 600 N. 2nd Street, Suite. 401 Harrisburg, PA 17101 800-767-1553 (p) 609-716-0820 (f)
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.
	Please see attached filing.
	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.

REGISTERED AGENT: If the Applicant does not maintain a principal office in the Commonwealth, the

Natural Gas Supplier License Application PA PUC Document #: 139346

b.

* 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.	
or	
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.	
Please see attached certification.	
Give name and address of officers.	
Andrew Heaney, President and Manager, Great Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022	
The Applicant is organized in the state of Delaware	
6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA: (select and complete appropriate statement)	
Affiliate(s) of the Applicant doing business in Pennsylvania are:	
Heaney Energy Corp.	
Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.	
Applicant is affiliated with Heaney Energy Corp., which does business under the name of Heat USA, a consumer advocacy and buying group specializing in heating oil. Applicant is affiliated by virtue of overlap is employees and officers. Heaney Energy Corp. is also located at 750 Lexington Avenue, 23rd Floor, New York, NY 10022. Heaney Energy Corp. is not a jurisdictional public utility.	า
Does the Applicant have any affiliation with or ownership interest in: (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant, (b) any other Pennsylvania retail licensed electric generation supplier or license applicant, (c) any Pennsylvania natural gas producer and/or marketer, (d) any natural gas wells or (e) any local distribution companies (LDCs) in the Commonwealth 	
If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of th affiliation and/or ownership interest.	е
Provide specific details concerning the affiliation and/or ownership interests involving:	

	(a) any natural gas producer and/or marketers,(b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.
	 Provide the Pa PUC Docket Number if the applicant has ever applied: (a) for a Pennsylvania Natural Gas Supplier license, or (b) for a Pennsylvania Electric Generation Supplier license.
	Heaney Energy Corp. applied for a Pennsylvania Electric Generation Supplier license as a Broker/Marketer engaged in the business of supplying electricity services under PA PUC Docket Number A-2012-2300484. The application was approved by Order dated August 30, 2012
	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
	natural gas interstate pipeline. municipal providing service outside its municipal limits. local gas distribution company retail supplier of natural gas services in the Commonwealth a natural gas producer
	Other. (Identify the nature of service being rendered.)
	The Applicant currently refers consumers to providers of electricity services as a Broker/Marketer engaged in siness of supplying electricity services, under the aforementioned Pennsylvania Electric Generation Supplier, and to providers of heating oil and heating-oil-related services.
	or
	The Applicant is not presently doing business in Pennsylvania.
8.	APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as a:
	supplier of natural gas services. Municipal supplier of natural gas services. Cooperative supplier of natural gas services.
	 Broker/Marketer engaged in the business of supplying natural gas services. Aggregator engaged in the business of supplying natural gas services. Other (Describe):

9.	PROPOSED SERVIC	CES: Generally describe the natural gas services which the Applicant proposes to offer	er.
	from MXEnergy, Inc. discounted pricing fro offers. Applicant wou	o refer residential consumers to a discounted program for the purchase of natural gas and serve as an intermediary for customer concerns. Applicant has negotiated om MXEnergy, Inc. that would be available to consumers who respond to Applicant's all receive compensation from MXEnergy, Inc. for these referrals and would not enterements with any customers whether industrial, governmental, commercial or residential.	
10.	SERVICE AREA: Proffer services.	rovide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to)
		applicant proposes to offer services in the area covered by Columbia Gas of Pennsylvania (CPA).	
11.	CUSTOMERS: Appl	icant proposes to initially provide services to:	
	Commercial of Industrial Cus	Customers - (Less than 6,000 Mcf annually) Customers - (6,000 Mcf or more annually)	
	All of above Other (Descr	iha):	
12.	- Other (Descr	Applicant proposes to begin delivering services on December 1, 2012	
	(approximate date).		

13. **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
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

William R. Lloyd, Jr. Commerce Building, Suite 1102 Small Business Advocate 300 North Second Street Harrisburg, PA 17101 Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

racilities the applicant intends to supply customers.	
Valley Energy Inc.	National Fuel Gas Distribution Corp.
Robert Crocker	David D. Wolford
523 South Keystone Avenue	6363 Main Street
Sayre, PA 18840-0340	Williamsville, NY 14221
PH: 570.888-9664	PH: 716.857.7483
FAX: 570.888.6199	FAX: 716.857.7479
email: rcrocker@ctenterprises.org	email: wolfordd@natfuel.com
UGI Central Penn	Peoples Natural Gas Company LLC
David Beasten	Joseph Gregorini
2525 N. 12 th Street, Suite 360	375 North Shore Drive, Suite 600
Reading, PA 19612-2677	Pittsburgh, PA 15212
PH: 610.796.3425	email: joseph.a.gregorini@peoples-gas.com
FAX: 610.796.3559	PH: 412.208.7905
1770. 010.700.0000	FAX: 412.208.6577
Peoples TWP LLC (Formerly T. W. Phillips)	UGI
Robert M. Hovanec	David Beasten
205 North Main Street	2525 N. 12 th Street, Suite 360
Butler, PA 16001	Reading, PA 19612-2677
PH: 724.287.2725	PH: 610.796.3425
FAX: 724.287.5021	FAX: 610.796.3559
email: rhovanec@twphillips.com	FAX. 610.796.3339
UGI Penn Natural	Faultable Occ Occurrence
David Beasten	Equitable Gas Company
2525 N. 12 th Street, Suite 360	Jerald Moody
	225 North Shore Drive
Reading, PA 19612-2677	Pittsburgh, PA 15212-5352
PH: 610.796.3425	PH: 412.395.3209
FAX: 610.796.3559	FAX: 412.395.3335
PECO	Columbia Gas of Pennsylvania Inc.
Carlos Thillet, Manager, Gas Supply and Transportation	Thomas C. Heckathorn
2301 Market Street, S9-2	200 Civic Center Drive
Philadelphia, PA 19103	Columbus, OH 43215
email: carlos.thillet@exeloncorp.com	PH: 614.460.4996
PH: 215.841.6452	FAX:614.460.6442
	email: theckathorn@nisource.com
Philadelphia Gas Works	
Douglas Moser	
800 West Montgomery Avenue	
Philadelphia, PA 19122	
email: douglas.moser@pgworks.com	
PH: 215.684.6899	
2 10.00 1.0000	

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.

- 14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.
- 15. **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 Applicant, nor any affiliates, nor their predecessors, nor a person identified in this Application has been convicted of a crime involving fraud or similar activity. Applicant has not been named as a defendant or respondent in any proceedings before an administrative body or in a judicial forum.

Applicant's affiliate, Heaney Energy Corp., was a defendant in a civil proceeding in 2010 entitled <u>General Tank, Inc. v. Heaney Energy Corp.</u> in the Supreme Court of the State of New York, Nassau County, Index No. 10/009727. In a related proceeding, Heaney Energy had raised claims of breach of contract against a heating oil dealer for unpaid commissions before the American Arbitration Association. The heating oil dealer, and its affiliate, raised claims that Heaney Energy impacted customer relationships by referring consumer members to another heating oil dealer. Both the arbitration and state court proceedings settled out of court in August 2010.

- 16. STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION: All services 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 Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

Primary contact is Andrew Heaney, President, Little Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-310-3598 phone, 212-254-5686 fax, apheaney@gmail.com.

Alternate contact is Mark Kohan, Director of Membership Services, Little Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-267-8585 phone, 212-254-5686 fax, mkohan@heatusa.com.

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

Not applicable insofar as Applicant will not be entering into contracts with any customers, but only referring them to Constellation

c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

Not applicable insofar as Applicant will not be entering into contracts with any customers, but only referring them to Constellation

17. 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:
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published parent company financial and credit information.

- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- · Audited financial statements
- Such other information that demonstrates Applicant's financial fitness.

Applicant was formed in 2011 and does not yet have audited financial statements. In response to this question, Applicant states that it is a newly formed entity and does not have audited financial statements, bank statements, or tax returns from the previous two years. Applicant is submitting separately under seal, in accordance with 52 Pa. Code Section 54.32(f), its projection of Pennsylvania revenues and expenses for 2012. Applicant also submits a copy of its certificate of insurance evidencing liability coverage.

- B. Applicant must provide the following information:
- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing
 to provide service in. This requirement is designated by each NGDC and can commonly be found in the
 NGDC supplier tariff.

Please see the attached letter from Columbia Gas of Pennsylvania, the sole NGDC in which applicant is proposing to provide service, confirming that applicant is in compliance with all bonding and credit requirements.

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

The key personnel involved in the operational aspects of Applicant's current business are Andrew Heaney, President, and Mark Kohan, Director of Membership Services. Mr. Heaney's contact information is: 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-310-3598 phone, 212-254-5686 fax, applicant: applicant: 23rd Floor, New York, NY 10022, 917-267-8585 phone, 212-254-5686 fax, mkohan@heatusa.com.

Mr. Heaney has served as President of Heaney Energy Corporation since 1995. Representing the interests of over 80,000 heating oil consumers in the Northeast US, Mr. Heaney is an outspoken consumer advocate in the media and in Washington. He is a recognized authority on heating oil and the impact price increases have on consumers. He regularly appears in the news media in this capacity including CNN, Fox Business News, The New York Times, USA Today, and The Wall Street Journal. Mr. Heaney has testified before several commissions to study the cost of home heating oil. Mr. Heaney is also a frequent speaker at civic associations, senior groups, and labor associations to promote conservation as a means of protecting our most vulnerable citizens from rising energy prices.

Mr. Heaney has also negotiated marketing partnerships with some of the largest labor organizations in the United States including the AFL-CIO and the National Education Association, making Heat USA an endorsed benefit program for over 18 million working families.

In 2009, Mr. Heaney founded HeatingOil.com, an online news source for energy consumers that has become the most visited site in the industry with over 300,000 page views per month from over 200 countries around the world. In 2010 he launched Propane.pro which is already one of the most widely read news publications in the liquid gas industry.

In 2011, Mr. Heaney founded Propane USA which helps residential consumers and small businesses negotiate better rates on propane.

Mr. Heaney is a Member at the Council on Foreign Relations. He graduated with Distinction for the Harvard Business School in 2001 and received his Bachelor of Arts in History from Yale University in 1995.

Applicant's Director Membership Services, Mark Kohan, has more than 20 years of experience in providing outstanding customer service to Heat USA's tens of thousands of members and supervising a dedicated team of more than a dozen customer representatives.

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

Laura Levitis, Financial Controller, Little Deep LLC, 750 Lexington Avenue, 23rd Floor, New York, NY 10022, 917-725-2164 phone, 212-254-5686 fax, Ilevitis@heatusa.com.

- 18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas 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.

Please see the response to question 17 for the professional resumes of Applicant's key operations officers.

• A copy of any Federal energy license currently held by the Applicant.

On May 24, 2012, Applicant was licensed by the State of Ohio as a Competitive Retail Natural Gas Aggregator/Broker. Submitted with this application is a copy of its certificate from the Public Utilities Commission of Ohio. Applicant intends to serve the same function in Pennsylvania for which it was granted a license in Ohio. Applicant does not currently hold a Federal energy license.

Applicant's application for a license as a Broker/Marketer engaged in the business of supplying electricity services to the public in the Commonwealth of Pennsylvania is currently pending before the Public Utility Commission.

Proposed staffing and employee training commitments.

Applicant's senior management brings their collective dozens of years of experience in energy consumer referral and advocacy services to more than 80,000 heating oil consumers who are Heat USA members. For more than 20 years, Heat USA has operated on a model of referral of consumers to licensed energy suppliers that is the same model that Applicant proposes in Pennsylvanai for natural gas suppliers.

Heat USA's referral of and responsiveness to the concerns of more than 80,000 members provide significant experience upon which the management and staff of Applicant will draw. Applicant's management and staff have the technical expertise to deal with large groups of consumers and respond to individual consumer questions and concerns, as well as deal with

many energy suppliers. Applicant will be utilizing dedicated toll-free phone and internet facilities to provide outstanding service and information to natural gas customers.

Business plans.

Applicant's operations involve providing dedicated customer service representatives to respond to inquiries and concerns from Applicant's members concerning their referral to natural gas providers. Applicant will maintain a website for consumers and send informational and promotional materials to consumers.

Applicant's operations will not include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, or the provision of retail ancillary service or other services used to supply natural gas to the natural gas company city gate for retail customers. Applicant's operations will instead be limited to referring customers to licensed natural gas suppliers and responding to customers' inquires and concerns.

- 19. **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 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.
- 20. **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.
- 21. **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 an annual basis no later than 30 days following the end of the calendar year.

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

- 22. **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.
- 23. **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.
- 24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applican	nt:: Little	Reep	LLC
Ву:А	.ndrew Heaney		e y
Title:	President and	Manager	

AFFIDAVIT

State	of	New	York	:

: SS.

County of New York:

Andrew Heaney, Affiant, being duly sworn according to law, deposes and says that:

He is the President and Manager of Little Deep LLC (Applicant);

That he is authorized to and does make this affidavit for said Applicant;

That Little Deep LLC, 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 66 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 Little Deep LLC, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply 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 Little Deep LLC, 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. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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 Little Deep LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission 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.

Signature of Affiant

Sworn and subscribed before me this 15th day of 6cholor, 2012

Signature of official administering oat

My commission expires April 28,2015

JACQUELINE PLANAS Notary Public, State of New York No.01PL6240430 Qualified in New York County Commission Expires April 28, 2015

AFFIDAVIT

State of New York :
: ss.
County of New York:
Andrew Heaney, Affiant, being duly sworn according to law, deposes and says that:
He is the President of Manager of Little Deep LLC (Applicant);
That he is authorized to and does make this affidavit for said Applicant;
That the Applicant herein Little Deep LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).
That the Applicant herein Little Deep LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.
That the Applicant herein Little Deep LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.
That the Applicant herein Little Deep LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.
Signature of Afriant
Sworn and subscribed before me thislstday ofOctohw, 2012.
Signature of official administering oath My commission expires

AFFIDAVIT

STATE OF NEW YORK

:

COUNTY OF NEW YORK

Andrew Heaney, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Little Deep LLC ("Applicant") and that he is authorized to and does make this Affidavit for said Applicant.

Applicant herein certifies that it will cause to be published the notice of the filing of its license application in the following newspapers:

Erie Daily Times Patriot-News Philadelphia Inquirer Pittsburgh Post-Gazette Williamsport Sun Gazette

The Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

The facts above set forth are true and correct to the best of his knowledge, information, and believe, and that he expects said Applicant to be able to prove the same at hearing.

Signature of Affiant

Sworn to and subscribed before me this // day of

. 2012.

Signature of official administering oath

My commission expires:

Netary Public, State of New York No.01LE6186345 Qualified in New York County Commission Expires Stay 21, 2015

Appendix B

Sample Disclosure Statement Format for Natural Gas Suppliers

This is an agreement for natural gas services, between NGS name and customer's name and full address.

Background

We at <u>NGS Company Name</u> are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is <u>A-110XXX</u>.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Interstate Pipeline Charges Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges Define each nonbasic service being offered.

Terms of Service

1. (a) Basic Service Prices - Itemize Basic Services you are billing for and their prices.

You will pay <u>rate per</u> (Mcf/Dth/ccf) for the commodity of natural gas. Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

You will pay <u>rate per</u> (Mcf/Dth/ccf) for other natural gas service. Suppliers are to include transmission service prices if billed.

- (b) Nonbasic Service Prices Itemize Nonbasic Services you are offering and their prices.
- 2. Length of Agreement

You will buy your natural gas services for the above street address from <u>company's name</u> beginning <u>date</u> through <u>date of expiration</u>, <u>if any</u>.

3. Special Terms and Conditions - List and explain all that apply.

Sign-up bonuses Add-ons Limited time offers Other Sales Promotions Exclusions

4. Special Services - Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.

- 5. **Penalties, Fees and Exceptions -** List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.
- 6. **Cancellation Provisions -** This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.
- 7. Renewal Provision If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. Agreement Expiration/Change in Terms

If you have a fixed term agreement with us and it is approaching the expiration date **or** if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. Dispute Procedures

Contact Information

10.

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

Supplier Name:	
Address:	
Phone Number:	
Internet Address:	
Distribution Company Name:	
Provider of Last Resort Name:	
Address:	
Phone Number:	
Public Utility Commission (PUC)	D.O. Doy 2005 Hamishura, DA 17105 2005
Address: Natural Gas Competition Hotline Number:	P.O. Box 3265 Harrisburg, PA 17105-3265 1-888-xxx-xxxx
Universal Service Program Name:	
Phone Number:	

APPENDIX A

COMMONWEALTH OF PENNSYLVANIA PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 81/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME	2. BUSINESS PHONE NO. (212) 254-4328
1. COM ORATE OR AT EICANT WHILE	CONTACT PERSON(S) FOR TAX ACCOUNTS: Laura Levitis
Little Deep LLC	
3. TRADE/FICTITIOUS NAME (IF ANY)	
Power USA	
4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BO	OX NO.) (POST OFFICE) STATE) (ZIP)
750 Lexington Avenue, 23rd Floor, New York, NY 10022	
5. TYPE OF ENTITY SOLE PROPRIETOR	☐ PARTNERSHIP ☐ CORPORATION
□ LLC	
8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Great Deep LLC, member	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Andrew Heaney, President and Manager	
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (AL	L ITEMS: A, B, AND C MUST BE COMPLETED).
A. SALES TAX LICENSE (8 DIGITS) APPLICATION	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION
PENDING N/A X	PENDING N/A [6 1 0 4 0 9 7
B. EMPLOYER ID (EIN) (9 DIGITS: APPLICATION	
PENDING N/A 4 5 - 2 9 8 2 5 7 1	
10. Do you have PA employes either resident or non-resident?	YES ⊠ NO
Do you may assets or have an office in PA?	YES NO
NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING	TAX RETURNS
PA SALES AND USE TAX EMPLOYER TAXES	CORPORATE TAXES
Andrew Heaney Andrew Heaney	Andrew Heaney
PHONE_212-254-4328 PHONE 212-254-4328	PHONE 212-254-4328

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

APPENDIX C

EXAMPLE FORM OF NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of <u>Company Name</u> (d/b/a "<u>Trade Name</u>") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125XXX.

On **Month Date, Year, Company Name** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. **Company Name** proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Company Name** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **Company's Name** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is

A-125XXX.

By and through Counsel: Attorney's Name

Company Name

Address Address Phone FAX

APPENDIX D

Standards of Conduct

- (1) The [natural gas distribution company] should apply its tariffs in a nondiscriminatory manner to its affiliate, its own marketing division and any nonaffiliate.
- (2) The [natural gas distribution company] should likewise not apply a tariff provision in any manner that would give its affiliate or division an unreasonable preference over other marketers with regard to matters such as scheduling, balancing, transportation, storage, curtailment, capacity release and assignment, or nondelivery, and all other services provided to its affiliated suppliers.
- (3) If a tariff provision is mandatory, the [natural gas distribution company] should not waive the provision for its affiliate or division absent prior approval of the Commission.
- (4) If a tariff provision is not mandatory or provides for waivers, the [natural gas distribution company] should grant the waivers without preference to affiliates and divisions or non-affiliates.
- (5) The [natural gas distribution company] should maintain a chronological log of tariff provisions for which it has granted waivers. Entries should include the name of the party receiving the waiver, the date and time of the request, the specific tariff provision waived and the reason for the waiver. Any chronological log should be open for public inspection during normal business hours.
- (6) The [natural gas distribution company] should process requests for transportation promptly and in a nondiscriminatory fashion with respect to other requests received in the same or a similar period. The [natural gas distribution company] should maintain a chronological log showing the processing of requests for transportation services. Any chronological log should be open for public inspection during normal business hours.
- (7) Transportation discounts and fee waivers and rebates provided to the [natural gas distribution company's] or its marketing affiliate's favored customers should be offered to other similarly situated customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent of affiliate. A chronological

- log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.
- (8) The [natural gas distribution company] should not disclose any customer proprietary information to its marketing affiliate or division, and to the extent that it does disclose customer information, it should contemporaneously paovide this same information to other similarly situated marketers in a similar fashion so as not to selectively disclose, delay disclosure, or give itself or its affiliate any undue advantage related to the disclosure. A chronological log should be maintained showing the date, time and rationale for the disclosure. Any chronological log should be open for public inspection during normal business hours. A natural gas distribution company should not provide information received from non-affiliated customers or suppliers to its affiliated natural gas suppliers.
- (9) The [natural gas distribution company] should justly and reasonably allocate to its marketing affiliate or division the costs or expenses for general administration or support services.
- The [natural gas distribution company] selling surplus gas supplies and/or upstream capacity on a short-term basis (as defined by the Federal Energy Regulatory Commission) to its affiliate should make supplies available to similarly situated marketers nondiscriminatory basis. The [natural gas distribution company] should not make any gas supplies and/or upstream capacity available through private disclosure to the [natural gas distribution company's] affiliate unless the availability is made simultaneously with public dissemination in a manner that fairly apprises interested parties of the availability of the gas supplies and/or upstream capacity. [natural gas distribution company] should maintain a chronological log of these public disseminations. Any chronological log should be open for public inspection during normal business hours.
- (11) The [natural gas distribution company] should not condition or tie agreements to release interstate pipeline capacity to any service in which the [natural gas distribution company] or affiliate is involved.
- (12) The [natural gas distribution company] should not directly or by implication . . . represent to any customer, supplier or third party that an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.

- (13) The [natural gas distribution company] should establish and file with the Commission a complaint procedure for dealing with any alleged violations of any of the standards listed in paragraphs (1) through (12), this paragraph or paragraphs (14) and (15), excepting for paragraph (9), which should be exclusively under the purview of the Commission. These procedures should be developed in consultation with interested parties during consideration of any tariff guided by this section and §69.191 (relating to general). The Commission may expect establishment of a complaint procedure or other recordkeeping requirements if warranted by subsequent facts or circumstances.
- (14) The [natural gas distribution company] should keep a chronological log of any complaints, excepting paragraph (9), regarding discriminatory treatment of natural gas suppliers. This chronological log should include the date and nature of the complaint and the [natural gas distribution company's] resolution of it. Any chronological log should be open for inspection during normal business hours.
- (15) Parties alleging violations of these standards may pursue their allegations through the Commission's established complaint procedures. A complainant bears the burden of proof consistent with 66 Pa. C.S. (relating to Public Utility Code) in regard to the allegations.
- (16) Licensees shall provide accurate information about their natural gas supplier services using plain language and common terms. Where new terms are used, such terms must be defined again using plain language: Information should be provided in a format which will allow for comparison of the various natural gas supply services offered and the prices charged for each type of service.
- (17) Licensees shall provide notification of the change in conditions of service, intent to cease operation as an natural gas supplier, explanation of denial of service, proper handling of deposits and proper handling of complaints in accordance with Commission regulations where applicable.
- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.

- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.
- (24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or
- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;
- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;
- that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.
- (b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Suppler. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.
- (c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:
 - (i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to by natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company name or logo, the Supplier shall include at the conclusion of any such communication a disclaimer that includes all of the disclaimers listed in this paragraph.
- (25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the intestate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b)

not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "LITTLE DEEP LLC" IS DULY FORMED

UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING

AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE

SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LITTLE DEEP LLC" WAS FORMED ON THE EIGHTEENTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4956189 8300

110324172

AUTHENTYCATION: 8638770

DATE: 03-22-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware Secretary of State Division of Corporations Delivered 05:24 PM 03/18/2011 FILED 05:18 PM 03/18/2011 SRV 110318075 - 4956189 FILE

STATE of DELAWARE LIMITED LIABILITY COMPANY CERTIFICATE of FORMATION

First: The name of the limited liability company is Little Deep LLC.

Second: The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, zip code 19904. The name of its Registered Agent at such address is National Registered Agents, Inc.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 18th day of March, 2011.

Authorized Person

Name: Scott M. Singer

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Application for Registration of Fictitious Name 54 Pa.C.S. § 311

Little Deep LLC			me and address you ent e left.	ter to
Address c/o Esquire Assist Counter	Pickup		, ioit.	
City State	Zip Code		_	
			Common FICTITI	wealth of Pennsylvania OUS NAME 2 Page(s)
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in compliance with the requirements of ious name under 54 Pa.C.S. Ch. 3 (relations)				entity(ies) desiring to reg
The fictitious name is: Power USA	4			
the fictitious name is: Consum	er referral and advocacy	y services		
The address, including number and acceptable):	i street, if any, of the pr	incipal place o	of business (P.O. Box	alone is not
	d street, if any, of the pr New York,	incipal place o	of business (P.O. Box 10022	alone is not
acceptable):	•	• •		
acceptable): 750 Lexington Avenue, 23rd Floor, Number and street 4. The name and address, including n	New York, City	NY State /, of each indi	10022 Zip vidual interested in the	New York County

Little Deep LLC	LLC	Delaware
Name	Form of Organization	Organizing Jurisdiction
750 Lexington Avenue, 23rd Floor, N	ew York, NY 10022	
Principal Office Address		
none		
PA Registered Office, if any		
9 ,		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		
i. The applicant is familiar with the punderstands that filing under the F fictitious name.	provisions of 54 Pa.C.S. § 332 (relating ictitious Names Act does not create any	to effect of registration) and exclusive or other right in the
7. Optional): The name(s) of the age	nt(s), if any, any one of whom is authori	zed to execute amendments to,
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June 14, 2012

Scott M. Singer Singer Law Office, P.A. % Little Deep LLC Power USA 301 Yamato Road, Suite 1240 Boca Raton, FL 33431

Dear Mr. Singer:

We are pleased that Little Deep LLC d/b/a Power USA ("Power") has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, POWER could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. POWER has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that POWER does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to POWER changes in the future, Columbia Gas might deem it appropriate to require POWER to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-6841 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Michele Caddell

Manager, Supplier Services