

Energy Choice Consulting

199 New Road
Suite 61-187
Linwood, NJ 08221
www.energychoiceconsulting.com
T: 609.365.7072
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A NEMLC Company

...January 21, 2013

Pennsylvania Public Utility Commission
Secretary
P.O. Box 3265
Harrisburg, PA 17105

Re: *Application of PJM Wholesale Brokers, LLC for certification as a Broker/Marketer of natural gas in the Commonwealth of Pennsylvania.*

Dear Madam Secretary,

Our firm has been retained by the above captioned Applicant, PJM Wholesale Brokers, LLC (hereafter "PWB" or "Applicant") to assist them with regulatory and compliance filings in various jurisdictions.

Pursuant to Title 66 of the Pennsylvania Public Utility Code, Subpart D, Ch. 22 § 2201 *et seq.*, PWB hereby submits the attached application for licensure as a Broker/Marketer of natural gas in the Commonwealth of Pennsylvania. To be clear, at no time will Applicant be taking title to natural gas and will only act as an intermediary in the purchase and sale of natural gas.

In addition to the original application enclosed herein, please find one copy and a CD-ROM containing a searchable pdf version of the application.

Please note that in accordance with 52 Pa. Code § 54.32, certain exhibits attached hereto contain questions that require Applicant to disclose proprietary and confidential financial information. Those exhibits are clearly and conspicuously marked CONFIDENTIAL and this transmittal letter accompanies a statement of support as to why such disclosures would irreparably damage Applicant's business interests and financial security.

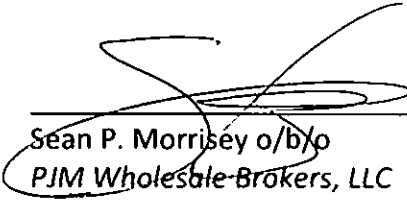
Should you have any questions or concerns regarding this NGS application, or require any additional documentation or information, please do not hesitate to contact this office at your convenience.

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JAN 28 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Respectfully Submitted,



Sean P. Morrissey o/b/o
PJM Wholesale-Brokers, LLC

NEMLC, LLC

199 New Road

Suite 61-187

Linwood, NJ 08221

T: 609.365.7072

F: 609.365.2437

E: smorrisey@energychoiceconsulting.com

Encl: \$350 Application Fee
NGS Application of PJM Wholesale Brokers, LLC
Petition for protective order of proprietary business information

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

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PJM Wholesale Brokers, LLC, d/b/a same, for approval to offer, render, furnish, or as a(n) Broker/Marketer to the public in the 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:
PJM Wholesale Brokers, LLC
18 Abbott Road
Hamilton, NJ 08690
Phone: 732-766-3446
Fax: 855-277-6566

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.

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:

Sean P. Morrissey, Regulatory Counsel
199 New Road, Suite 61-187 Linwood, NJ 08221
Phone: 609-365-7072 Fax: 609-365-2437

- 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:
Michael Lento, Principal Member
18 Abbott Road Hamilton, NJ 08690
Phone: 732-766-3446 Fax: 855-277-6566

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:
Michael Lento, Esquire
18 Abbott Road Hamilton, NJ 08690
Phone: 732-766-3446 Fax: 855-277-6566

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SECRETARY'S BUREAU

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:
National Registered Agents, Inc.
600 North Second Street, Suite 401 Harrisburg, PA 17101
Customer Service Phone:800-767-1553 Customer Service Fax: 609-716-0820

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.

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.

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- * 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

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- 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 _____

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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.

Give name and address of officers.

See Exhibit 5

The Applicant is incorporated 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:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

- 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 the affiliation and/or ownership interest.

- 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.

- 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.)

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 SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

See Exhibit 9

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

See Exhibit 10

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on 03/01/2013
(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:

<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p>
<p>UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Andrew Wachter 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 724.431.4935 FAX: 724.287.5021 email: Andrew.Wachter@peoplestwp.com</p>	<p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p>UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 email: carlos.thillet@exeloncorp.com PH: 215.841.6452</p>	<p>Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 email: theckathorn@nisource.com</p>
<p>Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</p>	

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.

Applicant has no such disclosures

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.

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

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. Applicant will only be acting as a Broker/Marketer and will not be billing or contracting with customers directly

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.

See Exhibit 17(a)

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

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

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.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

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.

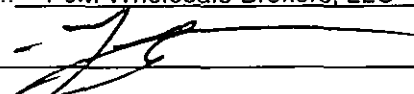
Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

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.

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JAN 28 2013
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Applicant: PJM Wholesale Brokers, LLC
By: 
Title: Michael Lento, Principal Member

AFFIDAVIT

[Commonwealth/State] of New Jersey :

ss.

County of Mercer :

Michael Lento, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Principal Member (Office of Affiant) of PJM Wholesale Brokers (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;] hereafter ("PWB")

That PWB, 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 PWB, 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.

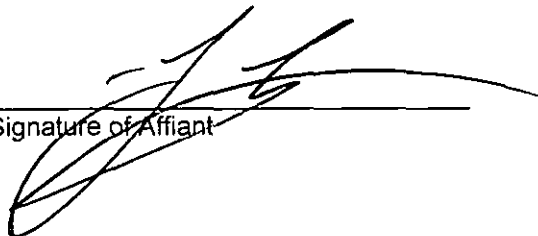
That PWB, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. 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 PWB, 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 7th day of December, 49 2012



Signature of official administering oath

My commission expires July 6, 2016.

Jasmin Rosario
Notary Public
New Jersey
My Commission Expires 7-6-16
No. 2410169

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

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ss.

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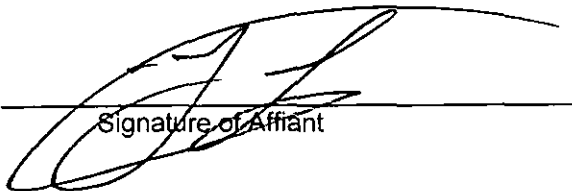
[That he/she is authorized to and does make this affidavit for said Applicant;]

That PWB, the Applicant herein certifies that it has caused the notice of the filing of its license application published in the following newspapers on _____:
(date)

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

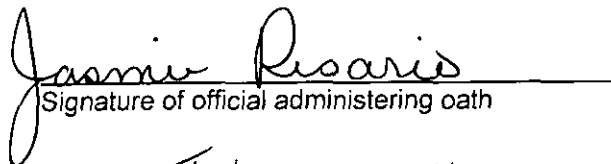
That PWB, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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 Affiant

Sworn and subscribed before me this 7th day of December, 49 2012



Signature of official administering oath

My commission expires July 6, 2016

Jacquin Rosario
Notary Public
New Jersey
My Commission Expires 7-6-16
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AFFIDAVIT

[Commonwealth/State] of New Jersey :

ss.

County of Mercer :

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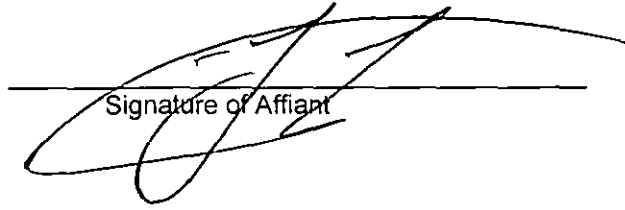
That the Applicant herein PWB has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

That the Applicant herein PWB has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein PWB 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 PWB 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 Affiant

Sworn and subscribed before me this 7th day of December, 2012



Signature of official administering oath

My commission expires July 6, 2016

Jasmin Rosario
Notary Public
New Jersey
My Commission Expires 7-6-16
No. 2410169

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SECRETARY'S BUREAU

Exhibit 5

- 15 Pa. C.S. §8981. Proof of compliance with the Department of State filing requirements.
- Copy of Applicant's charter documentation from the State of Delaware
- Name and Address of Officers:

Michael Lento, Esq.
Principal and Founding Member
18 Abbott Road
Hamilton, NJ 08690

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PJM WHOLESALE BROKERS, 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 TWENTIETH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PJM WHOLESALE BROKERS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2012.


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

5243739 8300

121248860

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0001370

DATE: 11-20-12

**ARTICLES OF ORGANIZATION
OF LIMITED LIABILITY COMPANY**

The undersigned organizer hereby adopts the following Articles:

ARTICLE 1

Name

The name of the Limited Liability Company is: **PJM Wholesale Brokers, LLC**

ARTICLE 2

Principal and Mailing Address

2.01 The complete street address of the initial designated principal office is:

18 Abbott Road
Hamilton, New Jersey 08690

2.02 The complete mailing address is:

18 Abbott Road
Hamilton, New Jersey 08690

ARTICLE 3

Registered Agent

3.01 The name of the initial registered agent is:

Agents for Delaware Corporations, Inc.

3.02 The street address of the registered agent is:

310 Alder Road
Dover, DE 19904

ARTICLE 4

Statement of Acceptance by Registered Agent

I, _____, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial Registered Agent of **PJM Wholesale Brokers, LLC**, the Limited Liability Company which is named in these Articles of Organization.

Registered Agent

ARTICLE 5

Duration

The duration of the Limited Liability Company shall be **Perpetual**.

ARTICLE 6

Management

This Limited Liability Company is **solely** managed.

ARTICLE 7

Members

The members of the Limited Liability Company and their addresses are named as followed:

Michael J. Lento 18 Abbott Road, Hamilton, NJ 08690

ARTICLE 8

Initial Contribution

The total amount of cash and a description of agreed upon value of property other than cash contributed will be: **\$130,000.00**

ARTICLE 9

Purpose

The purpose for which the company is organized is to conduct any and all lawful business for which Limited Liability Companies can be organized pursuant to state statute, including but not limited to: **electricity, natural gas and commodities brokering and consulting.**

ARTICLE 10

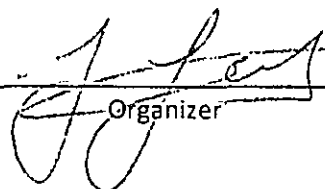
Liability

Pursuant to state statute, any and all debts, obligations or other liabilities of **PJM Wholesale Brokers, LLC**, are solely the responsibility of the Limited Liability Company. Any manager or member of **PJM Wholesale Brokers, LLC**, is hereby not personally liable for such debts or liabilities solely by reason of their title.

ARTICLE 11

Organizer

I, Michael J. Lento, residing at 18 Abbott Road, Hamilton, NJ 08690, execute these Articles of Organization dated this 16th day of November, 2012.



Organizer

Correspondence information is:

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Registration - Foreign
(15 Pa.C.S.)

- Registered Limited Liability General Partnership (§ 8211)
 Registered Limited Liability Limited Partnership (§ 8211)
 Limited Partnership (§ 8582)
 Limited Liability Company (§ 8981)

Name PJM Wholesale Brokers, LLC		
Address 18 Abbott Rd		
City Hamilton	State N.J.	Zip Code 08690

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

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

PJM Wholesale Brokers, LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

PJM Power Brokers, LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: **DE** Date of Formation: **11/15/12**

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

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider County
National Registered Agents, Inc. **Dauphin**

PA DEPT. OF STATE
NOV 30 2012

5. Check and complete one of the following:

The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

Number and street City State Zip

It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

18 Abbott Road Hamilton NJ 08690
Number and street City State Zip

6. For Restricted Professional Limited Liability Company Only. Strike out if Inapplicable: The company is a restricted professional company organized to render the following professional service(s):

XX

Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name Business Address

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

Number and street City State Zip County

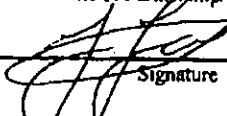
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

26 day of November, 2012

PJM Wholesale Brokers, LLC

Name of Partnership/Company



Signature

Michael Lento, Principal Member

Title

Exhibit 9

Applicant, PJM Wholesale Brokers (“Company” “PWB”), intends to offer its end-use customers within the Commonwealth, the most comprehensive options available in the deregulated natural gas market. The Company intends on accomplishing this goal by analyzing each customer’s specific historical data and needs, and pairing that customer with a licensed NGS whose terms and rates best fit such needs.

Exhibit 10

PWB further intends on offering its services throughout the entire Commonwealth of Pennsylvania in each NGDC’s service territory.

RECEIVED

JAN 28 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit 16. Contacts for Consumer Service and Complaints

Applicant's contacts for Customer Service:

Michael Lento, Principal Member

18 Abbott Road

Hamilton, NJ 08690

T: 732-766-3446

F: 855-277-6566

E: Michael.lento@pjmwholesalebrokers.com

Toll Free: 855-756-7283

Tim Smolinski, VP Business Operations

18 Abbott Road

Hamilton, NJ 08690

T: 732-766-3446

F: 855-277-6566

E: timothy.smolinski@pjmwholesalebrokers.com

Toll Free: 855-756-7283

RECEIVED

JAN 28 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PJM Wholesale Brokers shall maintain a customer service department which can be reached during normal business hours, toll-free at 855-756-7283, or via email at customercare@pjmwholesalebrokers.com, or via their website at www.pjmwholesalebrokers.com.

The customer service department will quickly act to resolve any customer issue, and if the issue cannot be solved primarily, PWB shall provide the appropriate referral to either the NGS or the Pennsylvania Public Service Commission. Each customer's local NGDC will continue to respond to emergencies and perform any necessary maintenance.

Exhibit 17(b)

Accounting records custodian

Michael Lento, Esq.
Principal Member
PJM Wholesale Brokers, LLC
18 Abbott Road
Hamilton, NJ 08690
T: 732-766-3446
F: 855-277-6566
Michael.lento@pjmwholesalebrokers.com

As Applicant will not be taking title to natural gas or supplying directly, the bonds located in each NGDCs tariff are not applicable. Please note that Applicant has a \$10,000 bond on file with the Commission for the brokering of electric energy.

Officers include: (resumes attached)

Michael Lento, Esq.
Principal Member
PJM Wholesale Brokers, LLC
18 Abbott Road
Hamilton, NJ 08690
T: 732-766-3446
F: 855-277-6566
Michael.lento@pjmwholesalebrokers.com

Timothy Smolinski, VP Business Development
PJM Wholesale Brokers, LLC
18 Abbott Road
Hamilton, NJ 08690
T: 732-766-3446
F: 855-277-6566
Timothy.smolinski@pjmwholesalebrokers.com

Key Technical Personnel

Michael Lento, Esquire; Founder & Managing Member
michael.lento@pjmwholesalebrokers.com
609.508.3078

Mr. Lento has over 10 years of experience as a successful attorney in the State of New Jersey and 3 years experience in the energy market. As a Partner of Kalavruzos, Mumola, Hartman & Lento, LLC, Mr. Lento immersed himself into the energy markets and developed a product description and risk assessment tool cataloging the multitude of energy products available as well as the inherent risk associated with each. Mr. Lento has helped develop energy contract language on behalf of his clients that focuses on ensuring their needs and interest were protected and met. His vast knowledge in contract law, risk assessment as well as the latest commodity product offerings and hedging strategies has made his services sought after. As the founder, Mr. Lento brings a wealth of industry knowledge and legal background to the PJM Wholesale Brokers, LLC executive team.

Timothy Smolinski, Senior Vice President Business Development
timothy.smolinski@pjmwholesalebrokers.com

Mr. Smolinski comes to us with over 25 years of executive sales experience, including over five as an electricity and natural gas broker responsible for overseeing sales and customer service of numerous end-users spanning the mid-Atlantic region. He started brokering electricity in 2007 in Maryland and the District of Columbia. During his tenure he has experienced significant changes in the competitive marketplace and within the PJM ISO service territory. In 2010 he added Natural Gas to his product offering which allowed him to add Virginia to his territory where he was very prominent in the business community. Mr. Smolinski has seen the commodity business as a great addition to his other businesses throughout the years. Mr. Smolinski also comes to us with an extensive background in Customer Service in which he honed while being licensed and owning his own Insurance Agency. In each of his businesses his focus has been to deliver the best product to each Customer based on an assessment of their needs, risk tolerance and budget. Due to Mr. Smolinski's exceptional background he was selected by Erie Insurance to be the exclusive Agent for his area. His commitment to Customers and firsthand knowledge of building successful organizations makes him a great asset to PJM Wholesale Brokers. Mr. Smolinski is also very prominent in the Wireless Industry as a senior consultant to AT&T, Verizon, Sprint/Nextel, T-Mobile and others. His extensive background in wireless infrastructure build-outs, zoning and permitting has made his services very sought after. As a seasoned professional that has held exclusive licenses focused on serving the best interest of Customers, Mr. Smolinski's experience and attitude mimics that of that of PJM Wholesale Brokers and is why we are excited to have him help in leading the company forward.

Michael J. Lento, Esquire

18 Abbott Rd., Hamilton, NJ 08690

Phone: (609) 508-3078

Email: mlento@kmhlawyers.com

Detail-oriented and analytical legal professional offering a solid track record of litigation and experience in various facets of law including personal injury, criminal, family, real estate, and workers' compensation. Motivated and articulate professional who thrives in a courtroom.

Key Competencies Include:

- Personal Injury Law
- Trial Preparation
- Litigation Strategy
- Criminal Law
- Energy Consulting
- Research
- Family Law
- Discovery
- Legal Briefs
- Contract Law
- Negotiations
- Motions & Pleadings

EDUCATION

May 2002 Juror Doctorate
Widener School of Law, Wilmington, DE
Associate Articles Editor of Symposium Law Journal
Moe Levine Moot Court Honor Society

May 1996 BA Political Science
Pennsylvania State University, University Park

EXPERIENCE SUMMARY

Kalavruzos, Mumola, Hartman & Lento, LLC
Hamilton, NJ

Equity Partner

September, 2008 – Present

Responsible for establishing and managing the entire Energy Advisement and Family Law practice including supervising on-staff attorneys and per diem attorneys. Drafted and argued motions, pleadings, and briefs. Represents a full and active client base consisting of Energy Advisement, Business, Criminal, Family, Contract and Personal Injury.

Daniel J. Graziano & Associates
Hamilton, NJ

Staff Attorney

October, 2005 – September, 2008

Practiced litigation for Family, Criminal Law, and Landlord/Tenant. Interpreted and applied laws, court decisions and other legal evidence in trial preparation, opinions and briefs. Provided legal and non-legal research and memorandum writing.

Superior Court of New Jersey
Chancery Division
Mercer County, NJ

Law Clerk for Judge Audrey P. Blackburn

September, 2002 – August, 2003

Assisted the Honorable Audrey P. Blackburn in crafting decisions for motions, trial opinions, managing and scheduling hearings and mediating cases.

ORGANIZATION / TRAINING / VOLUNTEER

Mercer County Bar Association

AOC Mediation & Conciliation Training

United States Peace Corps

Timothy Smolinski
2507 Rocky Branch Road, Vienna, VA 22181
Email: timothy.smolinski@pjmwholesalebrokers.com

Seasoned executive with over 25 years of sales, Customer Service and complex Project Management experience. Highly motivated and focused with a can-do attitude toward company and client. Firm believer in Customer first philosophy as success starts here.

Key Competencies Include:

- Energy Consulting
- P&C Insurance
- L&H Insurance
- Zoning
- Site Acquisition
- Wireless Network Design & Build

EDUCATION

Radford University 1988
Bachelor of Science, Business Administration, Concentration in Finance

EXPERIENCE SUMMARY

Independent Energy Consultant

Glacial Energy, Reliant Energy, Washington Gas

June 2007 – Present

Introduced into the Energy business in 2007 as an exclusive Agent for Glacial Energy. Focused on acquiring new Customer in the Maryland and DC Market. Focused on offering a alternative to posted Utility tariff rates and explaining the pricing options available to my clients.. Added Natural Gas to my offering in 2010 as well as adding Virginia to my territory. Proficient in Fixed, Index, Index with a CAP, Block and Index, Financial Hedges, NYMEX Plus fixed basis, City Gate pricing, Interruptible Service, and forward/historical energy curves. Responsibilities included assessing a Customers short and long term needs, budget and risk tolerance in order to offer pricing options best suited for their needs.

Network Building & Consulting

AT&T / Bechtel
Verizon Wireless
Consultant

June 2008 – 2013

February 2007 – June, 2008

Responsible for assisting a Tier One wireless consulting company in their management of wireless infrastructure buildouts throughout the Mid-Atlantic. Project managed site buildouts from inception to completion including site acquisition, engineering, leasing, zoning, permitting, and construction.

Nextel Communications

Direct Tier One Contract
Consultant – Special Projects Division

March 2005 – February 2007

{00113047.1}

Responsible for the design and management of Distributed Antenna Systems for in-building and outside campus installations across the NorthEast. Project managed Cell On Wheel deployments targeted for key national accounts consisting of US Gov't facilities, Nascar, and Sporting events across the Mid-Atlantic.

Northern Virginia Insurance Group, LLC

President

November 2003- August 2009

Licensed P&C Insurance Agent with focus on growing Customer base throughout the Northern Virginia territory. Built insurance business from the ground up offering Property, Casualty , Life and Health insurance to both consumers and businesses. Received key appointment by Erie Insurance to exclusively offer their products in Vienna and surrounding area. Sold the business to a competing agency while maintaining personal licenses in order to continue to serve new clients under the agreement.

SDS, LLC

T-Mobile USA, February 2002 – October 2003

Site Acquisition Consultant

Responsibilities included locating sites, completing site candidate packages, conducting caravans and technical team visits, reviewing construction drawings, and negotiate site leases.

Thinc Wireless

Project Manager

January 2000 – February 2002

Responsibilities included supervising a team of site acquisition consultants, reporting to the client, reviewing site candidate packages and site leases. Clients included Sprint PCS, Nextel, Nextel Partners, and T-Mobile.

TSR Wireless,

Site Acquisition Consultant

February 1997 – January 2000

Responsibilities included negotiating site leases, completing site candidate packages, researching zoning information, conducting caravans and technical team visits, locating sites, preparing lease exhibits and reviewing construction drawings. Successfully negotiated 141 site lease agreements.

Spectrum Resources Inc.,

Financial Manager / Consultant

March 1993 – February 1997

Managerial duties included budgeting, profit and loss reporting, general ledger reporting, and annual tax filing. Consulting duties included tower acquisition and various consulting projects.

References Available upon Request

Exhibit 18

Technical Fitness.

Applicant, PJM Wholesale Brokers, LLC was duly formed under the laws of the State of Delaware in November 2012. Since that time, Applicant has filings pending for similar licenses to broker electricity and natural gas, where applicable, in New Jersey, Delaware, The District of Columbia, Maryland, Ohio, New Hampshire, Rhode Island, Maine, Massachusetts, and Illinois. At no time will applicant be taking title to natural gas and will only act as Broker in the Commonwealth upon licensure.

Applicant intends to offer service in all areas of Pennsylvania as a natural gas Broker and will not be supplying or taking title to any commodity. PWB's mission is to assist residential, commercial and industrial end-use consumers effectively manage their energy costs through effective purchasing strategies.

Applicant's officers bring over 5 combined years of experience in the natural gas industry.

The Company currently has two employees full time, and is in the process of expanding and hiring additional C-level executives as well as sales managers and directors.

Please see attached business plans for operations within the Commonwealth.

PJM Wholesale Brokers, LLC

Business Plan – December 2012

Michael J Lento, Esquire
Founder and CEO
18 Abbott Road
Hamilton, NJ 08690

732.766.3446 [Direct]
855.277.6566 [Fax]
michael.lento@pjmwholesalebrokers.com
www.pjmwholesalebrokers.com

Executive Summary

PJM Wholesale Brokers, LLC [PWB] is an independent energy marketer delivering industry-best procurement and portfolio strategies. The company's goal is to become a leading energy broker within the deregulated marketplace by helping end-use customers make informed choices based on current market conditions, historical data, and future estimated needs. As an independent energy marketer, we work to secure the lowest-possible energy costs while prioritizing quality service. Fusing our progressive energy vision with custom procurement strategies, PWB works diligently to manage energy expenditures, simplify utility bills and help customers navigate the evolving energy market.

PWB specializes in custom energy procurement and management programs for all size commercial and industrial facilities. Versed in the complexities of varying utility tariffs and state jurisdictions, PWB helps clients understand energy costs, manage energy use, and control bills to maximize cost reduction.

Business Strategy

PWB's mission is to assist residential, commercial and industrial consumers control energy costs and optimize budgets to achieve long-term energy goals. Our strategy is to service the following deregulated markets:

Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

As a leading energy broker within the competitive market, PWB tailors its approach to the unique operational needs of our customers' businesses and residences. Drawing on strategic supplier relationships, we develop and implement efficient, cost-effective energy programs for all customer classes and sizes. Expertise includes:

- Residential Customers, where applicable
- Small and Mid-Size Retail Business
- Large Industrial and Manufacturing
- Governmental and Municipal Accounts
- National Accounts – Multi-State and Multi-Unit

Marketing Summary

PWB's marketing will rely on strategic partnerships with experienced power marketers, third party suppliers and agents. The company plans on recruiting and employing industry experts to manage, train and drive business through a direct, internal sales force and exclusive channel partner relationships.

Key Personnel

Michael J Lento, Esquire; Founder and Managing Member
michael.lento@pjmwholesalebrokers.com

Mr. Lento has over ten years experience in litigation and contract law. Once becoming partner, the level of services offered to clients included reviewing energy agreements as well as explaining the differences in energy options. Mr. Lento's familiarity with Real Time and Day Ahead markets grew extensively over the past three years as this expertise was required to service his commercial clients and their needs better. Lento's expertise through key relationships in the energy business has grown to the point where these strategic associations will allow for rapid growth in the energy procurement footprint.

*Timothy Smolinski, Senior Vice President Business Development
timothy.smolinski@pjmwholesalebrokers.com*

Mr. Smolinski comes to us with over 25 years of executive sales experience, including over five as an electricity and natural gas broker responsible for overseeing sales and customer service numerous end-users spanning the mid-Atlantic region. He started brokering electricity in 2007 in Maryland and the District of Columbia. During his tenure he has experienced significant changes in the competitive marketplace and within the PJM ISO service territory. In 2010 he added Natural Gas to his product offering which allowed him to add Virginia to his territory where he was very prominent in the business community. Mr. Smolinski has seen the commodity business as a great addition to his other businesses throughout the years. Mr. Smolinski also comes to us with an extensive background in Customer Service in which he honed while being licensed and owning his own Insurance Agency. In each of his businesses his focus has been to deliver the best product to each Customer based on an assessment of their needs, risk tolerance and budget. Due to Mr. Smolinski's exceptional background he was selected by Erie Insurance to be the exclusive Agent for his area. His commitment to Customers and firsthand knowledge of building successful organizations makes him a great asset to PJM Wholesale Brokers. Mr. Smolinski is also very prominent in the Wireless Industry as a senior consultant to AT&T, Verizon, Sprint/Nextel, T-Mobile and others. His extensive background in wireless infrastructure build-outs, zoning and permitting has made his services very sought after. As a seasoned professional that has held exclusive licenses focused on serving the best interest of Customers, Mr. Smolinski's experience and attitude mimics that of that of PJM Wholesale Brokers and is why we are excited to have him help in leading the company forward.

TBD – Chief Operating Officer (COO)

As Chief Operating Officer, candidate will be charged with management of all operations from wholesale power procurement and vendor management to IT infrastructure for PWB. Act as a liaison between energy suppliers and PWB's internal operation and systems. COO will also be responsible for Customer service, Web development, system requirements and pricing strategies. Candidates for this position have been interviewed and a final selection will be implemented upon receipt of State licensing.

Key Technical Personnel

Michael Lento, Esquire; Founder & Managing Member
michael.lento@pjmwholesalebrokers.com
609.508.3078

Mr. Lento has over 10 years of experience as a successful attorney in the State of New Jersey and 3 years experience in the energy market. As a Partner of Kalavruzos, Mumola, Hartman & Lento, LLC, Mr. Lento immersed himself into the energy markets and developed a product description and risk assessment tool cataloging the multitude of energy products available as well as the inherent risk associated with each. Mr. Lento has helped develop energy contract language on behalf of his clients that focuses on ensuring their needs and interest were protected and met. His vast knowledge in contract law, risk assessment as well as the latest commodity product offerings and hedging strategies has made his services sought after. As the founder, Mr. Lento brings a wealth of industry knowledge and legal background to the PJM Wholesale Brokers, LLC executive team.

Timothy Smolinski, Senior Vice President Business Development
timothy.smolinski@pjmwholesalebrokers.com

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