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July 12, 2013

VIA HAND DELIVERY

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

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2013 JUL 12 PM 4:04
PA PUC
SECRETARY'S BUREAU

Re: *Application of Guttman Energy, Inc. for Approval to Offer, Render, Furnish or Supply Natural Gas Services as a Supplier, Marketer/Broker or Aggregator to the Public Throughout the Commonwealth of Pennsylvania ("Gas Application"),*
Docket No. A-_____

Dear Secretary Chiavetta:

On behalf of Guttman Energy, Inc. ("Guttman Energy"), enclosed for filing with the Pennsylvania Public Utility Commission ("Commission") are the following documents:

- a signed and verified original and one (1) copy of the **public version** of Guttman Energy's Gas Application and Exhibits for Approval to Offer, Render, Furnish or Supply Natural Gas Services;
- a check in the amount of \$350.00 for the application fee;
- a CD-ROM containing a searchable PDF version of Guttman Energy's Gas Application and Exhibits (public version), excluding confidential information;
- a Certificate of Service indicating that hardcopies of the public version of Guttman Energy's Gas Application and Exhibits are being served upon all the parties and natural gas distribution companies listed in the Commission's natural gas supplier form application; and

Rosemary Chiavetta, Secretary
July 12, 2013
Page 2

- one (1) copy of the **non-public version** of the Gas Application and Exhibits under seal of confidentiality. Guttman Energy respectfully requests that certain confidential and proprietary financial documents be placed under seal of confidentiality and treated as such for all purposes at the Commission because the documents contain Guttman Energy's competitively sensitive and highly propriety business/financial information.

Guttman Energy proposes to begin providing natural gas supply services on October 1, 2013, and therefore needs to be licensed by October 1, 2013. **Guttman Energy respectfully requests expedited consideration of its Application, so that the Commission may consider the Application at its public meeting either on September 12 or September 26, 2013.**

Guttman Energy has caused notice of this Gas Application to be published in the six designated newspapers in Pennsylvania for statewide authority. Enclosed as part of the Application are Proofs of Publication from each of these newspapers.

If you have any questions regarding this filing or require additional information, please contact me. Thank you.

Very truly yours,



Alan M. Seltzer

AMS/gm
Enclosures
cc: Certificate of Service

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P.A. PUC
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Guttman Energy, Inc. d/b/a N/A, for approval to offer, render, furnish, or supply natural gas services as a(n) Supplier, Marketer/Broker or Aggregator 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:

*Guttman Energy, Inc.
200 Speers Street, Belle Vernon, PA 15012
Phone: 724 483 8051 Fax: 724 489 5138
<http://www.guttmanenergy.com>*

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.

Guttman Oil Company (prior legal name of Applicant)

The Belle Vernon, PA address applies to the above.

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:

*Gary Smelko, Executive Vice President
200 Speers Street, Belle Vernon, PA 15012
Phone: 724 483 8051 Fax: 724 489 5138
gsmelko@guttmanenergy.com*

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

*Gary Smelko, Executive Vice President
200 Speers Street, Belle Vernon, PA 15012
Phone: 724 483 8051 Fax: 724 489 5138
gsmelko@guttmanenergy.com*

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

*David E. Gould
Buchanan Ingersoll & Rooney PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
Phone: 412-562-5272
Fax: 412-562-1041
david.gould@bipc.com*

*Alan M. Seltzer
Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101-1357
Phone: 717-237-4862
Fax: 717-233-0852
alan.seltzer@bipc.com*

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- 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:

N/A

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.

* 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.

See Exhibit A: Applicant's Certificate of Incorporation dated April 1, 1950 and Articles of Amendment dated March 27, 2013, changing the corporation name from Guttman Oil Company to Guttman Energy, Inc.

Give name and address of officers.

***Alan R. Guttman, Chief Executive Officer and Secretary
Richard M. Guttman, President and Treasurer
James L. Guttman, Vice President
Raymond D. Horsmon, Assistant Secretary***

***200 Speers Street, Belle Vernon, PA 15012
Phone: 724 483 8051***

The Applicant is incorporated in the state of Pennsylvania.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

***Guttman Realty Company (d/b/a Bulk Terminal Storage)
Source One Transportation, LLC
Grandview Barge Line, Inc.***

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

***The address of the affiliates are: 200 Speers Street, Belle Vernon, PA 15012
None are Jurisdictional Public Utilities***

For marketing purposes, Guttman Energy and its affiliates are collectively referred to under the umbrella designation as "The Guttman Group" on the Guttman website(s) and in some marketing and organizational materials (including some materials provided in this application).

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.

None

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.

(b) Oil Seller

- 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.

None

- 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.

Guttman Oil Company (prior legal name of Applicant)

***The Belle Vernon, PA address applies to Guttman Oil Company.
It was not a Jurisdictional Public Utility.***

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.)

Oil Seller

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.

Retail sales of natural gas to Small Commercial, Large Commercial, Industrial and Governmental customers.

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

Applicant proposes to provide retail supplier services throughout the Commonwealth of Pennsylvania, but initially proposes to provide services in the following Natural Gas Distribution Companies' service territories:

*Columbia Gas of Pennsylvania
Equitable Gas Company
National Fuel Gas Distribution Corporation
PECO Gas
Peoples Natural Gas Company
Peoples TWP (formerly TW Phillips)
Philadelphia Gas Works (PGW)
UGI Central Penn Gas
UGI Penn Natural Gas
UGI Utilities*

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 10/1/2013 (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:

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

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:

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	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
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UGI Central Penn David Beasten 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559	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
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	UGI David Beasten 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559
UGI Penn Natural David Beasten 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559	Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335
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	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
Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899	

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.
See Exhibit B – Tax Certification Statement
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.
- None**
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.

Patty Davis, Head of Operations (Primary)

pdavis@guttmanenergy.com

Phone: 1-800-245-8051 Fax: 724 489 5138

Kim Thoma, Director Business Development – Channels (Alternate)

kthoma@guttmanenergy.com

200 Speers Street, Belle Vernon, PA 15012

Phone: 724 483 8051 Fax: 724 489 5138

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

We will not serve 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.

We will serve small commercial customers. See Exhibit C – Disclosure Statement for 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.

The financial documents contain privileged and confidential information and are being filed with the Commission separately under seal of confidentiality, pursuant to 52 Pa. Code § 62.103, as follow: (1) Applicant's organizational structure; (2) Applicant's financial statements, including balance sheet and income statement; and (3) Applicant's Dun and Bradstreet Credit Report.

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.

Will be provided for each NGDC – Applications are in Process

- Identify Applicant's chief officers including names and their professional resumes.
See Exhibit D – Officers and Resumes
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

***Gary Smelko, Executive Vice President
200 Speers Street, Belle Vernon, PA 15012
Phone: 724 483 8051 Fax: 724 489 5138
gsmelko@guttmanenergy.com***

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.

See Exhibit E– Staffing, Proposed Staffing and Training

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

None (currently being applied for)

- Proposed staffing and employee training commitments.

See Exhibit E – Staffing, Proposed Staffing and Training

- Business plans.

See Exhibit F – Business Plan - Filed as Confidential Information

See also Exhibit G – Experience and 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.

Applicant: Guttman Energy, Inc.

By: 

Title: President

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

[Commonwealth/State] of Pennsylvania:

: ss.

County of Washington:

Raymond D. Horsmon, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Assistant Secretary, (Office of Affiant) of Guttman Energy, Inc. (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;] Guttman Energy, Inc.

That Guttman Energy, Inc., the Applicant herein, acknowledges that Guttman Energy, Inc. 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 Guttman Energy, Inc., 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 Guttman Energy, Inc., 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 Guttman Energy, Inc., 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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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

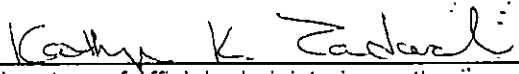
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections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

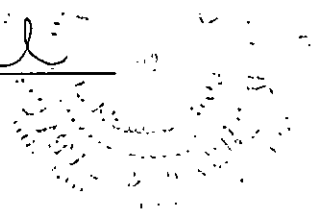


Signature of Affiant

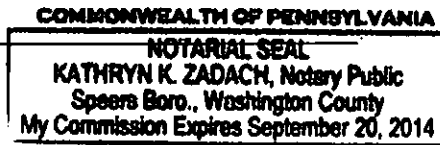
Sworn and subscribed before me this 30th day of May, 2013:



Signature of official administering oath



My commission expires _____



AFFIDAVIT

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JUL 12 2013

[Commonwealth/State] of Pennsylvania:

ss.

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Washington:

Raymond D. Horsmon, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Assistant Secretary (Office of Affiant) of Guttman Energy, Inc. (Name of Applicant);]

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

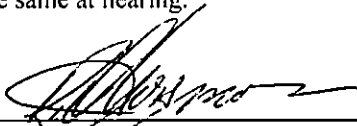
That the Applicant herein Guttman Energy, Inc., has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

That the Applicant herein Guttman Energy, Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

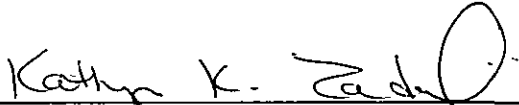
That the Applicant herein Guttman Energy, Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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 30th day of May, 2013.



Signature of official administering oath

My commission expires _____

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KATHRYN K. ZADACH, Notary Public
Speers Boro., Washington County
My Commission Expires September 20, 2014

GUTTMAN ENERGY, INC.
Pennsylvania Gas License Application

PROOFS OF PUBLICATION

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**PA PUC
SECRETARY'S BUREAU**

AFFIDAVIT

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[Commonwealth/State] of Pennsylvania

JUN 12 2013

County of Washington:

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Raymond D. Horsmon, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Assistant Secretary (Office of Affiant) of Guttman Energy, Inc. (Name of Applicant);

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

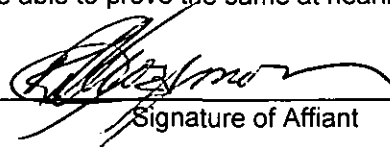
That Guttman Energy, Inc., the Applicant herein certifies that it will cause the notice of the filing of its license application to be published in the following newspapers on June 14, 2013.

- Philadelphia Daily News
- Harrisburg Patriot-News
- Scranton Times Tribune
- Williamsport Sun Gazette
- Johnstown Tribune Democrat
- Erie Times-News
- Pittsburgh Post-Gazette

A copy of the notice as it will appear in each of the above newspapers will be forwarded and noted on each copy in the newspaper section (name, number or letter), if applicable, and the page number on which the notice appears.


That Guttman Energy, Inc., the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing will be 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 expects said Applicant to be able to prove the same at hearing.



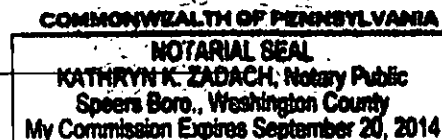
Signature of Affiant

Sworn and subscribed before me this 11th day of June, 2013.



Signature of official administering oath

My commission expires: _____



**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

On June 19, 2013, Guttman Energy will file an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Guttman Energy proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Guttman Energy may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Guttman Energy's attorney at the address listed below.

By and through Counsel: Buchanan & Ingersoll

Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

Publications in which to run this ad to comply with rules regarding serving the entire Commonwealth:

Philadelphia Daily News
Harrisburg Patriot-News
Scranton Times Tribune
Williamsport Sun Gazette
Johnstown Tribune Democrat
Erie Times-News
Pittsburgh Post-Gazette

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Florence Devlin being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

June 17, 2013

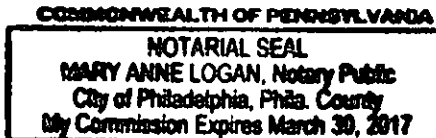
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



Sworn to and subscribed before me this 17th day of June, 2013.


Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION NOTICE**
Application of **Guttman Energy, Inc.** (d/b/a "**Guttman Energy**") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Guttman Energy** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3285, Harrisburg, PA 17105-3285. You should send copies of any protest to **Guttman Energy's** attorney at the address listed below.
By and through Counsel: **Buchanan & Ingersoll
Guttman Energy, Inc.
200 Spears Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138**

The Patriot-News Co.
2020 Technology Pkwy
Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213

The Patriot-News
Now you know

THE GUTTMAN GROUP
200 SPEERS STREET

BELLE VERNON

PA 15012

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

Marianne Miller, being duly sworn according to law, deposes and says:

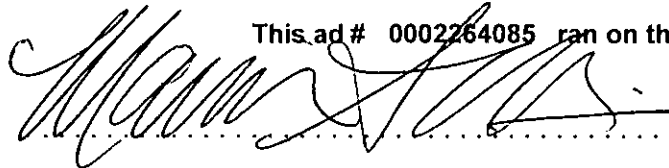
That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

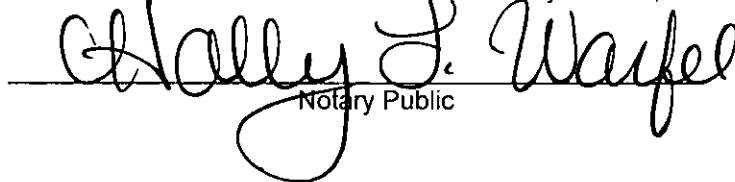
That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002264085 ran on the dates shown below:

June 18, 2013



Sworn to and subscribed before me this 19 day of June, 2013 A.D.


Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Holly Lynn Warfel, Notary Public
Washington Twp., Dauphin County
My Commission Expires Dec. 12, 2016

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Guttman Energy may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Guttman Energy's attorney at the address listed below.

By and through Counsel:
Buchanan & Ingersoll
Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)
Commonwealth of Pennsylvania, County of Lackawanna

THE GUTTMAN GROUP
KATHY ZADACH
200 SPEERS STREET BELLE VERNON PA 15012

Account # 580357
Order # 81254007
Ad Price: 224.40

LEGAL NOTICE PENNSYLVANIA

Amanda Kakareka

Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

06/17/2013

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Amanda Kakareka

Sworn and subscribed to before me
this 17th day of June A.D., 2013

Sharon Venturi

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2014

Member, Pennsylvania Association of Notaries

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY
COMMISSION NOTICE

Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Guttman Energy may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Guttman Energy's attorney at the address listed below.

By and through Counsel:
Buchanan & Ingersoll
Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
 Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.
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publish...
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By and through Counsel: Buchanan & Ingersoll
 Guttman Energy, Inc.
 200 Speers Street
 Belle Vernon, PA 15012
 Phone: 800 245 8051
 Fax: 724 489 5138

On this 19th day of June A.D. 2013, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

... of Cambria, and Commonwealth of Pennsylvania and
 ve matter published in said publication in the regular issues
 1, on June 15, 2013; and that the Affiant is not interested in
 hat all of the allegations as to time, place and character of

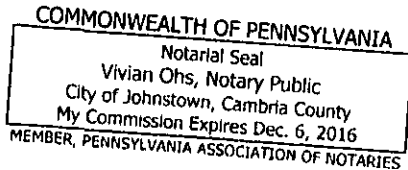
Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this
 19th day of June, 2013.

[Signature]

0.00 Lines @ \$2.50 per line	0.00
6.25 Inches @ \$25.00 per inch	156.25
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	163.75



To The Tribune-Democrat, Johnstown, PA
 For publishing the notice or publication
 attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

_____ for publisher of _____
 a newspaper of general circulation, hereby acknowledges receipt of the aforesaid
 and publication costs and certifies that the same has been duly paid.

 (Name of Newspaper)

By _____

PROOF OF PUBLICATION OF NOTICE IN THE WILLIAMSPORT SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

Bernard A. Oravec Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport Sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

June 18, 2013

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION NOTICE

Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Guttman Energy may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Guttman Energy's attorney at the address listed below.

By and through Counsel:
Buchanan & Ingersoll
Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

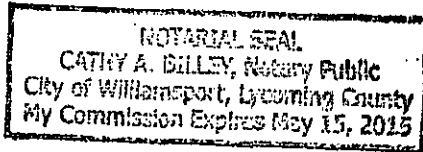
Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 19th day of June 2013

Cathy A. Billey
Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$ 235.96
Probated same.....\$
Total.....\$ 235.96

THE SUN-GAZETTE COMPANY'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE
and certifies that

_____ hereby acknowledges receipt of the aforesaid advertising and publication costs in fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

GUTTMAN ENERGY INC
200 SPEERS ST
BELLE VERNON PA 15012

REFERENCE: L0006047
2122794 PUC NOTICE

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Lisa L. Frampton, being duly sworn, deposes and says that: (1) she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, a true and correct copy of which is attached, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 06/20

TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 06/20/13

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Guttman Energy, Inc. (d/b/a "Guttman Energy")
For Approval To Offer, Render, Furnish Natural Gas Supply
Services as a Marketer/Broker or Aggregator Engaged in The
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business of providing natural gas supply services. Guttman
Energy proposes to sell natural gas and related services
throughout all of Pennsylvania under the provisions of the
Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing.
Protests directed to the technical or financial fitness of Guttman
Energy may be filed within 15 days of the date of this notice
with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA
17105-3265. You should send copies of any protest to Guttman
Energy's attorney at the address listed below.

By and through Counsel: Buchanan & Ingersoll
Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

ad-06-2122794

Sworn to and subscribed before me this

20th day of June 2013 Affiant: Lisa L. Frampton

NOTARY: Barbara J. Moore

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2016
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss H. Java, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

18 of June, 2013

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

H. Java
PG Publishing Company

Sworn to and subscribed before me this day of:
June 18, 2013

Linda M. Gaertner

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

STATEMENT OF ADVERTISING COSTS

Guttman Oil Company
200 SPEERS RD
BELLE VERNON PA 15012-1017

To PG Publishing Company

Total ----- \$393.60

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By Maria Lucia

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Guttman Energy, Inc. (d/b/a "Guttman Energy") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth Of Pennsylvania.
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By and through Counsel:
Buchanan & Ingersoll
Guttman Energy, Inc.
200 Speers Street
Belle Vernon, PA 15012
Phone: 800 245 8051
Fax: 724 489 5138

GUTTMAN ENERGY, INC.
Pennsylvania Gas License Application

Exhibit A

Certificate of Incorporation and Articles of Amendment

RECEIVED

JUL 12 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

2013 JUL 12 PM 4:05

PA PUC
SECRETARY'S BUREAU

3-1-50.09 553

Commonwealth of Pennsylvania



Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by the Business Corporation Law, approved the 5th day of May, Anno Domini, one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

CERTIFICATE of INCORPORATION

evidencing the incorporation of a business corporation organized under the provisions of that law.

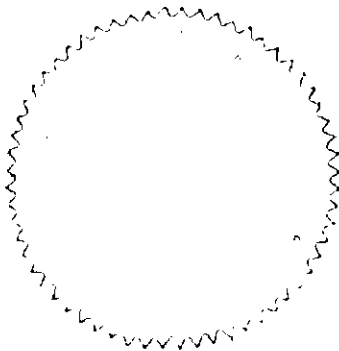
And Whereas, The stipulations and conditions of that law have been fully complied with by the persons desiring to incorporate as

GUTTMAN OIL COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and, under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, create, erect, and incorporate the incorporators of and the subscribers to the shares of the proposed corporation named above, their associates and successors, and also those who may thereafter become subscribers or holders of the shares of such corporation, into a body politic and corporate in deed and in law by the name chosen and hereinbefore specified, which shall exist

perpetually

and shall be invested with, and have and enjoy all the powers, privileges, and franchises incident to a business corporation and be subject to all the duties, requirements, and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this _____ 1st _____ day of _____ April _____ in the year of our Lord one thousand nine hundred and _____ fifty _____ and of the Commonwealth the one hundred and _____ seventy-fourth

[Signature]
ACTING Secretary of the Commonwealth

Entity #: 149640
Date Filed: 03/28/2013
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name
588034-005 KLU
Corporation Service Company

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



T1309311117

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Guttman Oil Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
200 Speers Road	Belle Vernon	PA	15012	Washington

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: Business Corporation Law of 1933

4. The date of its incorporation: 4/1/1950

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

2013 MAR 28 PM 4:29
PA DEPT. OF STATE

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows:

The name of the corporation is changed to Guttman Energy, Inc.

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

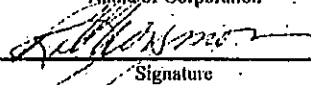
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

27th day of March

2013

Guttman Oil Company

Name of Corporation


Signature

Raymond Horsmon, Assistant Secretary

Title

2013 MAR 28 PM 4:11
PA DEPT OF STATE

GUTTMAN ENERGY, INC.
Pennsylvania Gas License Application

Exhibit B
Tax Certification Statement

RECEIVED

JUL 12 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RECEIVED

JUL 12 2013

GUTTMAN ENERGY, INC.
Pennsylvania Gas License Application

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit C

Sample Disclosure Statement For Small Commercial Customers

This is an agreement for natural gas services, between **Guttman Energy, Inc.** and **customer's name and full address.**

Background

- We at **Guttman Energy, Inc.** are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-110XXX.
- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Rescission - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*
- **Guttman Energy, Inc.** acknowledges that, as a Supplier, it will define for the customer any nonbasic service(s) to the extent it is providing such customer nonbasic service(s).]

Terms of Service

1. (a) Basic Service Prices -

You will pay rate per (Mcf/Dth/ccf) for the commodity of natural gas.

Guttman Energy, Inc. acknowledges that, as a Supplier, it will specify for the customer any variable pricing conditions and limits, to the extent it is providing such customer service that is other than that customer's full requirements at other than a Fixed rate per (Mcf/Dth/ccf) that is inclusive of Interstate Pipeline Charges.]

You will pay rate per (Mcf/Dth/ccf) for other natural gas service.

Guttman Energy, Inc. acknowledges that, as a Supplier, it will specify for the customer any other natural gas service charges, (including Interstate Pipeline Charges) to the extent it is providing such customer service that is other than that customer's full requirements at other than a Fixed rate per (Mcf/Dth/ccf) which rate is inclusive of Interstate Pipeline Charges charges.]

(b) Nonbasic Service Prices -

Guttman Energy, Inc. acknowledges that, as a Supplier, it will specify for the customer any nonbasic

service prices, variable pricing conditions and limits, to the extent it is providing such customer nonbasic service(s).]

2. Length of Agreement

You will buy your natural gas services for the above street address from **Guttman Energy, Inc.** beginning date through date of expiration, if any.

3. Special Terms and Conditions –

Guttman Energy, Inc. acknowledges that, as a Supplier, it will List and explain all

- Sign-up bonuses
- Add-ons
- Limited time offers
- Other Sales Promotions, and/or
- Exclusions that apply.]

4. Special Services –

Guttman Energy, Inc. acknowledges that, as a Supplier, it will provide the customer with an explanation of all special services, their price(s), terms and conditions, including advanced metering deployment, to the extent applicable.]

5. Penalties, Fees and Exceptions –

Guttman Energy, Inc. acknowledges that, as a Supplier, it will list any penalties, fees and/or exceptions that apply (including a late payment charge); and that **Guttman Energy, Inc.** will present any such penalties, fees and/or exceptions in a print size that will be larger than the print in the rest of the agreement.

6. Cancellation Provisions –

Guttman Energy, Inc. acknowledges that, as a Supplier, it will clearly set forth the cancellation provisions applicable to both customer initiated and supplier initiated cancellation(s) to the extent the agreement provides for such cancellation provision(s).]

7. Renewal Provision –

Guttman Energy, Inc. acknowledges that, as a Supplier, it will clearly set forth the renewal provisions applicable to the agreement to the extent the agreement provides for such renewal provision(s).]

8. Agreement Expiration/Change in Terms

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

9. Dispute Procedures

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

10. Contact Information

Supplier Name: **Guttman Energy, Inc.**
Address: **200 Speers Street,
Belle Vernon, PA 15012**
Phone Number: **724 483 8051**
Internet Address: **<http://www.guttmanenergy.com>**

Distribution Company Name: _____

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)

Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Natural Gas Competition Hotline Number: 1-888-xxx-xxxx

GUTTMAN ENERGY, INC.

Pennsylvania Gas License Application

Exhibit D – Officers and Bios

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GUTTMAN GROUP

Alan R. Guttman

Alan Guttman is the Chief Executive Officer and Secretary of Guttman Energy, Inc. headquartered in Belle Vernon, PA. Guttman Energy (including the Petroleum Products Division d.b.a. Guttman Oil Company and the newly formed Natural Gas & Power Division), founded in 1931, is a leading fuels marketer and fuel management solutions provider, serving the commercial, wholesale and retail markets. Alan started his career with Guttman Energy in 1972.

Guttman Energy is one of a group of family-owned companies known as The Guttman Group. The Guttman Group consists of Guttman Energy, Source One Transportation, LLC, and Guttman Realty Company.

Mr. Guttman presently serves on the Boards of Directors of UPMC, Pittsburgh Regional Health Initiative and is Chairman of the Board of the Jewish Healthcare Foundation of Pittsburgh. In addition to his family-owned companies' boards, Mr. Guttman also serves on the Boards of Directors of Giant Eagle, Inc., Gateway Bank of Pennsylvania, and The Hite Company.

Alan received his Bachelor of Science Degree in Finance from Penn State University in 1969, and his Juris Doctor Degree from George Washington University Law School in 1972.



GUTTMAN GROUP

James L. Guttman

James Guttman is the President of Guttman Realty Group, the President of Grandview Barge Line, Inc., and the Vice President of Guttman Energy, Inc. headquartered in Belle Vernon, PA. Previously James was President of Mon River Towing.

James has served as President of the Waterways Association of Pittsburgh and the River Terminal Operators of Pittsburgh. He is on the Boards of Directors of the Pittsburgh Maritime Club and the American Waterways Operators, and on the Board of Governors of the Traffic Club of Pittsburgh.

James received his Bachelor of Arts Degree in History from George Washington University in 1972 and his Juris Doctor Degree from George Mason University School of Law in 1976.



GUTTMAN GROUP

Richard M. Guttman

Richard Guttman is the President and Treasurer of Guttman Energy, Inc. and Source One Transportation, LLC, headquartered in Belle Vernon, PA.

Richard has served in numerous capacities in both industry and philanthropic organizations. He has served on the Pennsylvania Department of Environmental Protection Alternative Energy Advisory Board and is a current member of the World President's Organization. He has served on the board and as Chairman of the Pennsylvania Convenience Store Council, is a member of the Pennsylvania Food Merchants Association, and served as State Motor Fuel Chairman for the Pennsylvania Petroleum Association. Richard has also served on the Board of Directors of the United Way of the Mon Valley and currently serves on the Board of Directors of the Jewish Community Center of Greater Pittsburgh and the Advisory Board of the University of Pittsburgh's Institute for Entrepreneurial Excellence.

Richard received his Bachelor of Arts Degree in Economics from Tufts University and his Master's in Business Administration from the University of Pittsburgh Graduate School of Business.



GUTTMAN GROUP

Raymond D. Horsmon

Raymond D. Horsmon is currently Executive Vice President and Chief Financial Officer of The Guttman Group. Prior to assuming that role he has worked with Control Solutions, a subsidiary of DQE Energy, The Mulach Companies and Eichleay Corporation.

Mr. Horsmon has over thirty years of experience in a variety of industries including commodity products wholesaling/distribution, job shop manufacturing, real estate development and construction. For the last twenty years he has held senior management roles both as President and Chief Financial Officer responsible for operations, sales/marketing, strategic and business planning, budgeting, corporate accounting and administration, human resources, legal, treasury and risk management, and information systems functions.

Mr. Horsmon's community involvement includes Member, Board of Directors of CASA of Allegheny County and Member, Board of Directors of Sewickley Heights Golf Club.

Mr. Horsmon is a graduate of the Pennsylvania State University, where he received a B.S. degree in Accounting and earned his Masters of Business Administration from Carnegie-Mellon University. He has been a licensed CPA since 1984.



GUTTMAN GROUP

Scott Cargile

Scott Cargile joined Guttman Energy, Inc. as Executive Vice President Supply & Distribution in August, 2011.

Prior to Guttman Energy, Scott had thirty years of experience in the energy business through his employment with Texaco and Chevron, including 20 years in Supply & Trading. His roles in this area included Vice President, Risk Management & Financial Trading, General Manager, Product Supply & Trading – Americas and Trading Manger, Product Supply & Trading – Americas & Atlantic Basin.

Scott also had eight years of experience in Marketing, including General Manager roles in Chevron Global Aviation Sales and Vice President of Texaco Aviation Sales, LLC.

Scott was a VP of Chevron Products Company, Division of Chevron USA, since the merger of Chevron and Texaco in 2001.

Scott received his Bachelors of Science degree in Engineering from Brown University in 1981.



GUTTMAN GROUP

Gary D. Smelko

Gary Smelko is the Executive Vice President of Guttman Energy, Inc. Natural Gas & Power Division. Prior to assuming this role, Gary was the Executive Vice President Fuels Sales and Executive Vice President Marketing for Guttman Oil Company.

Gary previously worked at both FreeMarkets and PNC Financial Services leading the development and release of major software solutions.

Gary received his Bachelor of Science Degree of Marketing with High Distinction from Penn State University in 1991, and his MBA, Marketing from the University of Pittsburgh-Joseph M. Katz School of Business in 1995.

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Exhibit E –Staffing, Proposed Staffing and Training

For over 60 years Guttman Oil, now Guttman Energy, Inc. has operated in the retail and wholesale energy markets. In that time Guttman has dealt with millions of gallons of oil being provided from the wholesale markets to the retail markets. Guttman Energy's retail energy services will bring a significant depth of experience and expertise to the table.

Guttman Energy is in the process of hiring experienced retail energy management personnel for 19 positions. Hiring plans include, Energy Accounting, Pricing, Supply, Scheduling, Billing, Customer Support, Regulatory and Compliance, Risk Management and Operations. To date, our team includes:

- Gary Smelko, Executive Vice President
- Mike Young, Vice President and General Manager
- Patty Davis, Head of Operations
- Doug Schaefer, Head of Supply and Trading
- Darren Sadowski, IT Director, Natural Gas & Power Division
- Kim Thoma, Director Business Development - Channels
- Jamie Kofalt, IT Director, Guttman Group of Companies

In addition to hiring experienced personnel, our training plans for both existing and future hires will include cross-training of all personnel in functional and operational areas, software training by system vendors and industry training on natural gas and electricity as provided by internal subject area experts or external resources.

See attached job descriptions and resumes

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Resumes and Bios for Guttman Energy, Inc. Natural Gas & Power Division

Gary D. Smelko, Executive Vice President

Gary Smelko is the Executive Vice President of Guttman Energy, Inc. Natural Gas & Power Division. Prior to assuming this role, Gary was the Executive Vice President Fuels Sales and Executive Vice President Marketing for Guttman Oil Company.

Gary has held a variety of positions in sales and marketing in such diverse industries as transportation, treasury management/commercial banking, sourcing software and services, and energy products wholesale/distribution. Key areas of responsibility and experience include new product development, market research, marketing communications, public relations, strategic and business planning, and sales management. Previously, Gary worked at FreeMarkets, Inc., Waynesburg University, PNC Financial Services, and FedEx Ground.

Gary received his Bachelor of Science Degree of Marketing from Penn State University in 1991, and his MBA, Marketing from the University of Pittsburgh-Joseph M. Katz School of Business in 1995.

Mike Young, Vice President and General Manager

Mike has over 30 years' experience in the energy industry, including:

- Executive Vice President – Sales, **Viridity Energy** (*demand response software solution for electric utilities, commercial and industrial clients*) where he hired and trained a professional sales force while reducing the market focus through implementation of specific selection criteria. Narrowed the sales focus from twelve segments to three – industrial, R.E.P.'s and universities. He also developed a technical team sales approach to support sales within the Industrial market segment.
- Senior Vice President - Sales **Ice - Energy** (*distributed thermal storage solution for electric utilities*) where he leveraged the executive team to support sales through a "team-selling" approach while focusing on four select utilities.
- Senior Vice President – Sales, **Direct Energy Business** (4th largest national electric retail provider –KEMA report - owned by Centrica) here Mike merged Direct Energy and Strategic Energy sales forces into one team covering the US and Canadian markets for C&I growth, forged a dramatic increase in unit margins within the mid to large C&I markets while extracting even larger margins in the National Account and Key Account market segments. Achieved both term and annual gross margin goals through 2009, equating to over \$176 million in annualized (contracted) gross margin. In addition he instilled a segmentation approach to the end-user markets by aligning sales and operations to the market segments selected.
- Executive Vice President - Sales and Marketing, **Strategic Energy, LLC** (4th largest national electric retail provider – owned by Great Plains Energy) – Mike enhanced annual sales volumes by 60% through leverage of indirect sales channel relationships achieving the fastest growth rates of a national electric retail energy provider in 2006 and 2007 (Aug 07, KEMA report) and increasing annual sales volume 240% in 2006, propelling contracted gross margin from \$39 million to \$98 million.

Mike holds a BA, Economics from the University of Pittsburgh (*Honors Graduate*) and an MBA, Marketing & Finance from the University of Pittsburgh Graduate School of Business.

Key Personnel

Patty Davis, Head of Operations

Patty is a dynamic professional with over 20 years' experience working in almost every link in the energy industry value chain. She has demonstrated, measurable success in:

- Managing departments and large-scale projects in environments from start-up energy companies to large-scale investor-owned utilities.
- New business unit set-up for start-up retail energy companies
- Business process and/or associated IT re-designs to obtain increased efficiency and cost reduction including managing the successful turn-around of inefficient or struggling business units.
- Vendor selection, engagement and management
- Managing large-scale, business-critical, highly visible IT programs and projects.
- Designing portfolio management strategies for commodity, product and IT businesses.
- Negotiating and overcoming objections to close critical deals.
- Motivating staff to peak performance levels.

Patty's highlighted career achievements include:

- Revenue Generation – Negotiated long-term, structured energy contracts that resulted in over \$100 million in gross revenue and new market penetration. Increased revenues by over \$230 million through implementation of new pricing and hedging strategies.
- Critical Project Responsibility – Set up new wholesale portfolio management and scheduling group; and subsequently completed full business process re-design, IT and process implementations in support of a start-up retail energy company. This effort contributed to the company's \$770 million sales price.
- Industry Expertise – Testified as an expert witness before the Pennsylvania State Public Utility Commission during state restructuring hearings. This effort contributed to the recovery of over \$600 million in stranded assets for a local investor-owned utility.
- Process Improvement - Decreased retail energy go-to market timelines by over 10%. Decreased commodity forecasting errors in certain energy markets by over 25%. Decreased operating costs for an investor-owned utilities' pumped-storage project by over 4%.

Patty earned a Bachelor of Science degree in Business Administration from Robert Morris University and an Associate of Science in Accounting at the Community College of Allegheny County.

Doug Schaefer, Head of Supply and Trading

In his 15 years in Pennsylvania's energy industry, Doug has developed a reputation for maximizing growth and accelerating business expansion through the development, implementation, and execution of optimized operational processes and business strategies.

As Head of Operations at Global Energy Market Services (a wholly owned subsidiary of Fellon McCord), Doug accomplished the following:

- Built a retail electricity subsidiary in the Pittsburgh region from ground up in collaboration with a colleague from Keytex; hand-selected by Fellon McCord to start-up this organization; included office set up, defining processes and procedures, obtaining licensing, and establishing supplier agreements and a client base.
- Defined buying strategies after analyzing market data; met licensing requirements for individual states by working with state regulators.
- Presented buying strategies to existing and new customers; negotiated the pricing on electricity supply agreements.
- Delivered \$400,000 in annual revenue, established 23 electricity and natural gas supplier agreements, and partnered with a legal group to gain 12 state operating licenses.
- Stayed abreast of all activity by tracking new sales and renewals, reconciling supplier payments, determining sales commissions, and generating bi-weekly sales activity reports for Fellon McCord executives.
- Ensured maximized productivity by overseeing 2 retail pricing analysts and implementing a pricing system to track customers throughout the sales process.

Prior to his time at Global, Doug founded and grew a successful energy consulting firm in partnership with three colleagues; included defining trading strategies in the real time markets for PJM, NY, and NE ISO's, and the day ahead market in the MISO area. Their accomplishments included:

- Delivered \$500,000 in annual trading revenue by overseeing a team of 3 traders and establishing and capitalizing on clearinghouse relationships.
- Maintained licensing requirements and ensured all compliance filings were submitted in a timely manner, including quarterly FERC reports.
- Maximized productivity by defining and implementing all trading functions, tracking daily profit and loss, and defining and implementing risk management policies for wholesale trading activities.
- Recruited along with a Keytex partner to establish and build Fellon McCord's Global Energy Marketing Services during a buyout bid by Fellon McCord.

Doug started his energy career with Strategic Energy where he was promoted into increased responsibility 3 times over a 10-year period. Among other responsibilities, he:

- Oversaw the energy management center, product portfolio group, and gas management business operations; included leading decision-making processes across optimization and purchasing strategies.
- Improved operational efficiency by initiating Sarbanes-Oxley processes within the energy management group.
- Consulted with the CEO on energy management issues; collaborated with internal groups and stakeholders on policies with potential impacts on portfolio management; presented market performance and outlook data to executive committees.
- Established pricing methodologies and executed risk management, product development, market development, and effective management by leading a 32-member team, and implementing optimized internal processes.

Doug was recognized as one of 16 key employees during the strategic review process. He holds a BA in Economics from the University of Pittsburgh and completed the Strategic Energy Leadership Development Program at Carnegie Mellon Tepper School of Business, Pittsburgh, Pennsylvania.

Darren Sadowski, IT Director

Darren has 10 years' experience in IS/IT in the energy industry. He began with Strategic Energy as Network administrator, then when Strategic became Direct Energy, he moved to the position of Business Analyst. His experience at Direct (Strategic) has a direct bearing on Guttman Energy's needs. As follows:

- Led the implementation of a new portfolio billing system. The successful implementation allowed the company to bill hedge adjustments to the customer up to four weeks sooner than the previous manual calculations. This provided an increase of cash flow in the amount of 10-15 million dollars per month.
- Led a project team responsible for the successful implementation of changes to the systems and processes responsible for transacting with the ISO. Defined business requirements for IT Projects
- Gathered business requirements for the following functional teams; Traders, Risk Management, Forecasting, Finance & Accounting, Settlements, and Credit
- Conducted Quality Assurance testing for new reports and system enhancements
- Served as Support Lead for Openlink's Endur and Ventyx's nMarket Trading systems
- Provided support for the data interface between wholesale systems
- Assisted in the implementation of the wholesale deal capture and scheduling system(Openlink's Endur and Ventyx's nMarket Trading systems)

As Manager of Business Operations for Direct Energy, Darren demonstrated his leadership capabilities:

- Established an external software delivery model, leveraging IBM off-shore services
- Developed the business case and negotiated the contract for off-shore delivery of development and testing, recognizing savings of \$14m over 5 years
- Successfully managed the transition to incorporate off-shore development and testing with the existing software development life cycle
- Accountable for Business Continuity Planning for the US Northeast for Direct Energy
- Accountable for developing and executing talent sourcing for all IT functions at Direct Energy
- Accountable for planning IT costs (labor, maintenance, support, licenses) to ensure delivery of the businesses management agenda
- Accountable for selection and performance management of all IT vendors and services

Darren earned a BSBA, Management Information Systems from Robert Morris University and has successfully completed the IT Business Leadership Academy, as well as Project Management training, 2002 (utilizing MS-Project 2000) and "Energy Risk Management, VaR and Earnings at Risk" training by PGS Energy.

Kim Thoma, Director Business Development – Channels

Kim joins Guttman Energy with a successful 15+ year career in Sales and Marketing, 9 of which have been in the energy industry. Selected accomplishments include:

Leadership

- Developed a channel partner program representing over 65% of company's \$300M annual sales. Raised company's standing as per industry report from 12th place to 2nd place in twelve months through program design and process improvement.
- Led team through five acquisitions, successfully managing change, integrating new companies' processes, systems, and people to extract maximum profit with minimal distraction.
- Implemented a mass-market channel strategy that grew from 0 to 22% of total sales revenue in less than six months.
- Instituted sales and marketing organization in entrepreneurial start-up company, increasing revenue by 11% in the first six months.

Problem Solving

- Led team that built sales and commission reporting, integrating multiple databases, commodities, regions, and customer segments into comprehensive and accurate reports with internal and external applications. Integral in improving channel partner satisfaction and improving sales forecasting, tracking, and goal achievement.
- Developed account coverage system, improving customer satisfaction by 28%, increasing revenue by 42%, and maintaining account coverage at 100%.
- Instituted new revenue guidelines, account assignment plans and compensation package, reducing expenses by 11% and eliminating more than 300 hours of account allocation. Improved morale, reducing "at risk" employees from 7 to 0.

Strategic Thinking

- Designed and implemented successful sales incentives and customer segmentation programs, contributing to year-over-years sales growth of 20% and employee and channel satisfaction as reflected in satisfaction surveys.
- Led process improvement team and played integral role on strategic leadership team as part of company-driven operational realignment initiative, intended to double the size of the company in three years without adding incremental headcount, resulting in goal achievement that prepared the company to be successfully acquired.
- Hired, developed, and promoted nine sales representatives, building a sales team that achieved 104% of annual quota with over half of the team in their positions for less than one year.

Kim was most recently Senior Manager, Channel Operations for Direct Energy where she was responsible for managing the corporate North American sales channel program, sales commission analysis and payment representing 31% of total operating profit, sales reporting and analysis, and market segment strategy design and implementation.

She holds a Bachelor of Psychology degree from Duquesne University, completed the Strategic Energy Leadership Development Program at Carnegie Mellon Tepper School of Business, and is certified in Coaching, Inspired Leadership, SPIN Selling, Strategic Selling, Sandler, and Targeted Selection.

Jamie Kofalt, IT Director, Guttman Energy, Inc.

Jamie is an IT Director for the Guttman Group of Companies, and her interaction with the Natural Gas and Power division is key. She has 12+ years' experience in Information Services for the PA energy industry, having spent most of her time with UGI Utilities in Reading and PPL in Allentown. Her most recent experience is with Fayetteville Public Works Commission, Fayetteville, NC, where she served as Director Information Systems and CIO. In that role she managed and directed Information Systems and Telecommunications to meet corporate and business unit strategic goals and performed a Departmental turnaround to increase customer satisfaction and ensure sound strategic direction. In addition, she developed and built high-performance teams, identified strategic needs, performed talent gap analysis, and developed a full staffing plan by collaborating with other senior management to ensure the organizational structure and teams meet their needs. Her responsibilities included managing Departmental budgets, as well as the hardware and software replacement plans and developing IT Audit Control Framework and processes to support the Framework. By developing a customer service orientation within the Department, she achieved a measurable increase in customer satisfaction.

The following achievements are especially noteworthy in light of Guttman Energy's goals:

- Developed IT Roadmap creating a 5, 10 and 15 year strategic plan for technology and business partnership.
- Identified unnecessary spend and waste reducing operating expenses by \$2M.
- Developed relationships with new hardware vendors through newly developed RFP process to reduce costs, increase competition, and improve customer satisfaction by improving delivery dates.
- Instituted audit controls by developing an IT Audit Control Framework.
- Increased customer satisfaction. Measured through a baseline survey, incremental surveys and desktop tent cards.
- Cut overtime hours by 50% to save \$1.5M by modifying processes, expertly managing time-reporting process.

GUTTMAN ENERGY, INC.
Pennsylvania Gas License Application

Exhibit F – Business Plan

This Exhibit contains privileged and confidential information and is filed with the Commission separately under seal of confidentiality, pursuant to 52 Pa. Code § 62.103, and is not to be disclosed or disseminated to the public without the Applicant's prior written consent.

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Exhibit G - Experience & Plans

Founded in 1931, Guttman Energy, Inc., formerly Guttman Oil Company, has a long history of marketing petroleum products to Commercial and Industrial customers, as well as to wholesale/retail resellers in 13 states. By combining a strong focus on customer service and innovation with sophisticated supply and hedging strategies the company has grown to \$3.4 Billion in revenue in 2012.

Guttman Energy's executives have well over 80 years of experience in a variety of industries including commodity products, wholesale and distribution, as well as real estate development and construction. Guttman Energy has specialized supply and risk management programs and actively buys and sells throughout the New York, Gulf Coast, and Chicago cash markets. In its liquid fuels business, Guttman Energy has developed and excels at the detailed logistics of forecasting, shipping, storing, and fulfilling its customers' shifting demands. Guttman Energy is a licensed shipper on the primary liquids pipelines serving the East Coast; among them the Colonial, Plantation, and Buckeye pipelines. In summary, Guttman Energy's executives and staff have extensive experience in energy markets, their associated and complicated logistics, and due to this expertise, a strong reputation in the industry as a trusted supplier with excellent customer retention.

Building on its strong balance sheet, extensive credit capacity, and experience in risk management in petroleum markets, Guttman Energy is building a new team of seasoned retail energy leaders who will build and develop highly qualified functional teams with regard to electricity risk management, supply, scheduling, logistics, and operations. Already on board are Gary Smelko, Executive Vice President with 10 years of experience in leadership positions at Guttman Energy, Michael Young, Vice President/General Manager, with over 30 years of experience in the industry, Patty Davis with over 20 years experience, Doug Schaefer over 15 years, and Kim Thoma and Darren Sadowski, both with over 10 years experience. Resumes can be viewed in Exhibit D – Staffing, Proposed Staffing, and Training.

Guttman Energy also understands the value and importance of excellent customer service as evidenced by their solid customer base and high retention rates. They will apply their expertise in this area to create a superior customer experience for their commercial and industrial electric customers.

An outline of the history of Guttman Energy since its founding in 1931 follows.

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Guttman Energy History

- 1931-32 Jacob M. Guttman pioneered Texaco product into the Monongahela Valley area in 1931 by opening his first gasoline service station in McKeesport, Pennsylvania. Previously, Jacob Guttman owned and operated a meat market in McKeesport, PA. Jacob and Rose Guttman were the parents of three sons, Leo, Jesse and Howard, who later would all become owners of the business.
- 1940 In 1940, Jacob leased a bulk plant located in Stockdale, PA. The working force included four employees, a storage capacity of 53,000 gallons, and a fleet of one 600-gallon truck. Product was received from Baltimore by railroad tank car. By 1943, deliveries were being made to 20 gasoline service stations.
- 1947 After the death of Jacob Guttman, ownership transferred to Leo, Jesse and Howard Guttman. Mercer County Oil Company, located in Sharon, PA, was purchased.
- 1949-50 The brothers purchased the property located at Speers Road in Belle Vernon, PA and moved the storage tanks and constructed additional ones to increase the storage to 320,000 gallons. A warehouse and office building was constructed and The Mon Valley Oil Company was purchased.
- 1950 In April, 1950, Guttman Oil Company was incorporated in the Commonwealth of Pennsylvania. Thrif-T Oil Company was formed to operate service station properties owned by the Guttman Realty Company. By 1972, they had 17 company-operated service stations doing business as Thrif-T Oil Company.
- 1958 Guttman Oil Company expanded their Texaco distributorship into Ohio and Marshall, Brooke, and Hancock counties in West Virginia. During 1959-60, the Standard Oil Company site located in Speers, PA, was purchased. The acquisition of this bulk plant provided storage for 3 million gallons of petroleum products, and also facilities for river transportation including river frontage to receive product by barge.
- 1971 The family and the business suffered another loss in the death of a second brother, Leo D. Guttman, at the age of 58. Leo D. Guttman was president of Guttman Oil Company and also president of the National Oil Jobbers Council at the time of his death. The Belle Vernon, PA terminal was expanded to 6 million gallons of storage capacity. Terminals were acquired in Morgantown, WV, (river) and Youngstown, OH, (Laurel Pipeline) from Texaco, Inc. A pipeline

terminal was acquired in Aurora, OH, (Cleveland) on the Buckeye Pipeline. Bulk plants were established in Columbus, OH, and Elkins, WV. Branded distribution expanded to include Texaco, Citgo, Gulf, and Exxon. The dealer network grew and now numbers over 100 branded dealers and many unbranded retail outlets.

- 1985 As the marketing of retail gasoline evolved, Guttman Oil Company began converting locations to salary-operated pumpers and then to convenience stores with gasoline. All convenience stores are operated under the name "Crossroads Food Marts" with gasoline and diesel reflecting the brand being sold. During 1985 to 1989, there were twelve Crossroads Food Marts and four pumpers being operated by Guttman Oil Company employees.
- 1986 Howard S. Guttman, CEO of the Guttman Group companies, died September 17, 1986, shortly before his 64th birthday. Current owners, Alan, James, and Richard Guttman, his three sons, became owners of the family-owned business at this time.
- 1989 In July 1989, Guttman Oil Company acquired fifteen convenience stores located in Allegheny County, PA from Sheetz, Inc. This acquisition would bring the total number of convenience stores to 27.
- 1989 Keeping abreast of technology, the Guttman Oil Company became a franchisee of Pacific Pride, a commercial card-access fueling system. This fueling program allows commercial customers to utilize a totally automated fueling system offering a network of unlimited access and detailed fleet management records. In November 1989, the Company opened two Pacific Pride sites; one in Charleroi, PA and the other one on Routes I-70 and 51, Belle Vernon, PA. Four sites in Western Pennsylvania were opened in 1990 and two in 1991.
- 2013 Guttman Oil Company is renamed Guttman Energy, Inc. and its Natural Gas and Power Division is launched.

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APPENDIX D

Standards of Conduct

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

customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent or affiliate. A chronological log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

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

an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.

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

- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.
- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.

(24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or
- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;
- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;
- that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.

(b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Supplier. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.

(c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:

- (i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to buy natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company name or logo, the Supplier shall include at the conclusion of any

such communication a disclaimer that includes all of the disclaimers listed in this paragraph.

- (25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b) not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

COMMONWEALTH OF PENNSYLVANIA
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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PA PUC
SECRETARY'S BUREAU

Application of Guttman Energy, Inc. for :
Approval to Offer, Render, Furnish, or :
Supply Natural Gas Services as a Supplier, :
Marketer/Broker, or Aggregator to the : **Docket No. A-** _____
Public Throughout the Commonwealth of :
Pennsylvania :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing *Natural Gas Application and Exhibits of Guttman Energy, Inc.* upon the persons listed below via First Class Mail, which service satisfies the requirements of 52 Pa. Code §§ 5.14 and 1.54, as follows:

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

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

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

Columbia Gas of Pennsylvania Inc.
Thomas C. Heckathorn
200 Civic Center Drive
Columbus, OH 43215

Equitable Gas Company
Jerald Moody
225 North Shore Drive
Pittsburgh, PA 15212-5352

National Fuel Gas Distribution Corp.
David D. Wolford
6363 Main Street
Williamsville, NY 14221

PECO Gas
Carlos Thillet, Manager, Gas Supply and
Transportation
2301 Market Street, S9-2
Philadelphia, PA 19103

Peoples Natural Gas Company LLC
Lynda Petrichevich
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

Peoples TWP LLC
Andrew Wachter
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

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

UGI Central Penn, UGI Penn Natural Gas
and UGI Utilities
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677

Dated: July 12, 2013



Alan M. Seltzer

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2013 JUL 12 PM 4:04

PA PHC
SECRETARY'S BUREAU