

verdeenergyusa

CONTAINS CONFIDENTIAL INFORMATION

July 24, 2013

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Via FedEx

JUL 24 2013

Secretary of the Commission
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
2nd Floor, Room N201
400 North Street
Harrisburg, PA 17120

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of Verde Energy USA Pennsylvania, LLC to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania

Dear Secretary Chiavetta:

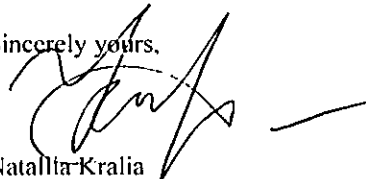
On behalf of Verde Energy USA Pennsylvania, LLC ("Verde PA"), enclosed for filing is signed in ink and verified original, one copy and searchable PDF version of an application for a license to supply natural gas in the Commonwealth of Pennsylvania.

Please note the application responses containing confidential information are being filed under seal along with a Petition for Protective Order. As set forth in the Petition, Verde PA seeks protected treatment of certain confidential, proprietary, and highly sensitive information ("Confidential Information") provided in its Application.

The Confidential Information contains information that is customarily treated as confidential and proprietary, not available to the public, and that Verde has used its best efforts to maintain as secret. Public dissemination of this Confidential Information would subject Verde to risk of competitive disadvantage or other business injury.

Please contact the undersigned if there are any questions concerning this matter.

Sincerely yours,



Natalia Kralia
Compliance Manager
203-663-5721

nkralia@verdeenergyusa.com

Enclosures

cc: See Certificate of Service

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Verde Energy USA Pennsylvania, LLC**, d/b/a _____, for approval to offer, render, furnish, or as a(n) _____ [as specified in item #8 below] 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:

Verde Energy USA Pennsylvania, LLC
101 Merritt 7 Second Floor
Norwalk, CT 06851
Phone: 800-388-3862
Fax: 203-956-0521

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. **N/A**

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:

Thomas FitzGerald
101 Merritt 7 Second Floor
Norwalk, CT 06851
Phone: 203-663-5701
Fax: 203-842-4201

- 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:

Thomas FitzGerald
101 Merritt 7 Second Floor
Norwalk, CT 06851
Phone: 203-663-5701
Fax: 203-842-4201

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

Stephen J. Geissler, Esq.
68 Warren Glen,
Burlington, CT 06013
Phone: 860-675-7701
Fax: 866-677-3732

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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:

**Corporation Service Company
2704 Commerce Drive
Harrisburg, PA 17110
Phone: 800-927-9810
Fax: 217-492-2727**

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

X The Applicant is a:

- domestic corporation (none)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- X** foreign limited liability company (15 Pa. C.S. §8981)
- Other _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Please see Exhibit1

Give name and address of officers.

Name:	Thomas FitzGerald	Anthony Menchaca	Lance Lundberg
Position:	President &CEO	Chief Marketing Officer	Chairman
Address:	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851
Phone:	203-663-5701	203-663-5702	203-663-5704

The Applicant is incorporated in the state of **Delaware**.

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

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

Verde Energy USA, Inc.

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

Verde Energy USA, Inc. 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA Holdings, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA Illinois, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851
Verde Energy USA Ohio, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA New York, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA Trading, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851
Verde Energy New Jersey, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA Maryland, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA DC, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851
Verde Energy Massachusetts, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	Verde Energy USA Solutions, LLC 101 Merritt 7 Second Floor Norwalk, CT 06851	

No affiliates are jurisdictional public utilities. Verde Energy USA, Inc. has been doing business in Pennsylvania as a licensed EGS as a result of a final decision issued on March 25, 2010 in Docket No. A-2010-2151038

- X** Does the Applicant have any affiliation with or ownership interest in:
- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant, **NO**
 - (b) any other Pennsylvania retail licensed electric generation supplier or license applicant, **YES**
 - (c) any Pennsylvania natural gas producer and/or marketer, **NO**
 - (d) any natural gas wells or **NO**
 - (e) any local distribution companies (LDCs) in the Commonwealth **NO**

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.

Please see Exhibit 2- FILED SEPARATELY AS CONFIDENTIAL INFORMATION

- X** 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.

Please see Exhibit 2- FILED SEPARATELY AS CONFIDENTIAL INFORMATION

- X** 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. **Docket No A-2011-2267139**

- 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.

Neither Verde Energy USA Pennsylvania, LLC nor its affiliates have any predecessors that have done business within Pennsylvania

OR

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

7. APPLICANT'S PRESENT OPERATIONS: (select and complete the appropriate statement)

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
 - municipal providing service outside its municipal limits.
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer
 - Other. (Identify the nature of service being rendered.)

OR

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- Broker/Marketer engaged in the business of supplying natural gas services.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):

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

Verde Energy USA Pennsylvania, LLC proposes to be licensed as a Natural Gas Supplier engaged in the business of supplying natural gas in all territories within Pennsylvania serving all customer classes.

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

Verde Energy USA Pennsylvania, LLC proposes to offer services in Valley Energy, Inc., National Fuel Gas Distribution Corp., UGI Utilities, PECO, Peoples Natural Gas Company, LLC, Columbia Gas of Pennsylvania Inc., Equitable Gas Company

* Please note: Credit application for Columbia Gas of Pennsylvania, Inc. has been reviewed by the utility. Proof of compliance with bonding/credit requirements for it will be provided upon its receipt from the utility.

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 **October 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:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

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

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

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

Valley Energy Inc.

National Fuel Gas Distribution Corp.

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

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

CERTIFICATE OF SERVICE

On this the 24 day of July, 2013, I certify that a copy of the signed and verified Verde Energy USA Pennsylvania, LLC's Application with attachments for licensing with the Commonwealth of Pennsylvania as a Natural Gas Generation Supplier has been served on the following:

Irwin A. Popowsky Office of Consumer Advocate 5th Floor, Forum Place 555 Walnut Street Harrisburg, PA 17120-1921	Office of the Attorney General Bureau of Consumer Protection Strawberry Square, 14th Floor Harrisburg, PA 17120
William R. Lloyd, Jr. Commerce Building, Suite 1102 Small Business Advocate 300 North Second Street Harrisburg, PA 17101	Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946
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
UGI Utilities 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
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	Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335
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	



 Thomas FitzGerald
 President & CEO

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

Re: Application of Verde Energy USA Pennsylvania, LLC to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania

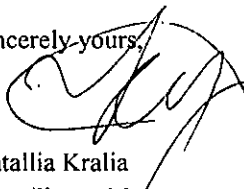
Dear Irwin A. Popowsky:

Verde Energy USA Pennsylvania, LLC ("Verde PA") is applying for a license to become a Natural Gas Supplier in the Commonwealth of Pennsylvania.

Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, Verde PA is required to serve you a copy of the signed and verified Application with attachments. Please find a copy of the signed and verified Application with attachments enclosed thereto.

Please note: A copy of this letter will be provided to the Commission as a Proof of Service of the Application and attachments.

Sincerely yours,



Natallia Kralia
Compliance Manager
203-663-5721
nkralia@verdeenergyusa.com

Enclosures

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

PA PUBLIC UTILITY COMMISSION
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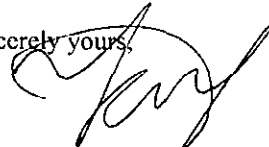
Dear William R. Lloyd, Jr:

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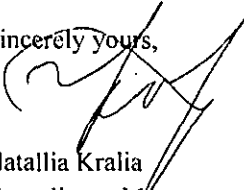
Dear Sir/ Madam:

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Robert Crocker
Valley Energy Inc.
523 South Keystone Avenue
Sayre, PA 18840-0340

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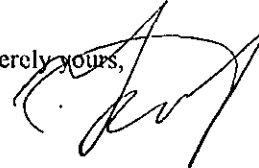
Dear Robert Crocker:

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David Beasten
UGI Utilities
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677

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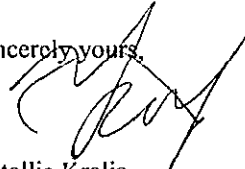
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PA PUBLIC UTILITY COMMISSION
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Lynda Petrichevich
Peoples Natural Gas Company LLC
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

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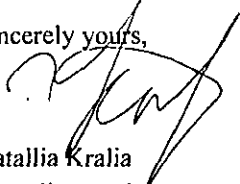
Dear Lynda Petrichevich:

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

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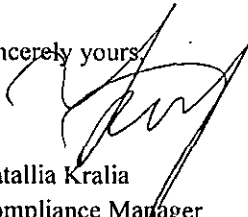
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Carlos Thillet,
Manager, Gas Supply and Transportation
PECO
2301 Market Street, S9-2
Philadelphia, PA 19103

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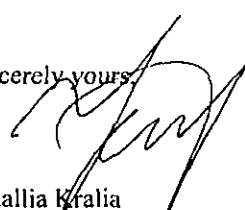
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Jerald Moody
Equitable Gas Company
225 North Shore Drive
Pittsburgh, PA 15212-5352

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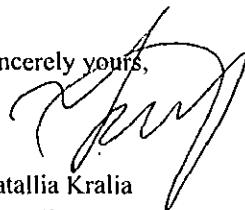
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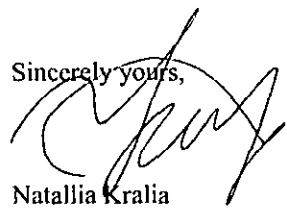
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Compliance Manager
203-663-5721
nkralia@verdeenergyusa.com

Enclosures

verdeenergyusa

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JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

July 24, 2013

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

Re: Application of Verde Energy USA Pennsylvania, LLC to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania

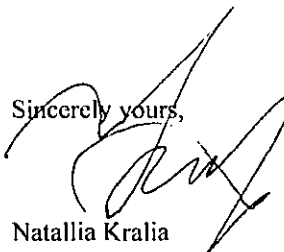
Dear Sir/ Madam:

Verde Energy USA Pennsylvania, LLC ("Verde PA") is applying for a license to become a Natural Gas Supplier in the Commonwealth of Pennsylvania.

Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, Verde PA is required to serve you a copy of the signed and verified Application with attachments. Please find a copy of the signed and verified Application with attachments enclosed thereto.

Please note: A copy of this letter will be provided to the Commission as a Proof of Service of the Application and attachments.

Sincerely yours,


Natallia Kralia
Compliance Manager
203-663-5721
nkralia@verdeenergyusa.com

Enclosures

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

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither the Applicant, an affiliate, a predecessor of either, nor a person identified in this Application has been convicted of a crime involving fraud or similar activity, 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

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

Primary:

Alternate:

Name:	Anthony Menchaca	Thomas FitzGerald
Title:	Chief Marketing Officer	President & CEO
Address:	101 Merritt 7, Second Floor Norwalk, CT 06851	101 Merritt 7, Second Floor Norwalk, CT 06851
Phone:	203-663-5702	203-663-5701
Fax:	203-516-2193	203-842-4201

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

Please see Exhibit 3

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.

Please see Exhibit 3

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:

Please see Exhibit 4 - FILED SEPARATELY AS CONFIDENTIAL INFORMATION

- 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.

B. Applicant must provide the following information:

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

Please see Exhibit 5

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

Name:	Thomas FitzGerald	Anthony Menchaca	Lance Lundberg
Position:	President & CEO	Chief Marketing Officer	Chairman
Address:	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851
Phone:	203-663-5701	203-663-5702	203-663-570

Please see Exhibit 6

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

Thomas FitzGerald
101 Merritt 7 Second Floor
Norwalk, CT 06851
Phone: 203-663-5701
Fax: 203-842-4201

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

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

Please see Exhibit 6 and Exhibit 7- FILED SEPARATELY AS CONFIDENTIAL INFORMATION

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

Please see Exhibit 8

- Proposed staffing and employee training commitments.
Please see Exhibit 9- FILED SEPARATELY AS CONFIDENTIAL INFORMATION

- Business plans.
Please see Exhibit 9- FILED SEPARATELY AS CONFIDENTIAL INFORMATION

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.
Agreed

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.

Agreed

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.

Agreed

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.

Agreed

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.

Acknowledged

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

Enclosed

Applicant: **Verde Energy USA Pennsylvania, LLC**

By: 

Thomas FitzGerald

Title: **President & CEO**

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JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

State of Connecticut:

ss. Norwalk

County of Fairfield:

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

He is the **President & CEO** of **Verde Energy USA Pennsylvania, LLC**

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

That **Verde Energy USA Pennsylvania, LLC**, the Applicant herein, acknowledges that **Verde Energy USA Pennsylvania, LLC** 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 **Verde Energy USA Pennsylvania, LLC**, the Applicant herein, asserts that he 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 **Verde Energy USA Pennsylvania, LLC**, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

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

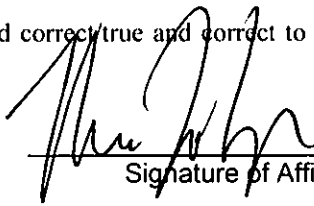
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections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

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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 24 day of July, 2013.



Signature of official administering oath

My commission expires _____
MELANIA FITZGERALD
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 8/31/2016

AFFIDAVIT

State of Connecticut:

ss. Norwalk

County of Fairfield:

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

He is the **President & CEO** of **Verde Energy USA Pennsylvania, LLC**;

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

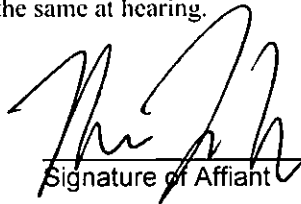
That **Verde Energy USA Pennsylvania, LLC**, the Applicant herein certifies that it has caused the notice of the filing of its license application to be published in the following newspapers on **August 5, 2013**:

Erie Times-News/ Erie PA
Harrisburg Patriot-News/ Harrisburg PA
Philadelphia Inquirer/ Philadelphia PA
Pittsburg Post- Gazette/ Pittsburg PA
Scranton Times/ Scranton PA
Williamsport Sun Gazette/ Williamsport PA

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

That **Verde Energy USA Pennsylvania, LLC**, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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



Signature of Affiant

Sworn and subscribed before me this 24 day of July, 2013.

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JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



Signature of official administering oath

MELANIA FITZGERALD
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 8/31/2016

My commission expires

AFFIDAVIT

State of Connecticut:

ss. Norwalk

County of Fairfield:

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

He is the President & CEO (Office of Affiant) of **Verde Energy USA Pennsylvania, LLC**;

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

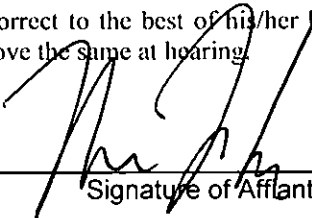
That the Applicant herein **Verde Energy USA Pennsylvania, LLC** has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

That the Applicant herein **Verde Energy USA Pennsylvania, LLC** has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

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

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

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



Signature of Affiant

Sworn and subscribed before me this 24 day of July, 2013.



Signature of official administering oath

MELANIA FITZGERALD
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 8/31/2016

My commission expires _____

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

APPENDIX C
EXAMPLE FORM OF NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Application of **Verde Energy USA Pennsylvania, LLC** ("Verde") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-2013-xxxxxxx.*

On **Month Date, Year**, **Verde Energy USA Pennsylvania, LLC** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **Verde Energy USA Pennsylvania, LLC** proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Verde Energy USA Pennsylvania, LLC** 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 **Verde Energy USA Pennsylvania, LLC's** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is **Docket No A-2013-xxxxxxx**.

Stephen J. Geissler, Esq.

Verde Energy USA Pennsylvania, LLC

101 Merritt 7, Second Floor

Norwalk, CT 06851

800-388-3862

203-956-0521

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Exhibit 1

Proof of compliance with appropriate Department of State filing requirements/ a copy of the Verde Energy USA Pennsylvania, LLC's Articles of Incorporation.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

- Registered Limited Liability General Partnership (§ 8211)
- Registered Limited Liability Limited Partnership (§ 8211)
- Limited Partnership (§ 8382)
- Limited Liability Company (§ 3981)

Name

Corporation Service Company
746341-005 KCL

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

Fee: \$250

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

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

Verde Energy USA Pennsylvania, LLC

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

Verde Energy USA Pennsylvania, LLC

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

Jurisdiction: Delaware Date of Formation: 08/04/2010

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

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o Corporation Service Company				Dauphin

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SECRETARY'S BUREAU

5. Check and complete one of the following:

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

c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

Number and street City State Zip

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

Number and street City State Zip

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

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

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

Name Business Address

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

Number and street City State Zip County

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

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

15th day of April 2011

Verde Energy USA Pennsylvania, L.L.C.

Name of Partnership/Company

[Handwritten Signature]

Signature

CEO

Title

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "VERDE ENERGY USA PENNSYLVANIA, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2010, AT 6:12 O'CLOCK P.M.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



4856424 8100

100802622

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8153956

DATE: 08-04-10

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
Verde Energy USA Pennsylvania, LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 in the City of Wilmington.
Zip code 19808. The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this
4th day of August, 2010.

By: /s/ Stephen J Geissler
Authorized Person (s)

Name: Stephen J Geissler

Exhibit 3

A copy of standard contract that will be provided to Residential and/or Small Commercial customers

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Verde Energy USA Pennsylvania, LLC - Terms and Conditions of Service

Verde Energy USA Pennsylvania, LLC ("Verde") will supply you ("Customer") with natural gas in the service territory of your local natural gas distribution company ("NGDC") subject to these Terms and Conditions of Service ("Agreement"):

1. **Price:** During the first twelve (12) months of service, Verde will supply natural gas to Customer at a fixed commodity price of \$0.____ per ccf. After the first twelve (12) months of service, Verde will supply natural gas to Customer at a variable commodity price that may change monthly with market conditions. This price includes interstate pipeline charges and estimated total state taxes, but excludes applicable state and local sales taxes as well as any new taxes imposed. Customer shall also pay and be responsible for all other amounts related to the purchase and delivery of natural gas, including applicable taxes and delivery charges.

2. **Charges defined:** The commodity charge is the charge for basic gas supply service which is sold either by volume (ccf or Mcf) or heating value (dekatherms). Interstate pipeline charges are the charges for moving natural gas to the distribution lines of the NGDC. Distribution charge is the charge for the delivery of natural gas from the point of receipt into the NGDC's system. Commodity prices and charges are set by Verde, the natural gas supplier Customer has chosen. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.

3. **Term:** Verde is authorized to switch Customer's NGDC supplier for the commodity service charge. This Agreement will start when the NGDC completes Customer's enrollment with Verde. Customer will be responsible for the termination of any existing supplier agreement. This Agreement will continue on a month-to-month basis until terminated by either Customer or Verde in accordance with this Agreement.

4. **Right of Rescission & Termination:** Customer can rescind this Agreement within 3 business days of his or her receipt of this Agreement. Customer may cancel in writing, orally or electronically, if available. Either Verde or Customer may terminate this Agreement at any time, for any reason and without an early termination fee. The termination will become effective when the NGDC switches Customer's account from Verde to the new supplier selected by Customer, to the NGDC or to such other default provider established for Customer's account. Termination will not relieve Customer of any payment obligations for natural gas provided to Customer by Verde prior to termination.

5. **Billing:** Customer will continue to receive one monthly natural gas bill from the NGDC. Payment is due to the NGDC in accordance with its standard billing practices.

6. **Customer Relocation:** If Customer moves to a new address within Verde's service territory, Customer should contact Verde in order to re-enroll at the new location.

7. **Changes to Agreement:** Verde may change, modify or amend this Agreement at any time (each a "Change"). Each Change will be made by Verde in the manner required by applicable law. Each Change will be posted on Verde's website (www.lowcostpower.com), and Customer will receive individual notice of the Change if required by applicable law. Customer should review the website periodically for applicable Changes. Customer's continued use of Verde's products and services following a Change constitutes Customer's acceptance of this Agreement as so Changed.

8. **Assignment:** Customer may not assign this Agreement without Verde's written consent. Verde may assign this Agreement or the revenues or proceeds due it hereunder: (a) in connection with any financing; (b) to any of its affiliates; (c) to anyone succeeding to all or substantially all of Verde's assets or business in the Commonwealth of Pennsylvania; or (d) to another supplier licensed by the Pennsylvania Public Utility Commission. This Agreement is binding upon Customer and Verde, and each party's heirs, successors and permitted assigns.

9. **Notice:** Subject to Paragraph 7 above, any notice will be considered to have been made if mailed or emailed to the address for Customer in Verde's records.

10. **Disputes:** Customer may contact Verde regarding this Agreement or any dispute related to this Agreement. Verde will attempt to resolve the dispute in an efficient, fair and timely manner. Customer may also contact the Pennsylvania Public Utility Commission at 800-692-7380 if Customer is not satisfied after discussing this Agreement with Verde.

11. **Contact:** For any service question or in the event of an emergency, such as gas leak, Customer should contact PECO at 800-841-4141, Columbia Gas at 888-460-4332, Peoples Natural Gas at 800-400-4271, or UGI at 800-276-2722. Customer may contact Verde, PA License #A-2013-xxxxxxx, at 800-388-3862, at 101 Merritt Seven Corporate Park, Second Floor, Norwalk, CT 06851 or at www.lowcostpower.com. Efficiency information and historical billing data is available upon request. Customer may also contact the PA Public Utility Commission at 800-692-7380. Customers may enroll and request general information about the Universal Service Program by calling the NGDC.

12. **Warranty Disclaimer:** VERDE EXPRESSLY DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

13. **LIMITATION OF LIABILITY:** NEITHER PARTY SHALL BE LIABLE TO THE OTHER FOR ANY INDIRECT, SPECIAL, CONSEQUENTIAL (INCLUDING LOST PROFITS OR REVENUE), INCIDENTAL, INDIRECT, OR PUNITIVE DAMAGES FOR CLAIMS ARISING UNDER THIS AGREEMENT.

14. **Force Majeure:** Neither party shall be liable to the other for any delay or failure to perform caused by an event of Force Majeure. "Force Majeure" means events beyond a party's reasonable control, including, without limitation, acts of God, strikes, terrorism, wars, lightning, hurricanes, blizzards, floods, civil disturbances, shortages, unavailability of transmission facilities, and actions of any governmental authority or the NGDC that materially impair a party's ability to perform.

15. **Cash Back Bonus:** In order to redeem any cash back bonus offer, Customer must complete the form listed on Verde's web site, attach a copy of the first monthly bill showing Verde as the natural gas supply company and mail to Verde within six (6) months of the date of the first monthly bill. Customer must have enrolled with Verde directly (not any other supplier) and have an active account with Verde to be eligible. Limit one cash back bonus per customer.

16. **Entire Agreement:** This Agreement sets forth the entire agreement between Customer and Verde and supersedes any oral or written statements made in connection with this Agreement. This Agreement is governed by the laws of the Commonwealth of Pennsylvania.

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Exhibit 5

Proof of compliance with bonding/credit requirements for each NGDC Verde Energy USA
Pennsylvania, LLC is proposing to provide service in

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SECRETARY'S BUREAU



375 North Shore Drive
Suite 600
Pittsburgh PA 15212

www.peoples-gas.com

June 27, 2013

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Thomas FitzGerald
President & CEO
Verde Energy USA Pennsylvania, LLC
101 Merritt 7 Second Floor,
Norwalk, CT 06851

JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Mr. FitzGerald:

This letter serves as notification that Peoples Natural Gas Company does not require Verde Energy USA Pennsylvania, LLC to provide a security or credit enhancement. Our decision is based on the fact that your company is not currently operating, and has no immediate plans to operate, a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas system. However, if in the future your company desires to establish a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas Company system, it may be required to establish a security or credit enhancement based on the terms set forth under Paragraphs 6 and 7 of the Rules and Regulations of The Peoples Natural Gas Company Supplier Tariff.

If you have any questions feel free to contact me at 412-208-6528 or by email at Lynda.W.Petrichevich@peoples-gas.com.

Sincerely,

Lynda W. Petrichevich
Manager, Rates and Regulatory Affairs
Peoples Natural Gas Company LLC



National Fuel

July 1, 2013

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SECRETARY'S BUREAU

Verde Energy USA Pennsylvania, LLC
101 Merritt 7 Second Floor
Norwalk, CT 06851

Attn: Thomas FitzGerald

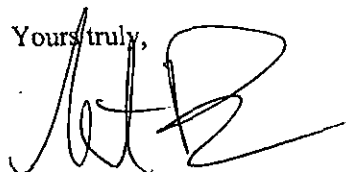
RE: Security Requirement for Verde Energy USA Pennsylvania, LLC

Dear Mr. FitzGerald:

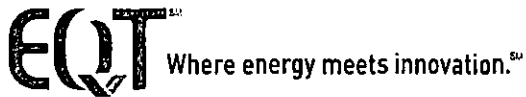
Pursuant to 66 Pa. C. S. § 2208 (c), an applicant for a natural gas supplier license in the Commonwealth of Pennsylvania must furnish security to each utility where the supplier will do business to ensure the financial responsibility of such natural gas supplier. To this end, National Fuel Gas Distribution Corporation ("National Fuel") has performed a credit review and analysis of Verde Energy USA Pennsylvania, LLC ("VEP") and has determined that VEP must post a security deposit in cash, or a form of security acceptable to National Fuel, to operate as a supplier on National Fuel's system.

VEP's security requirement to serve Pennsylvania customers is dependent on the type of transportation service utilized by VEP. There is no Natural Gas Supplier (NGS) security requirement for customers that will be enrolled in National Fuel's Purchase of Receivable (POR) program. As such, VEP will not be required to post security for customers enrolled in the POR program. A security deposit will be required for transportation customers not enrolled in the POR program.

Should you have any questions concerning the above, please contact me at 716-857-7599.

Yours truly,


Nathan E. Barnes
Transportation Services Department



EQT Plaza
625 Liberty Avenue, Suite 1700
Pittsburgh, PA 15222
(412) 395-3915 Fax: (412) 553-7890

RECEIVED

JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Thomas FitzGerald
Verde Energy USA Pennsylvania, LLC
101 Merritt 7
Second Floor
Norwalk, CT 06851

Dear Mr. FitzGerald:

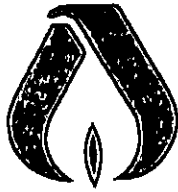
Equitable Gas Company LLC ("Equitable Gas") is aware that Verde Energy USA Pennsylvania, LLC (Verde) is in the process of applying with the Pennsylvania Public Utility Commission to become a gas retail supplier within Equitable Gas' service market.

Since Verde is currently not a pool operator on Equitable Gas' system, Equitable Gas will not require Verde to provide a security or credit enhancement at this time. However, should Verde decide to become a pool operator on Equitable Gas' system and does not meet Equitable Gas' credit requirements, Equitable Gas reserves the right to require proper security.

If you have any questions, please contact Matthew Morris at 412-395-3915.

Sincerely,

Matthew Morris



VALLEY ENERGY

523 S. Keystone Avenue, P.O. Box 340, Sayre, PA 18840
800/998-4427 • 570/888-9664 • FAX 570/888-6199

July 2, 2013

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Mr. Thomas FitzGerald, President & CEO
Verde Energy USA Pennsylvania, LLC
101 Merritt 7, 2nd Floor
Norwalk, CT 06851

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Mr. FitzGerald:

We understand that Verde Energy USA Pennsylvania, LLC has applied with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania including our company's service area.

Because Verde Energy USA Pennsylvania, LLC intends to only provide natural gas aggregating, brokering and consulting services at this time, we have determined that Verde Energy USA Pennsylvania, LLC will not be required to post a bond or other form of financial security instrument to provide these services in our service area. However, if the services provided or failure to meet our requirements for credit worthiness changes in the future, we reserve the right to require security from Verde Energy USA Pennsylvania, LLC as deemed appropriate.

If you have any questions, please contact Mrs. Marjorie Johnston at 570-888-9664.

Sincerely,

Robert J. Crocker
President & CEO

RJC/ss

cc: M. Johnston, Valley Energy



UGI Utilities, Inc.
2525 North 12th Street
Suite 360
Post Office Box 12677
Reading, PA 19612-2677

(610) 796-3400 Telephone

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July 10, 2013

Thomas FitzGerald
President & CEO
Verde Energy USA Pennsylvania, LLC
101 Merritt 7 Second Floor,
Norwalk, CT 06851

JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: UGI Financial Security Requirements

Dear Mr. FitzGerald,

UGI Utilities, Inc. ("UGIU") has reviewed the financial information of Verde Energy USA Pennsylvania, LLC ("Verde"). Based on this review and the requirement that Verde must post security as specified in the UGI Gas ("UGI"), UGI Penn Natural Gas ("PNG") and/or UGI Central Penn Gas ("CPG") Supplier Coordination Tariffs before it serves customers on the UGI, PNG and/or CPG distribution systems, UGIU has determined that Verde has demonstrated adequate creditworthiness to satisfy any costs UGI, PNG and/or CPG may incur in the event they operate as a supplier of last resort due to a default on the part of Verde.

This determination may change in the event there is a material deterioration in Verde's financial condition, if Verde's obligations to UGI, PNG and/or CPG exceed the amount of the financial security provided, if the financial security is withdrawn or is deemed to be null and void or inadequate due to the material financial deterioration of any guarantor, or if Verde fails to abide by the terms and conditions of the UGI, PNG and/or CPG Gas Tariffs and the UGI, PNG and/or CPG Natural Gas Supplier Coordination Tariffs.

Sincerely,

David E. Lahoff
Manager, Rates
UGI Utilities, Inc.



An Exelon Company

July 12, 2013
PECO - Exelon Corporation
Energy Acquisition
2301 Market Street
Philadelphia, PA. 19101

RECEIVED

Thomas FitzGerald
President & CEO
Verde Energy USA Pennsylvania, LLC
101 Merritt 7 Second Floor,
Norwalk, CT 06851

JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Energy Acquisition is providing this notification letter that Verde Energy, USA Pennsylvania, LLC has met the creditworthiness business requirement involved with the Pennsylvania Gas Choice - Low Volume Transportation program, with the receipt of a Parent Surety of \$35,000.00 Guaranty. PECO will hold this surety to cover potential obligations to PECO and other system costs that could result from failure of a Supplier to meet its competitive Natural Gas Supply service delivery obligations.

Please note, although the creditworthiness requirements were met, as referenced within Section 7.13 (Creditworthiness of a Natural Gas Supplier (NGS) Serving Low Volume Transportation Customers) of the Gas Service Tariff, PECO has the right to re-assess the creditworthiness of the company if PECO has any reason to suspect a change in the marketer's financial condition.

If you should have any questions regarding this matter, please contact the Electric & Gas Choice Hotline at 215-841-3700.

Sincerely,

A handwritten signature in cursive script that reads "Carol Reilly".

Carol Reilly
Manager
Energy Acquisition

Exhibit 6

Verde Energy USA Pennsylvania, LLC's chief officers including names and their professional resumes

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Managerial Competency

Verde Energy USA Pennsylvania, LLC is led by a team of executives who have significant experience with operating successful businesses across many industries including the retail energy and natural gas supply industry.

Management Team:

- Thomas FitzGerald, President and Chief Executive Officer, Verde Energy USA Group of Companies which include: Verde Energy USA Holdings LLC, Verde Energy USA, Inc., Verde Energy USA New Jersey, LLC, Verde Energy USA Pennsylvania, LLC, Verde Energy USA Illinois, LLC, Verde Energy USA Ohio, LLC, Verde Energy USA Maryland, LLC, Verde Energy USA Trading, LLC, Verde Energy USA Solutions, LLC, Verde Energy USA New York, LLC, and Verde Energy USA Massachusetts, LLC
- Lance Lundberg, Board of Directors - Chairman, Verde Energy USA Group of Companies
- Anthony Menchaca, Chief Marketing Officer, Verde Energy USA Group of Companies

Name:	Thomas FitzGerald	Anthony Menchaca	Lance Lundberg
Position:	President &CEO	Chief Marketing Officer	Chairman
Address:	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851	101 Merritt 7 Second Floor Norwalk, CT 06851
Phone:	203-663-5701	203-663-5702	203-663-570

<i>Thomas FitzGerald, President and Chief Executive Officer, Verde Energy USA Group of Companies</i>			
Company	Title	Dates	Job Description
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	President and Chief Executive Officer	2009- Present	Founder of Verde group of companies operating across four jurisdictions, approves all major business decisions
LifeMed Media, Inc. d/b/a dLife www.dlife.com	Financial Advisor	2005 - 2010	Raised initial startup capital and two additional rounds of equity totaling \$18MM. Provided financial and CFO advisory services.
TnT Expense Management (A Vodafone Company) www.tntem.com	Board of Director	2006 - 2010	Provided governance and business oversight .
ArmorStruxx	Financial Advisor	2007 - 2008	Raised initial startup capital of

www.armorstruxx.com			\$5MM. Provided financial and CFO advisory services.
Goodrich Capital/Accrete Partners	Managing Director	2003 - 2009	Provided investment banking advisory services to buy/sell side clients. Managed transaction volume of over \$500MM.
Home-Link Services, Inc.	Chief Financial Officer	2002-2003	Recruited by private equity investors to turnaround distressed company and evaluate strategic alternatives which ultimately lead to the sale of the company's assets
BrandDirect Marketing, Inc.	Chief Financial Officer	1999-2002	Led successful turnaround of the company, which resulted in revenue growth of 42% (\$30 million) and improved net income by more than \$63 million in 2001
Engelhard Corporation (a BASF company)	Director of Corporate Audit	1998-1999	Recruited to startup and lead the audit and security functions in support of its global risk assessment and mitigation strategies. Principal

			responsibilities included identifying, monitoring, and mitigating business risks worldwide, ensuring the adequacy of the system of internal controls and integrity of its financial statements.
The Dun & Bradstreet Corporation/ ACNielsen/ RH Donnelley	Vice President, Financial Planning & Control	1985- 1998	Gained international business experience through mentored finance career and promotions with increasing responsibilities across multiple industries and business environments,
Total Experience: 28 years			

<i>Lance Lundberg, Board of Directors - Chairman, Verde Energy USA Group of Companies</i>			
Company	Title	Dates	Job Description
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	Chairman	2009 – Present	Chairman of The Board
Icon International	Founder and Chairman	1986 - 2002	Founded Icon a global corporate trading firm engaged in the business of helping corporations restructure sub-par assets. Sold Icon to Omnicom Group, a publicly traded media

			holding company
iSolve Incorporated	Founder and Chairman		Secured initial and secondary funding totaling \$40 million from various investors. Assembled senior management team that created the first full-service B2B e-commerce marketplace for managing surplus inventory and excess assets, using corporate barter as a settlement option
Total Experience: 27 years			

<i>Anthony Menchaca, Chief Marketing Officer, Verde Energy USA Group of Companies</i>			
Company	Title	Dates	Job Description
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	Chief Marketing Officer	2009 - Present	Responsible for customer service, marketing and sales functions
	Angel Investor and Advisor	2000-2009	Led angel round investment in four start-up companies in 2000 and 2001; Ran one of the four companies, Media Space Solutions, for 19 months during initial start-up and continues to serve in an active role as Chairman
Main Street Direct	Managing Director	2003-2007	Assisted two founders with overall management of \$30 million plus revenue direct marketing

			company
TnT Expense Management	Board Member/ Advisor	2006-2009	Assists Chief Executive Officer with monthly review of business performance and development of growth strategies
Clarus Marketing Group	Board Member/ Advisor	2006-2009	Assists Chief Executive Officer with monthly review of business performance and development of growth strategies
Cendant Corporation	Executive VP of Operations	1985-2000	Developed company's internal operations and call centers which totaled 12 centers with over 3,000 employees; Direct management responsibility for approximately half of overall business units
Total Experience = 26 years			

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JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit 8

Copies of Federal energy licenses currently held by Verde Energy USA, Inc.

FEDERAL ENERGY REGULATORY COMMISSION
Washington, D.C. 20426

In Reply Refer To:
Verde Energy USA, Inc.
Docket Nos. ER09-1423-001 and
ER09-1423-002
September 15, 2009

Ms. Grace S. Kurdian, Esq.
Attorney for Verde Energy USA, Inc.
McCarter & English, LLP
245 Park Avenue, 27th Floor
New York, New York 10167

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JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Reference: Market-Based Rate Authorization

Dear Ms. Smith:

On July 10, 2009, as amended on August 28, 2009 you filed on behalf of Verde Energy USA, Inc. (Verde Energy) an application for market-based rate authority with an accompanying rate schedule. The proposed market-based rate schedule provides for the sale of energy, capacity, and ancillary services at market-based rates.¹ Verde Energy requests waivers commonly granted to similar market-based rate applicants.

Your filing was noticed on July 14, 2009 and August 31, 2009 with comments, protests or interventions due on or before July 31, 2009 and September 4, 2009. None was filed.

Pursuant to the authority delegated to the Director, Division of Tariffs and Market Development - West, under 18 C.F.R. § 375.307, your submittal filed in the referenced

¹ Verde Energy requests authorization to sell ancillary services in the markets administered by PJM Interconnection, L.L.C. (PJM), New York Independent System Operator, Inc. (NYISO), ISO New England Inc. (ISO-NE), and California Independent System Operator Corp. (CAISO). In addition, the market-based rate tariff provides for the sale of ancillary services in the market administered by the Midwest Independent Transmission System Operator, Inc. (Midwest ISO). *See Midwest Independent Transmission System Operator, Inc.*, 123 FERC ¶ 61,297 at P 46 (2008). Verde Energy also requests authorization to engage in the sale of certain ancillary services as a third-party provider in other markets.

docket is accepted for filing,² effective September 14, 2009, as requested. Based on your representations, Verde Energy meets the criteria for a Category 1 seller in all regions and is so designated.³

You state that Verde Energy is located in Connecticut, and intends to act as a power marketer. You further represent that Verde Energy has no parent company or affiliates relevant to this application. Further, you affirmatively state that Verde Energy has not erected barriers to entry and will not erect barriers to entry into the relevant market.

You state that Verde Energy does not own any generation asset and is not affiliated with any transmission facilities. You further state that Verde Energy is not affiliated with any franchised public utilities and raises no other vertical market power concerns. Therefore, you state that Verde Energy satisfies the requirements for status as a Category 1 seller.

Market-Based Rate Authorization

The Commission allows power sales at market-based rates if the seller and its affiliates do not have, or have adequately mitigated, horizontal and vertical market power.⁴

Based on your representations, Verde Energy's submittal satisfies the Commission's requirements for market-based rate authority regarding horizontal and vertical market power.

Verde Energy's request for waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16 is granted. Verde Energy's request for waiver of Part 41, Part 101, and Part 141 of the Commission's regulations concerning accounting and reporting requirements is granted.⁵ Notwithstanding the waiver of the

² FERC Electric Tariff, Original Volume No. 1, Substitute Original Sheet No. 1 and Original Sheet No. 2.

³ *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at P 848-50, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009).

⁴ Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 62, 399, 408, 440.

⁵ *Citizens Energy Corp.*, 35 FERC ¶ 61,198 (1986); *Citizens Power and Light*

accounting and reporting requirements here, Verde Energy is expected to keep its accounting records in accordance with generally accepted accounting principles.

Verde Energy requests blanket authorization under Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability. A separate notice was published in the Federal Register establishing a period during which protests could be filed. None was filed. Verde Energy is authorized to issue securities and assume obligations or liabilities as guarantor, indorser, surety, or otherwise in respect of any security of another person; provided that such issue or assumption is for some lawful object within the corporate purposes of Verde Energy, compatible with the public interest, and reasonably necessary or appropriate for such purposes.⁶

Verde Energy must file electronically with the Commission Electric Quarterly Reports.⁷ Verde Energy further must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority in accordance with Order No. 697.⁸

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, or practice affecting such rate or service provided for in the filed documents; nor shall such action be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such acceptance is without prejudice to any findings or orders which have been or may hereafter be made by the Commission in any proceeding now pending or hereafter instituted by or against any of the applicant(s).

Corp., 48 FERC ¶ 61,210 (1989) (*Citizens Power*); *Enron Power Marketing, Inc.*, 65 FERC ¶ 61,305 (1993), *order on reh'g*, 66 FERC ¶ 61,244 (1994) (*Enron*).

⁶ *Citizens Power*, 48 FERC ¶ 61,210; *Enron*, 65 FERC ¶ 61,305.

⁷ *Revised Public Utility Filing Requirements*, Order No. 2001, FERC Stats. & Regs. ¶ 31,127, *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reh'g denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filing*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing filing*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003). Attachments B and C of Order No. 2001 describe the required data sets for contractual and transaction information. Public utilities must submit Electric Quarterly Reports to the Commission using the EQR Submission System Software, which may be downloaded from the Commission's website at <http://www.ferc.gov/docs-filing/eqr.asp>.

⁸ *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, FERC Stats. & Regs. ¶ 31,175, *order on reh'g*, 111 FERC ¶ 61,413 (2005); 18 C.F.R. § 35.42 (2009).

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R § 385.713.

Questions regarding the above order should be directed to:

Federal Energy Regulatory Commission
Attn: Michelle Barnaby
Phone: (202) 502-8407
Office of Energy Market Regulation
888 First Street, N.E.
Washington, D.C. 20426

Sincerely,

Steve P. Rodgers, Director
Division of Tariffs and Market
Development - West

FEDERAL ENERGY REGULATORY COMMISSION
Washington, D.C. 20426

OFFICE OF ENERGY MARKET REGULATION

In Reply Refer To:
Verde Energy USA New York, LLC
Docket No. ER12-2071-002

August 1, 2012

Mr. Stephen J. Humes
Attorney for Verde Energy USA New York, LLC
Holland & Knight LLP
31 West 52nd Street
New York, New York 10019

Reference: Market-Based Rate Authorization

Dear Mr. Humes:

On June 20, 2012, as amended on June 25, 2012 and June 27, 2012, you filed on behalf of Verde Energy USA New York, LLC (Verde NY) an application for market-based rate authority with an accompanying tariff. The proposed market-based rate tariff provides for the sale of energy, capacity, and ancillary services at market-based rates.¹ Verde NY requests waivers commonly granted to similar market-based rate applicants.

Your filings were noticed on June 21, 2012, June 26, 2012, and June 27, 2012, with comments, protests or interventions due on or before July 11, 2012, July 16, 2012, and July 18, 2012, respectively. None were filed.

Pursuant to the authority delegated to the Director, Division of Electric Power Regulation - West, under 18 C.F.R. § 375.307, your submittal filed in the referenced docket is accepted for filing, effective July 31, 2012, as requested. Based on your

¹ Verde NY requests authorization to sell ancillary services in the markets administered by PJM Interconnection, L.L.C. (PJM), New York Independent System Operator, Inc. (NYISO), ISO New England Inc. (ISO-NE), California Independent System Operator Corp. (CAISO), and Midwest Independent Transmission System Operator, Inc. (MISO). Verde NY also requests authorization to engage in the sale of certain ancillary services as a third-party provider in other markets.

representations, Verde NY meets the criteria for a Category 1 seller in all regions and is so designated.²

You state that Verde NY is located in Norwalk, Connecticut, and intends to act as a power marketer. You further represent that Verde NY is wholly owned by Verde Energy USA Holdings, LLC, and is not affiliated with any entity that owns or controls generation or transmission facilities. Further, you affirmatively state that Verde NY has not erected barriers to entry and will not erect barriers to entry into the relevant market.

You state that Verde NY meets all of the Category 1 seller criteria in all regions because it and its affiliates own or control less than 500 MW of generation in aggregate in each region, it is not affiliated with any entity that owns or controls transmission facilities, it is not affiliated with any franchised public utilities, and it does not raise any other vertical market power issues.

Market-Based Rate Authorization

The Commission allows power sales at market-based rates if the seller and its affiliates do not have, or have adequately mitigated, horizontal and vertical market power.³

Based on your representations, Verde NY's submittal satisfies the Commission's requirements for market-based rates regarding horizontal and vertical market power.

Verde NY's request for waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16 is granted. Verde NY's request for waiver of Part 41, Part 101, and Part 141 of the Commission's regulations concerning accounting and reporting requirements is granted with the exception of 18 C.F.R. §§ 141.14 and 141.15.⁴ Notwithstanding the waiver of the accounting and reporting requirements here,

² *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at P 848-50, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305 (2010), *aff'd sub nom. Montana Consumer Counsel v. FERC*, 659 F.3d 910 (9th Cir. 2011), *cert. denied sub nom. Public Citizen, Inc. v. FERC*, 2012 U.S. LEXIS 4820 (U.S. June 25, 2012).

³ Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 62, 399, 408, 440.

⁴ *Citizens Energy Corp.*, 35 FERC ¶ 61,198 (1986); *Citizens Power and Light Corp.*, 48 FERC ¶ 61,210 (1989) (*Citizens Power*); *Enron Power Marketing, Inc.*, 65

Verde NY is expected to keep its accounting records in accordance with generally accepted accounting principles.

Verde NY requests blanket authorization under Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability. A separate notice was published in the Federal Register establishing a period during which protests could be filed. None was filed. Verde NY is authorized to issue securities and assume obligations or liabilities as guarantor, indorser, surety, or otherwise in respect of any security of another person; provided that such issue or assumption is for some lawful object within the corporate purposes of Verde NY, compatible with the public interest, and reasonably necessary or appropriate for such purposes.⁵

Verde NY must file electronically with the Commission Electric Quarterly Reports.⁶ Verde NY further must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority in accordance with Order No. 697.⁷

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, or practice affecting such rate or service provided for in the filed documents; nor shall such action be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such acceptance is without prejudice to any findings or orders which have been or may hereafter be made by the Commission in any proceeding now pending or hereafter instituted by or against any of the applicant(s).

FERC ¶ 61,305 (1993), *order on reh'g*, 66 FERC ¶ 61,244 (1994) (*Enron*).

⁵ *Citizens Power*, 48 FERC ¶ 61,210; *Enron*, 65 FERC ¶ 61,305.

⁶ *Revised Public Utility Filing Requirements*, Order No. 2001, FERC Stats. & Regs. ¶ 31,127, *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reh'g denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filing*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing filing*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003). Attachments B and C of Order No. 2001 describe the required data sets for contractual and transaction information. Public utilities must submit Electric Quarterly Reports to the Commission using the EQR Submission System Software, which may be downloaded from the Commission's website at <http://www.ferc.gov/docs-filing/eqr.asp>.

⁷ *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, FERC Stats. & Regs. ¶ 31,175, *order on reh'g*, 111 FERC ¶ 61,413 (2005); 18 C.F.R. § 35.42 (2012).

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R § 385.713.

Questions regarding the above order should be directed to:

Federal Energy Regulatory Commission
Attn: Debra Irwin
Phone: (202) 502-6253
Office of Energy Market Regulation
888 First Street, N.E.
Washington, D.C. 20426

Sincerely,

Steve P. Rodgers, Director
Division of Electric Power
Regulation - West

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JUL 24 2013

In the Matter of Application of Verde Energy)
USA Pennsylvania, LLC to Offer, Render,)
Furnish, or Supply Natural Gas Supply)
Services to the Public in the Commonwealth)
of Pennsylvania)

Docket No. A-2013-_____ PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**PETITION OF VERDE ENERGY USA PENNSYLVANIA, LLC
FOR CONFIDENTIAL TREATMENT**

Pursuant to 52 Pa. Code § 5.41, Verde Energy USA Pennsylvania, LLC (“Verde PA”) hereby petitions the Pennsylvania Public Utility Commission for relief to protect from disclosure, highly confidential and proprietary information (the “Confidential Information”) related to the business activities of Verde PA. This confidential and proprietary information, which includes a detailed description and explanation of Verde PA’s affiliation and/or ownership interest between Verde PA and its affiliates, Verde PA’s technical fitness, as well as financial information, company confidential agreements, confidential proposed staffing and employee training commitments and business plan, is being provided as a required part of Verde PA’s application to become a Natural Gas Supplier (“Application”).

The Confidential Information provided by Verde PA contains confidential and proprietary financial and commercially sensitive information, including non-public financial data. Because of the sensitivity of the Confidential Information, Verde PA proposes that the Commission approve the attached Protective Order.

The Confidential Information contains information that is customarily treated as confidential, proprietary, and sensitive information, not available to the public, and that Verde PA has used its best efforts to maintain as secret. Public dissemination of this Confidential Information would subject Verde PA to risk of competitive disadvantage or other business injury.

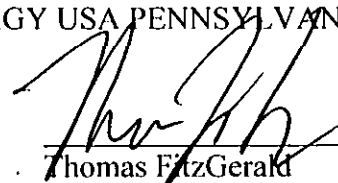
A Protective Order is warranted in this matter.

WHEREFORE, for the reasons described herein, Verde PA requests that the Commission grant this Petition. Attached to this Petition are (i) the Affidavit of Thomas FitzGerald in Support of Verde PA's Petition for Protective Order and (ii) Verde PA's proposed Protective Order.

Respectfully submitted,

VERDE ENERGY USA PENNSYLVANIA, LLC

By:



Thomas FitzGerald
101 Merritt 7, Second Floor
Norwalk, CT 06851
Telephone: 203-663-5701
tfitzgerald@verdeenergyusa.com

Chief Executive Officer

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JUL 24 2013

In the Matter of Application of Verde Energy)
USA Pennsylvania, LLC to Offer, Render,) Docket No. A-2013-_____
Furnish, or Supply Natural Gas Supply)
Services to the Public in the Commonwealth)
of Pennsylvania)

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**AFFIDAVIT OF THOMAS FITZGERALD IN SUPPORT OF
VERDE ENERGY USA PENNSYLVANIA, LLC's PETITION
FOR CONFIDENTIAL TREATMENT**

The undersigned, being duly sworn, deposes and says:

1. I am over the age of eighteen and understand the obligations of making statements under oath. The following statements are true to the best of my knowledge and belief.

2. My name is Thomas FitzGerald. I am Chief Executive Officer of Verde Energy USA Pennsylvania, LLC ("Verde PA").

3. I submit this affidavit in support of Verde PA's Petition for Protective Order ("Petition") concerning confidential information provided in connection with Verde PA's application to become a Natural Gas Supplier. As set forth in the Petition, Verde PA seeks protected treatment of certain confidential, proprietary, and highly sensitive information, included in Attachment 2 to the Application, namely, Verde PA's detailed description and explanation of the affiliation and/or ownership interest between Verde PA and its affiliates, in Attachment 4 to the Application, namely, Verde PA's organizational structure, financial information and a description of the types and amounts of insurance carried by Verde PA, in Attachment 7 to the Application, namely, Verde PA's technical fitness and its relationship with different partners, and in Attachment 9 to the Application, namely Verde PA's proposed staffing and employee training commitments and business plan ("Confidential Information"). To the

extent that required information arises with regard to this Confidential Information, Verde PA would deem such information as Confidential Information subject to protection.

4. The Confidential Information contains valuable, highly-sensitive, proprietary information concerning Verde PA's non-public financial statements, projections and related information.

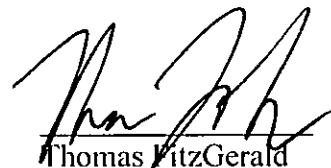
6. The Confidential Information provided by Verde PA is customarily treated as confidential, proprietary, and market-sensitive information.

7. Verde PA has used its best efforts to maintain the Confidential Information as secret information, not to be disclosed to the general public.

8. Public dissemination of this Confidential Information would subject Verde PA to risk of competitive disadvantage and to other business injury.

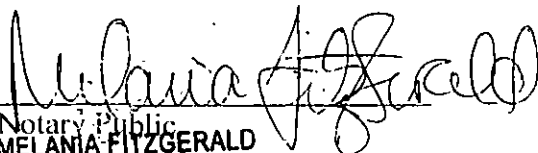
9. Disclosure of the Confidential Information would seriously and adversely affect Verde PA's competitive interests in Pennsylvania.

11. Verde PA requests that the Public Utility Commission enter a Protective Order to ensure that the Confidential Information is provided under seal, guarded, and not subject to public disclosure.



Thomas FitzGerald
Chief Executive Officer
Verde Energy USA Pennsylvania, LLC

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 24 DAY OF July, 2013.



Notary Public
MELANIA FITZGERALD
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 8/31/2016

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JUL 24 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

In the Matter of Application of Verde Energy)
USA Pennsylvania, LLC to Offer, Render,) Docket No. A-2013-_____
Furnish, or Supply Natural Gas Supply)
Services to the Public in the Commonwealth)
of Pennsylvania)

**PROTECTIVE ORDER CONCERNING
VERDE ENERGY USA PENNSYLVANIA, LLC'S
PROVISION OF CONFIDENTIAL AND PROPRIETARY INFORMATION**

WHEREAS, Verde Energy USA Pennsylvania, LLC ("Verde PA") is providing information to the Pennsylvania Public Utility Commission in its application to become a Natural Gas Supplier ("Confidential Information"), which information would, in the opinion of the Verde PA, result in the disclosure of commercially and competitively sensitive, confidential and proprietary information.

NOW, THEREFORE, IT IS HEREBY ORDERED, that the following procedure is to be adopted for the protection of the Confidential Information provided by Verde PA:

1. Any Confidential Information provided by Verde PA, whether in documentary, electronic, or other form, shall be identified as follows: stamped "Confidential" and will be governed by the terms of this Protective Order ("the Order"). The Order is applicable to all such Confidential Information, whether it is in the form of documents, data, testimony, studies, or otherwise.

2. All Confidential Information made available pursuant to this Order shall be given only to Commissioners and staff of the Commission, upon execution of the Acknowledgement referenced at the end of the Order. Consultants retained by the Commission shall also be provided with the Confidential Information upon their becoming Signatories to the Order ("Signatories"). Upon a showing of good cause, the Commission may place additional

restrictions upon the access to Confidential Information given to certain parties, intervenors and interested persons.

3. Commissioners and staff of the Commission are bound by the terms of the Order. All signatories to this Protective Order agree to be bound by its terms and shall not use or disclose the Confidential Information except for purposes of this Application. All persons granted access to the Confidential Information shall neither use nor disclose the Confidential Information for purposes of business or competition, or for any other purpose, other than the purpose of preparation for and conduct of this Application solely as contemplated herein and shall in good faith take all reasonable precautions to keep the Confidential Information secure in accordance with the purposes and intent of the Order.

4. Any Confidential Information made available pursuant to the Order shall be part of the record in this Application, subject to the same relevancy and other evidentiary considerations as non-confidential information.

THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

DATED:
By: _____
Commissioner

REVIEWED AND ACKNOWLEDGED:

The undersigned hereby acknowledges that he or she has reviewed this Protective Order, and hereby agrees to abide by the terms thereof, in exchange for receipt of the Confidential Information from Verde Energy USA Pennsylvania, LLC.

RECIPIENT: _____

REPRESENTING:

DATE: _____

RECIPIENT: _____

REPRESENTING: _____

DATE: _____

RECIPIENT: _____

REPRESENTING: _____

DATE: _____

ORIGIN ID:BDRA (203) 849-6083
VERDE ENERGY USA, INC.

101 MERRITT 7

NORWALK, CT 06851059
UNITED STATES US

SHIP DATE: 24 JUL 13
ACTWT: 2.4 LB
CAD: /OFFC1400
DIMS: 0x0x0 IN

BILL SENDER

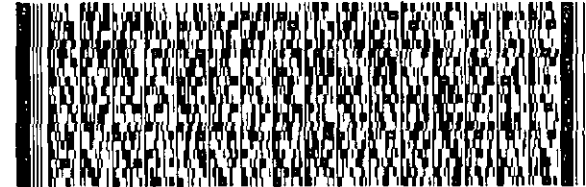
TO SECRETARY OF THE COMMISSION
PENN PUBLIC UTILITY COMMISSION
400 NORTH ST
2ND FL, RM N201
HARRISBURG PA 17120

(000) 000-0000

REF:

INV:

DEPT:



TO: PUC SECRETARY BUREAU (PUC)
Agency: PUC
Floor:
External Carrier: FedEx Express

7/25/2013 10:31:13 AM



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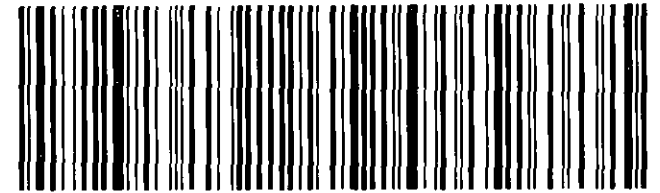


TRK# 8034 6316 7640
0200

THU - 25 JUL 3:00P
STANDARD OVERNIGHT

EN MDTA

17120
PA-US MDT



FedEx Express NEW Package US Airbill

FedEx Tracking Number 8034 6316 7640

Form ID No. 0200

4 Express Package Service to meet location.
NOTE: Service order has changed. Please select carefully.

Next Business Day

- FedEx First Overnight
Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- FedEx Priority Overnight
Next business morning. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- FedEx Standard Overnight
Next business afternoon. Secondary Delivery NOT available.

2 or 3 Business Days

- FedEx 2Day A.M.
Second business morning. Secondary Delivery NOT available.
- FedEx 2Day
Second business afternoon. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- FedEx Express Saver
Third business day. Secondary Delivery NOT available.

5 Packaging *Declared value limit \$500.

- FedEx Envelope* FedEx Pak* FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

- SATURDAY Delivery
NOT available for FedEx Standard Overnight, FedEx 2Day A.M., or FedEx Express Saver.

- No Signature Required
No signature required for delivery.
- Direct Signature
Someone at recipient's address may sign for delivery. Fee applies.
- Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

- No Yes Yes
One box must be checked. All per attached Shipper's Declaration. Shipper's Declaration not required.
- Dry Ice
Dry ice, 9 UN 1845
- Cargo Aircraft Only
- Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

- Enter FedEx Acct. No. or Credit Card No. below. Obtain recip. Acct. No.
- Sender Acct. No. in Section I will be billed. Recipient Third Party Credit Card Cash/Check

Total Packages Total Weight Credit Card Auth.

*Our liability is limited to US\$100 unless you declare a higher value. See the current FedEx Service Guide for details.

644

Express

1 From Date 7/24/13

Sender's Name Notulliu Kratia Phone 203 663 5721

Company Verde Energy USA

Address 101 Merritt 7 Second Floor

City Norwalk State CT ZIP 06851

2 Your Internal Billing Reference

3 To Recipient's Name Secretary of the Commission

Company Pennsylvania Public Utility Commission

Address Commonwealth Keystone Building

Address 400 North St, 2nd Fl, Rm N201

City Harrisburg State PA ZIP 17120



8034 6316 7640

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