

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Amerex Brokers LLC, for approval to offer, render, furnish, or as Natural Gas Brokers and/or Energy Consultant with respect to the purchase of natural gas 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:

Amerex Brokers LLC
One Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5200
Facsimile: 281-569-5212

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.

Amerex Retail Energy Services, Ltd.
One Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5200

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:

Amalia Berrios
Counsel
One Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5212
Fax: 281-569-5212

- 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:

Amalia Berrios
Counsel
One Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5212
Fax: 281-569-5212

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

Amalia Berrios
Counsel
One Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5212
Fax: 281-569-5212

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ORIGINAL

- 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:*

CT Corporation System
116 Pine Street
Suite 320
Harrisburg, PA 17101
Phone: 717-234-6004
Fax: 717-234-6024

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

X 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.

- * 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.

Give name and address of officers.

Applicant's Response:

Mark Gaynor; 1 Sugar Creek Center Blvd., Suite 700, Sugar Land, Texas 77478; Managing Director
Paul Puchot; 1 Sugar Creek Center Blvd., Suite 700, Sugar Land, Texas 77478; Managing Director
Brian Dowell; 1 Sugar Creek Center Blvd., Suite 700, Sugar Land, Texas 77478; Managing Director

The Applicant is incorporated in the state of Delaware.

Applicant's Response: Please see Attachments A and B for Department of State filing and Articles of Incorporation 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.

Applicant's Response:

Applicant has an employee located in Pennsylvania and his name is Steve Willett. His address is: 913 Shenandoah Lane, West Chester, Pennsylvania 19380. This employee is not a jurisdictional public utility. Applicant does not have a corporate affiliate that has done business with the Applicant and located in Pennsylvania.

- 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.

Applicant has one employee in Pennsylvania, but we do not have a corporate affiliate or predecessor that has 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.)

Applicant's Response: Applicant seeks to provide energy price risk consulting services and brokerage services to governmental, commercial and industrial consumers of natural gas in Pennsylvania. Applicant is currently licensed in Pennsylvania and does provide price risk consulting and brokerage services to governmental, commercial and industrial consumers of electric power in Pennsylvania.

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):

Applicant's Response:

Applicant is an energy broker and energy consultant providing price negotiation and risk management services with respect to the purchase of natural gas.

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

Applicant's Response:

Applicant will provide consulting services regarding a retail customer's selection of a retail natural gas provider, contract negotiations with the selected retail natural gas provider and management of price risk with respect to natural gas prices under the customer's contract for retail natural gas.

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

Applicant's Response:

Applicant proposes to offer services throughout the entire State of Pennsylvania.

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

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

12. **START DATE:** The Applicant proposes to begin delivering services upon approval of the Application and license.

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.

Applicant's Response: Please see Attachment C

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

Applicant's Response: Please see Attachment D

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's Response:

Applicant, an affiliate, predecessor or a person identified in this Application has not been convicted of a crime involving fraud or similar activity. Applicant has not been involved in any proceeding involving business operations in the last 5 years where it has been a Defendant or respondent.

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.

Applicant's Response:

Katy Goughnour
Amerex Brokers LLC
1 Sugar Creek Center Blvd.
Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5283
Facsimile: 281-569-5283

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

Applicant's Response:

Applicant does not intend to offer services to residential or small commercial 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.

Applicant's Response:

Applicant does not intend to offer services to residential or small commercial customers.

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's Response:

Applicant is an indirect, wholly owned subsidiary of GFI Group, Inc, a publicly traded corporation on NASDAQ (Symbol: GFIG). A copy of GFI Group Inc's recent financials are included in this Application. **Please see Attachment E.** Also included is Applicant's credit rating from Dun and Bradstreet. **Please see Attachment F.**

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.

Applicant's Response:

Applicant will not engage in the supply of natural gas or act as a principal in any transaction. Applicant will serve solely as an intermediary and/or consultant, providing advice and services to commercial and industrial consumers of natural gas. As such, Applicant's activities and exposure should be very limited such that a bond should not be required.

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

Mark Gaynor, Managing Director
Paul Puchot, Managing Director
Brian Dowell, Managing Director

Please see Attachment G for professional bios.

Applicant's Response:

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.
Applicant's Response:
Richard Wommack
Finance Director
Amerex Brokers LLC
One Sugar Creek Center Blvd.

Suite 700
Sugar Land, Texas 77478
Phone: 281-340-5203
Facsimile: 281-569-5203

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.

Applicant's Response:

The individuals identified in Applicant's response to Question 17(B) above are directly responsible for operations. In addition, Applicant's Retail division employs several other employees who are directly involved in consulting and brokerage of retail energy services to commercial and industrial accounts. Included within that employee group are a number of employees with years of experience in the retail energy industry in sales and marketing, risk analysis, pricing and related areas. Applicant and its employees have many years of experience in the North American energy markets, and among the individuals employed in Applicant's Retail division is the former pricing analyst of Reliant Energy, the incumbent retail electric provider in Southeast Texas.

Applicant initiated its efforts in the retail markets in 2004 as a natural outgrowth of its activities as one of the largest brokers of wholesale natural gas and electric power in North America. Applicant has staffed its Retail division with a combination of seasoned veterans and new staff and seeks to expand its retail consulting and brokerage activities to all deregulated markets in the US. In addition to the staff who are directly involved in retail services on a day-to-day basis, Applicant maintains separate accounting, back office and legal functions, ensuring oversight and compliance by the Retail division with legal and regulatory requirements. Finally, Applicant is a subsidiary of a publicly-held parent company, GFI Group, Inc., which devotes additional staff to oversight, control and compliance. **Please see Attachment G** for professional bios.

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.

Applicant Response:

Please see Attachment H.

Applicant: Amerex Brokers LLC

By: Paul Kuchot

Title: MANAGING DIRECTOR

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SECRETARY'S BUREAU

AFFIDAVIT

STATE OF TEXAS

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COUNTY OF FORT BEND

Paul Puchot, Affiant, being duly sworn according to law, deposes and says that:

He is the Managing Director and Senior Counsel of Amerex Brokers LLC

He is authorized and does make this Affidavit for said Applicant; Amerex Brokers LLC;

That Amerex Brokers 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 Amerex Brokers LLC, the Applicant herein, asserts that 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 Amerex Brokers 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 Amerex Brokers 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.

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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.

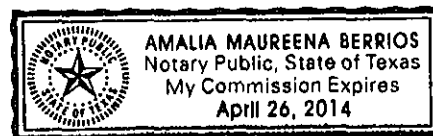
That the facts above set forth are true and correct to the best of his knowledge, information, and belief.

Paul Puchot
Signature of Affiant

Sworn and subscribed before me this 22nd day of May, 2013.

[Signature]
Signature of official administering oath

My commission expires 4-26-2014.



AFFIDAVIT

STATE OF TEXAS

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§

COUNTY OF FORT BEND

Paul Puchot, Affiant, being duly sworn according to law, deposes and says that:

He is the Managing Director and Senior Counsel of Amerex Brokers LLC;

He is authorized to and does make this Affidavit for said Applicant; Amerex Brokers LLC;

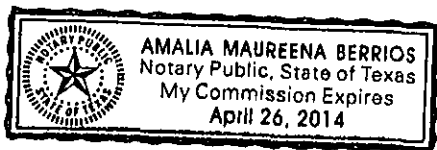
That Amerex Brokers LLC, the Applicant will submit proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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

Paul Puchot

Signature of Affiant

Sworn and subscribed before me this 20th day of May 2013



[Signature]

Signature of official administering oath

My commission expires 4-26-2014

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

STATE OF TEXAS

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COUNTY OF FORT BEND

Paul Puchot, Affiant, being duly sworn according to law, deposes and says that:

He is the Managing Director of Amerex Brokers LLC;

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

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

That the Applicant herein, Paul Puchot, 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, Paul Puchot, 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 knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

Paul Puchot
Signature of Affiant

Sworn and subscribed before me this 22nd day of May, 2013.

[Signature]
Signature of official administering oath

My commission expires 4-26-2014.

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SECRETARY'S BUREAU

AMEREX BROKERS LLC

ATTACHMENT INDEX

Attachment A	Registration to Conduct Business in the State of Pennsylvania Business
Attachment B	Amerex Brokers LLC's Signed Certificate of Formation
Attachment C	Certificate of Service per Item 13 of the Application
Attachment D	Tax Certification Statement
Attachment E	GFI Group, Inc.'s Financials
Attachment F	Dun and Bradstreet Credit Rating
Attachment G	Officer's Professional Biographies
Attachment H	Initial Licensing Fee of \$350.00 payable to Commonwealth of Pennsylvania

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**PA PUBLIC UTILITY COMMISSION
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EXHIBIT A

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PA PUBLIC UTILITY COMMISSION
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Amerex Brokers LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

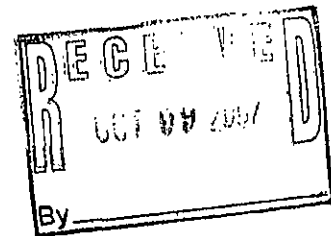
IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

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ENTITY NUMBER: 3759351

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SECRETARY'S BUREAU



AMEREX BROKERS LLC
One Sugar Creek Blvd, Suite 700
Sugarland, TX 77478

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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	PAUL RUCHOT		
Address	ONE SUGAR CREEK CTR BLVD # 700		
City	State	Zip Code	
SUGAR LAND TX		77478	

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

←

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 to be registered is:
Amrex Brokers LLC

2. (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following):
The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Jurisdiction: Delaware Date of Formation: 08/22/2006

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
C T Corporation System				Dauphin County

Commonwealth of Pennsylvania
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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
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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:

One Sugar Creek Center Blvd. # 700, Sugar Land, TX 77478

Number and street	City	State	Zip
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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):

N/A

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
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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

28 day of SEPT, 2007

Amerex Brokers LLC

Name of Partnership/Company

Paul Puchot

Signature

SR, COUNSEL

Title

EXHIBIT B

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**PA PUBLIC UTILITY COMMISSION
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Delaware

PAGE 1

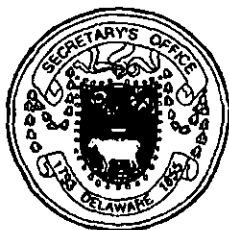
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AMEREX BROKERS LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2006, AT 3:04 O'CLOCK P.M.

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4202618 8100

060783455

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4992377

DATE: 08-23-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:15 PM 08/22/2006
FILED 03:04 PM 08/22/2006
SRV 060783455 - 4202618 FILE

**CERTIFICATE OF FORMATION
OF
AMEREX BROKERS LLC**

**Under Section 18-201 of the
Delaware Limited Liability Company Act**

FIRST. The name of the limited liability company is Amerex Brokers LLC.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation as of the 22 day of August 2006.

By:



Name: Christopher D'Antonio
Title: Authorized Person

EXHIBIT C

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CERTIFICATE OF SERVICE

On this the 22nd day of May 2013, I certify that a true and correct copy of the foregoing Application Form for Parties Wishing to Offer, Render Furnish, or Supply Natural Gas Services to the Public in the Commonwealth of Pennsylvania and attachments was served upon the following:

VIA CERTIFIED MAIL, RRR

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

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

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

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

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

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Paul Puchot
Managing Director of Amerex Brokers LLC

EXHIBIT D

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**CONFIDENTIAL/PROPRIETARY
MATERIAL FOLLOWS:**

NO SCANNED IMAGE AVAILABLE

**ACTUAL DOCUMENT IN
CONFIDENTIAL FILE FOLDER**

EXHIBIT E

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GFI Group Inc.

In our opinion, the accompanying consolidated statement of financial condition and the related consolidated statements of operations, comprehensive (loss) income, cash flows and changes in stockholders' equity present fairly, in all material respects, the financial position of GFI Group Inc. and its subsidiaries at December 31, 2012 and the results of their operations and their cash flows for the year in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, appearing under Item 9A, Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
New York, New York
March 12, 2013

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GFI Group Inc.
New York, New York

We have audited the accompanying consolidated statement of financial condition of GFI Group Inc. and subsidiaries (the "Company") as of December 31, 2011, and the related consolidated statements of operations, comprehensive (loss) income, cash flows and changes in stockholders' equity for the years ended December 31, 2011 and 2010. Our audits also included the financial statement schedule listed in the Index at Item 15 for the periods ended December 31, 2011 and 2010. These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of GFI Group Inc. and subsidiaries as of December 31, 2011, and the results of their operations and their cash flows for years ended December 31, 2011 and 2010, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP
New York, New York

March 15, 2012 (March 12, 2013 as to Note 2, Summary of Significant Accounting Policies—Recent Accounting Pronouncements—ASU No. 2011-05 Presentation of Comprehensive Income)

GFI GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Dollars in thousands except share and per share amounts)

	December 31,	
	2012	2011
Assets		
Cash and cash equivalents	\$227,441	\$245,879
Cash and securities segregated under federal and other regulations	47,494	12,756
Commissions receivable, net	73,930	94,971
Receivables from brokers, dealers and clearing organizations	252,696	251,794
Property, equipment and leasehold improvements, net	58,835	61,947
Goodwill	267,977	266,506
Intangible assets, net	48,492	58,027
Other assets	203,196	198,669
TOTAL ASSETS	\$1,180,061	\$1,190,549
Liabilities and stockholders' equity		
LIABILITIES		
Accrued compensation	\$79,195	\$127,089
Accounts payable and accrued expenses	36,674	56,547
Payables to brokers, dealers and clearing organizations	164,935	89,529
Payables to clearing services customers	139,627	120,909
Long-term obligations	250,000	250,000
Other liabilities	83,574	97,563
Total Liabilities	754,005	741,637
Commitments and contingencies (Note 13)		
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized, none outstanding at December 31, 2012 and 2011	—	—
Common stock, \$0.01 par value; 400,000,000 shares authorized and 134,689,148 and 131,669,676 shares issued at December 31, 2012 and 2011, respectively	1,347	1,317
Additional paid in capital	374,798	365,835
Retained earnings	121,415	160,934
Treasury stock, 17,313,686 and 14,145,038 common shares at cost at December 31, 2012 and 2011, respectively	(75,020)	(73,919)
Accumulated other comprehensive income (loss)	2,542	(6,955)
Total Stockholders' Equity	425,082	447,212
Non-controlling interests	974	1,700
Total Equity	426,056	448,912
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$1,180,061	\$1,190,549

See notes to consolidated financial statements

GFI GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share and per share data)

	Year Ended December 31,		
	2012	2011	2010
Revenues			
Agency commissions	\$484,386	\$561,026	\$534,239
Principal transactions	211,159	235,580	215,563
Total brokerage revenues	695,545	796,606	749,802
Clearing services revenues	118,011	112,735	41,878
Interest income from clearing services	1,964	2,300	671
Equity in net earnings of unconsolidated businesses	8,569	10,466	3,974
Software, analytics and market data	84,153	73,620	60,637
Other income	16,345	19,746	5,640
Total revenues	924,587	1,015,473	862,602
Interest and transaction-based expenses			
Transaction fees on clearing services	113,726	108,283	39,918
Transaction fees on brokerage services	22,843	24,541	27,213
Interest expense from clearing services	973	1,878	427
Total interest and transaction-based expenses	137,542	134,702	67,558
Revenues, net of interest and transaction-based expenses	787,045	880,771	795,044
Expenses			
Compensation and employee benefits	546,501	627,368	558,248
Communications and market data	60,760	60,728	49,579
Travel and promotion	35,850	40,011	37,517
Rent and occupancy	23,667	24,664	22,413
Depreciation and amortization	36,624	38,943	34,431
Professional fees	23,238	27,413	25,949
Interest on borrowings	26,885	25,759	11,063
Other expenses	34,777	35,803	24,041
Total other expenses	788,302	880,689	763,241
(Loss) income before provision for income taxes	(1,257)	82	31,803
Provision for income taxes	8,387	2,647	5,884
Net (loss) income before attribution to non-controlling stockholders	(9,644)	(2,565)	25,919
Less: Net income attributable to non-controlling interests	309	616	304
GFI's net (loss) income	\$(9,953)	\$(3,181)	\$25,615
(Loss) earnings per share available to common stockholders			
Basic	\$(0.09)	\$(0.03)	\$0.21
Diluted	\$(0.09)	\$(0.03)	\$0.20
Weighted average shares outstanding			
Basic	116,014,202	118,334,995	120,275,918
Diluted	116,014,202	118,334,995	125,522,128
Dividends declared per share of common stock	\$0.25	\$0.20	\$0.45

See notes to consolidated financial statements

GPI GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2012	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net (loss) income before attribution to non-controlling stockholders	\$(9,644)	\$(2,565)	\$25,919
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	36,624	38,943	34,431
Share-based compensation	32,404	32,772	26,674
Tax expense related to share-based compensation	2,213	1,764	2,042
Amortization of prepaid bonuses and forgivable loans	26,549	33,652	25,707
Benefit from deferred taxes	(3,311)	(4,866)	(22,632)
(Gains) losses on foreign exchange derivative contracts, net	(2,011)	415	(3,529)
(Gains) losses from equity method investments, net	(575)	(1,223)	29
Amortization of loan fees	2,175	1,709	939
Provision for doubtful accounts	319	250	(829)
Loss on disposal of fixed assets	155	590	121
Impairment of investments	5,362	8,829	—
Mark-to-market of future purchase commitment	(9,545)	(6,941)	(200)
Mark-to-market of equity warrants	2,475	—	—
Gain on remeasurement of previously held equity interest	215	—	(3,695)
Other non-cash charges, net	269	(617)	(358)
(Increase) decrease in operating assets:			
Cash and securities segregated under federal and other regulations	(26,572)	12,171	(16,841)
Commissions receivable	20,726	7,847	4,222
Receivables from brokers, dealers and clearing organizations	(9,068)	18,862	(56,116)
Other assets	(46,515)	(44,956)	(34,368)
Increase (decrease) in operating liabilities:			
Accrued compensation	(47,894)	14,554	6,069
Accounts payable and accrued expenses	(19,881)	(8,125)	(10,473)
Payables to brokers, dealers and clearing organizations	75,406	(82,889)	104,287
Payables to clearing services customers	18,718	(5,044)	9,345
Other liabilities	71	(10,553)	5,362
Cash provided by operating activities	<u>48,665</u>	<u>4,579</u>	<u>96,106</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Business acquisitions, net of cash acquired, and purchases of intangible and other assets....	—	(3,300)	(28,655)
Proceeds from other investments	1,106	1,062	662
Proceeds from notes receivable	—	882	1,000
Purchases of other investments	(3,121)	(11,300)	(24,647)
Purchase of property, equipment and leasehold improvements	(5,907)	(10,694)	(8,536)
Payments for internally developed software	(11,394)	(12,663)	(4,678)
Proceeds on foreign exchange derivative contracts	6,480	5,893	13,575
Payments on foreign exchange derivative contracts	(2,669)	(11,172)	(6,695)
Issuance of notes receivable	—	(4,953)	(800)
Cash used in investing activities	<u>(15,505)</u>	<u>(46,245)</u>	<u>(58,774)</u>

See notes to consolidated financial statements

GFI GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In thousands)

	Year Ended December 31,		
	2012	2011	2010
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from short-term borrowings	195,000	55,000	60,000
Repayments of short-term borrowings.....	(195,000)	(190,000)	(40,000)
Proceeds from long-term obligations.....	—	250,000	—
Repayment of long-term obligations	—	(60,000)	—
Purchases of treasury stock.....	(12,939)	(35,868)	(22,609)
Cash dividends paid to common stockholders	(29,566)	(24,180)	(54,658)
Payment of debt issuance costs.....	(134)	(8,891)	(2,719)
Proceeds from exercises of stock options	30	75	645
Cash paid for taxes on vested restricted stock units.....	(9,479)	(9,102)	(6,724)
Payment of contingent consideration liabilities	(769)	(1,693)	—
Tax expense related to share-based compensation.....	(2,213)	(1,764)	(2,042)
Cash used in financing activities.....	<u>(55,070)</u>	<u>(26,423)</u>	<u>(68,107)</u>
Effects of exchange rate changes on cash and cash equivalents	3,472	93	2,271
DECREASE IN CASH AND CASH EQUIVALENTS	(18,438)	(67,996)	(28,504)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	245,879	313,875	342,379
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$227,441</u>	<u>\$245,879</u>	<u>\$313,875</u>
SUPPLEMENTAL DISCLOSURE:			
Cash paid for interest	\$25,240	\$17,525	\$11,391
Cash paid for income taxes	\$15,024	\$23,948	\$23,998
Cash received from income tax refunds.....	\$2,131	\$8,539	\$4,491

Non-Cash Investing and Financing Activities:

During 2012, the Company did not have any non-cash investing and financing activity. During 2011, the Company recorded a \$1,084 debit to Additional paid in capital with respect to the cancellation of 276,625 shares of the Company's common stock in connection with the exchange of the Company's membership interest in an equity method investment for a convertible senior secured promissory note. During 2010, in connection with the business combinations described in Note 5, the Company recorded \$20,604 within Other liabilities and recorded the following items within Stockholders' Equity: \$20,088 related to the issuance of 3,492,095 shares of the Company's common stock and \$15,558 related to 3,682,916 of contingently issuable shares of the Company's common stock. Additionally, the Company recorded \$1,627 with respect to the issuance of 414,938 shares of the Company's common stock in connection with an equity method investment during 2010.

See notes to consolidated financial statements

EXHIBIT F

CONFIDENTIAL

**CONFIDENTIAL/PROPRIETARY
MATERIAL FOLLOWS:**

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EXHIBIT G

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Mark Gaynor
Managing Director, Amerex Brokers LLC



Mark Gaynor has 25 years of brokerage experience in both over-the-counter swaps and futures markets, spanning a number of different energy related products. Mr. Gaynor joined Amerex in 1988 in London and held various positions in the international crude oil division, including co-managing the business. During that time he conducted physical, OTC financial, as well as futures and options business on behalf of a diverse array of clients including major international oil companies, regulated government entities, large industrial clients, investment funds and investment banks.

Mr. Gaynor relocated to Amerex's Houston office in 1998 to assist in the development of the East Power brokerage business and has been a key member of both the management and brokerage teams since that time. Since 2009, Mr. Gaynor has been instrumental in integrating screen based technology for the OTC brokering of locational risk products in east power and Amerex continues to be a market leader in this area today. Mr. Gaynor serves as Managing Director and leads the Executive Committee for Amerex Brokers LLC.

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Paul Puchot
Managing Director
Senior Counsel, Amerex Brokers LLC



Paul Puchot serves as Managing Director and Senior Counsel of the Amerex division of GFI. Mr. Puchot has been involved in a variety of corporate initiatives, both as an attorney and as a member of Amerex's senior management team, most notably the development of the Environmental Commodities group and the establishment and growth of Amerex's Energy Services division.

Hired by Amerex in 2002 to serve as its General Counsel, Mr. Puchot's career prior to joining Amerex was spent primarily in private law practice, with a wide variety of engagements including corporate, tax and bankruptcy matters in many contexts. Subsequently, Mr. Puchot held the position of Assistant General Counsel at Enron where, among other duties, he supported the Corporate Development group in connection with acquisition and divestiture activities and assisted in the settlement and liquidation of Enron's commodities trading book.

Mr. Puchot received a B.S. in Accounting from Louisiana State University and a J.D. from Louisiana State University School of Law.



Amerex Brokers LLC

Brian Dowell
Managing Director, Amerex Brokers LLC



Brian Dowell has 11 years of brokerage experience in the East Power markets. Mr. Dowell joined Amerex in 2002 as a broker of East power products. At Amerex, Mr. Dowell's responsibilities and roles grew over the subsequent years, leading to his appointment as a manager of the East power business in 2007. Mr. Dowell now serves as Managing Director, where he helps run the day-to-day operations of the business. Mr. Dowell earned a BA in Economics from the University of Texas at Austin.

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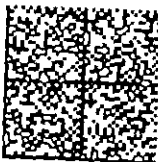
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