

GDF SUEZ

ThinkEnergy

March 22, 2013

VIA FEDERAL EXPRESS

Attn: Secretary

Pennsylvania Public Utilities Commission
400 North Street,
Harrisburg, PA 17120

RE: ELECTRIC GENERATION SUPPLIER LICENSE NO. A-11-0531

PROOF AS REGISTRATION WITH PJM AS LOAD-SERVING ENTITY (LSE)

In accordance with the letter received from the Pennsylvania Public Utility Commission (re: Docket No. M-2010-2157431), all licensed EGS that provide retail electric supply must annually provide proof of registration as a PJM load serving entity (LSE). GDF Suez Retail Energy Solutions LLC dba Think Energy ("Think Energy"), as a licensed supplier in the State of Pennsylvania, submits its proof of registration with PJM as a load serving entity (LSE).

If you have any questions or require any additional information, contact me at via email at Naveen.rabie@gdfsuezna.com or at (713) 636-1607.

Sincerely,


Naveen Rabie
Counsel

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



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

July 12, 2011

Mr. Jason Austin
GDF Suez Retail Energy Solutions, LLC
1990 Post Oak
Suite 1900
Houston, TX 77056

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Dear Mr. Austin,

Welcome to PJM!

As promised, enclosed are the signed membership agreements for your records. To ensure your needs are met, PJM has assigned Client Manager Helen Burnley, as your primary point of contact. She can be contacted at burnlh@pjm.com or 610-635-3468. You may also contact our Customer Service Center at 866-400-8980 should you have any questions as well.

Thank you,

A handwritten signature in cursive script that reads 'Leslie Yeager'.

Leslie Yeager

PJM Interconnection

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

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

Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of 7/12/2011, is entered into among GDF Suez Retail Energy Solutions, LLC and the President of the LLC acting on behalf of its Members.

2. GDF Suez Retail Energy Solutions, LLC has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate GDF Suez Retail Energy Solutions, LLC's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. GDF Suez Retail Energy Solutions, LLC agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. GDF Suez Retail Energy Solutions, LLC agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. GDF Suez Retail Energy Solutions, LLC hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Jason Austin, 1990 Post Oak, Suite 1900, Houston, TX 77056

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include GDF Suez Retail Energy Solutions, LLC as a Member of the LLC thereto, effective as of July 12, 2011, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, GDF Suez Retail Energy Solutions, LLC and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

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Members of the LLC

By: Terry Boston
Name: Terry Boston
Title: President

By: Jason Austin
Name: Jason Austin
Title: VP & General Counsel

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

Effective: May 1, 2004

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

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GDF Suez Retail Energy Solutions, LLC
(Company's Name)

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ("Operating Agreement"). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at: <http://www.pjm.com/documents/agreements/pjm-agreements.aspx>.

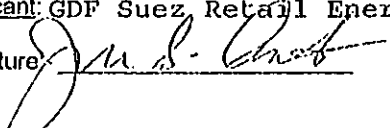
The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ("Tariff"). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

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

The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

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

Applicant: GDF Suez Retail Energy Solutions, LLC

Signature: 

Name: Jason Austin

Title: VP & General Counsel Date: June 7, 2011

PJM Interconnection, L.L.C.

Signature: 

Name: Terry Boston

Title: President & CEO

Date: July 12, 2011

PJM Interconnection, L.L.C.
Rate Schedule FERC No. 44

RELIABILITY ASSURANCE AGREEMENT

Among

LOAD SERVING ENTITIES

in the

PJM REGION

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Effective Date: 3/8/2012

Downes Associates, Inc.
DPL Energy Resources, Inc.
Driftwood LLC
DTE Energy Supply, Inc.
DTE Energy Trading, Inc.
Duke Energy Commercial Asset Management, Inc.
Duke Energy Kentucky, Inc.
Duke Energy Ohio, Inc.
Duke Energy Retail Sales, LLC
Duquesne Light Company
Duquesne Light Energy, LLC
Dynergy Energy Services, Inc.
Dynergy Kendall Energy, LLC
E Minus LLC
Eagle Energy, LLC
Easton Utilities Commission
EDF Industrial Power Services (IL), LLC
EDF Trading North America, LLC
Edison Mission Marketing and Trading, Inc.
Employers' Energy Alliance of Pennsylvania, Inc.
Energetix, Inc.
Energy America, LLC
Energy Cooperative Association of Pennsylvania (The)
Energy Cooperative of America, Inc.
Energy International Power Marketing Corporation
Energy Plus Holdings LLC
Energy Services Providers, Inc.
EncrPenn USA, LLC
ERA MA, LLC
Evraz Claymont Steel
Exelon Energy Company
Exelon Generation Co., LLC
FirstEnergy Solutions Corp.
First Point Power, LLC
Front Royal (Town of)
Galt Power Inc.
Gateway Energy Services Corporation
GenOn Power Midwest, LP
Gerdau Ameristeel Energy, Inc.
GDF Suez Retail Energy Solutions, LLC
Glacial Energy of New Jersey, Inc.
Great American Power, LLC
Green Mountain Energy Company
Hagerstown Light Department
Harrison REA, Inc. - Clarksburg, WV
Hess Corporation

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