

November 21, 2013

VIA UPS

Ms. Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

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NOV 21 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Natural Gas Supplier License Application of Independence Energy Group LLC

Dear Secretary Chiavetta:

Independence Energy Group LLC ("IEG"), a licensed Electric Generation Supplier (License No. A-2011-2262337), submits the enclosed application seeking a natural gas supplier license to serve residential and commercial customers in the service territories of Columbia Gas of PA, Peoples Natural Gas Company and Equitable Gas.

Enclosed please find our completed application form and various attachments including:

- Attachment A – Articles of Incorporation/Certificate of Good Standing/Certificate of Authority;
- Attachment B – Proof of Service to the parties served with a copy of this license application/attachments;
- Attachment C – Sample Disclosure Statement;
- Attachment D – Organizational Structure;
- Attachment E – Parent Company Financial and Credit Information, Balance Sheet & Income Statement, Dunn & Bradstreet Credit Report, Proof of Insurance, Audited Financial Report;
- Attachment F – IEG Officers/Resumes;
- Attachment G – Statement of Managerial and Technical Fitness;
- Attachment H – Compliance Statement;
- Appendix A – Tax Certification Statement;
- Appendix C – Sample Newspaper Ad;
- IEG Affidavits
- A check (No. XXXXX) in the amount of \$XXX for the application fee.

In addition, as noted in question 17. b., IEG is in the process of obtaining the required proof of compliance with the credit requirements for Columbia Gas of PA, Peoples Natural Gas Company and Equitable Gas and we will submit that information as soon as it is available.

Should you have any questions or require additional information, please contact me at 301.509.1508 or via email at lgibbons@nrgenergy.com.

Sincerely,

A handwritten signature in black ink that reads "Leah Gibbons". The signature is written in a cursive style with a large initial "L" and "G".

Leah Gibbons
Director Regulatory Affairs
NRG Retail Northeast

Enclosures



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

Contents of Natural Gas Supplier (NGS) License Application Package

- I. Introduction.
- II. License Application.
- III. Tax Certification Statement (Appendix A).
- IV. Sample Disclosure Statement (Appendix B).
- V. Sample Form of Notice (Appendix C).
- VI. Chapter 56 - Standards and Billing Practices for Residential Utility Service. Available from Fry Communications (717) 766-0211 ext. 339.
- VII. Standards of Conduct (Appendix D).

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Independence Energy Group LLC, for approval to offer, render, furnish, or as a supplier of natural gas services 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:

**Independence Energy Group LLC
3711 Market Street, Suite 1000
Philadelphia, PA 19104
Phone: 877-232-7052
Fax: 866-857-8014**

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.

Independence Energy Group LLC was duly formed as Adagio Energy LLC in the state of Delaware in December 2010. The entity name was updated in Delaware and with the state of Pennsylvania in May 2011. The address is the same as listed above in this application.

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:

**Leah Gibbons
Director Regulatory Affairs
324 Cedar Lane
Rockville, MD 20851
Phone: 301-509-1508
Fax: 832-584-2148**

- 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:

**Leah Gibbons
Director Regulatory Affairs
324 Cedar Lane
Rockville, MD 20851
Phone: 301-509-1508
Fax: 832-584-2148**

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

**Deanne M. O'Dell, Esquire
Eckert Seamans Cherin & Mellot, LLC
213 Market Street, 8th Floor
Harrisburg, 866-857-8014PA 17101
Phone: 717-255-3744
Fax: 717-237-6019**

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SECRETARY'S BUREAU

b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

N/A

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

- The Applicant will be using a fictitious name or doing business as ("d/b/a"):
Independence Energy will be using a fictitious name or d/b/a, but the name has not been determined at this time. Independence Energy will provide the information pertaining to a fictitious name or d/b/a to the Commission as soon as possible.

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

or

- The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

- The Applicant is a sole proprietor.

If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

- The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

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

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

Please see Attachment A - Department of State Filings & Articles of Incorporation

Give name and address of officers.

James Steffes, President
3711 Market Street, Suite 1000,
Philadelphia, PA 19107

Daniel M. Keane, Vice President
211 Carnegie Center
Princeton, New Jersey, 08540

Gary G. Garcia, Vice President & Treasurer
211 Carnegie Center
Princeton, New Jersey, 08540

Paul Ricci, Chief Financial Officer
3711 Market Street, Suite 1000,
Philadelphia, PA 19107

Catherine Sakach, Secretary
3711 Market Street, Suite 1000,
Philadelphia, PA 19107

Stephen Barnes, Vice President
3711 Market Street, Suite 1000,
Philadelphia, PA 19107

Robert P. Thomas, Vice President
300 West 6th St., 16th Floor
Austin, Texas 78701

Lynne P. Wittkamp, Assistant Secretary
211 Carnegie Center
Princeton, New Jersey, 08540

The Applicant is incorporated in the state of Delaware.

Please see Attachment A - Department of State Filings & Articles of Incorporation

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

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

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

The following affiliates are doing business in Pennsylvania. None are jurisdictional public utilities.

- **Energy Plus Holdings LLC (3711 Market Street, Suite 1000, Philadelphia, PA 19104)**
- **Reliant Energy Northeast LLC (1201 Fannin St., Houston, TX 77002)**
- **Green Mountain Energy Company (300 West 6th Street, 9th Floor, Austin, TX 78701)**
- **NRG Energy Center Harrisburg LLC (100 North 10th Street, Harrisburg, PA 17101)**
- **NRG Energy Center Pittsburgh LLC (111 South Commons Ave., Pittsburgh, PA 15212)**

Attachment A
Department of State Filings & Articles of Incorporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

SEPTEMBER 22, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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NOV 21 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

I DO HEREBY CERTIFY THAT,

Independence Energy Group LLC

**Is duly registered as a Foreign Limited Liability Company under the laws of
the Commonwealth of Pennsylvania and remains subsisting so far as the records
of this office show, as of the date herein.**

**I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not
imply that all fees, taxes, and penalties owed to the Commonwealth of
Pennsylvania are paid.**



**IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.**

Carol A. Anello

Secretary of the Commonwealth

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INDEPENDENCE ENERGY GROUP LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2010, AT 2:41 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ADAGIO ENERGY LLC" TO "INDEPENDENCE ENERGY GROUP LLC", FILED THE NINTH DAY OF MAY, A.D. 2011, AT 12:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "INDEPENDENCE ENERGY GROUP LLC".



4915725 8100H

111075341

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9075505

DATE: 10-05-11

Attachment A
Department of State Filings & Articles of Incorporation

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:10 PM 12/20/2010
FILED 02:41 PM 12/20/2010
SRV 101210777 - 4915725 FILE

CERTIFICATE OF FORMATION
OF
ADAGIO ENERGY LLC

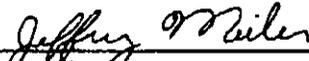
This Certificate of Formation of Adagio Energy LLC (the "*Company*") has been duly executed and is being filed by the undersigned for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act").

FIRST: The name of the Company is Adagio Energy LLC.

SECOND: The registered office of the Company in the State of Delaware and New Castle County shall be 1209 Orange Street, Wilmington, Delaware 19801. The registered agent at such address shall be The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 20 day of December, 2010.

By:


Name: Jeffrey Meiler
Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:36 PM 05/09/2011
FILED 12:23 PM 05/09/2011
SRV 110509213 - 4915725 FILE

Attachment A
Department of State Filings & Articles of Incorporation

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF FORMATION OF
ADAGIO ENERGY LLC

This Certificate of Amendment to the Certificate of Formation of ADAGIO ENERGY LLC (the "Company") has been duly executed and is being filed by the undersigned authorized person pursuant to 6 Del. C. § 18-202.

1. The Certificate of Formation of the Company is hereby amended by deleting Paragraph FIRST thereof in its entirety, and by substituting in lieu thereof a new Paragraph FIRST to read as follows:

FIRST: The name of the Company is Independence Energy Group LLC.

IN WITNESS WHEREOF, the sole member has duly executed this Certificate of Amendment to the Certificate of Formation as of May 9, 2011.

ADAGIO ENERGY LLC

by its sole member:
ENERGY PLUS HOLDINGS LLC
a Delaware limited liability company

By: Kevin Kleinschmidt
Name: Kevin Kleinschmidt
Title: President

Attachment A
Department of State Filings & Articles of Incorporation

WRITTEN CONSENT OF THE SOLE MEMBER OF
ADAGIO ENERGY LLC

THE UNDERSIGNED, being the sole member of Adagio Energy LLC (the “**Company**”), a Delaware limited liability company, in accordance with the applicable provisions of the Delaware Limited Liability Company Act and the Limited Liability Company Operating Agreement of the Company dated December 20, 2010 (the “**Operating Agreement**”), hereby consents to, approves and adopts the following resolutions. Capitalized terms not defined herein have the meaning set forth in the Operating Agreement.

WHEREAS, the Company desires to change its name to Independence Energy Group LLC.

NOW, THEREFORE, BE IT:

RESOLVED, that Article FIRST of the Company’s Certificate of Formation be amended to read in its entirety as follows:

“FIRST: The name of the Company is Independence Energy Group LLC.”

; and be it

FURTHER RESOLVED, that the sole member of the Company be and hereby is authorized to certify and execute the amendment to the Certificate of Formation (“**Amendment**”), and to cause the Amendment to be filed with the Secretary of State of the State of Delaware, and to do all other acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect such Amendment; and be it

FURTHER RESOLVED, that the Operating Agreement be amended to change the name of the Company to “Independence Energy Group LLC” pursuant to that certain First Amendment, in the substantially the form and substance presented to the sole member (the “**First Amendment**”); and be it

FURTHER RESOLVED, that the sole member be and hereby is authorized to execute the First Amendment, and to do all other acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect such Amendment; and be it

FURTHER RESOLVED, that any the sole member be and hereby is authorized to take all action necessary or desirable to notify the Internal Revenue Service of the change of name of the Company to Independence Energy Group LLC; and be it

FURTHER RESOLVED, that any the sole member be and hereby is authorized, empowered and directed on behalf of the Company, in the Company’s name and on its behalf, to perform all such acts and execute, deliver and file all such agreements, documents and instruments, and pay any and all fees and expenses in connection therewith, as he or she shall deem necessary, desirable or appropriate to effectuate the intent and purposes of the foregoing

Attachment A
Department of State Filings & Articles of Incorporation

resolutions and the transactions contemplated thereby, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and be it

FURTHER RESOLVED, that any and all actions of the sole member of the Company taken prior to the date hereof to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority, are hereby ratified, approved and confirmed in all respects.

[signature page follows]

Attachment A
Department of State Filings & Articles of Incorporation

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member effective as this 9 day of May, 2011.

ENERGY PLUS HOLDINGS LLC
a Delaware limited liability company

By: 
Name: Kevin Kleinschmidt
Title: President

- Does the Applicant have any affiliation with or ownership interest in:
- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
 - (b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
 - (c) any Pennsylvania natural gas producer and/or marketer,
 - (d) any natural gas wells or
 - (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

Parts a, c, d, e – No

Part b – Yes:

**Independence Energy Group LLC (licensed electric generation supplier and gas applicant):
Wholly owned subsidiary of Energy Plus Holdings LLC, which in turn is a wholly owned subsidiary of NRG Energy, Inc.**

**Energy Plus Holdings LLC (licensed electric generation supplier):
Wholly owned Subsidiary of NRG Energy, Inc.**

**Reliant Energy Northeast LLC (licensed electric generation supplier):
Wholly owned subsidiary of NRG Energy, Inc.**

**Green Mountain Energy Company (licensed electric generation supplier):
Wholly owned subsidiary of NRG Energy, Inc.**

- Provide specific details concerning the affiliation and/or ownership interests involving:
- (a) any natural gas producer and/or marketers, **N/A**
 - (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources. **Please see above**

- Provide the Pa PUC Docket Number if the applicant has ever applied:
- (a) for a Pennsylvania Natural Gas Supplier license, or **N/A**
 - (b) for a Pennsylvania Electric Generation Supplier license.
Independence Energy is licensed by the PA PUC: A-2011-226337

- 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.

Following is information on predecessors of two affiliates. Neither was a jurisdictional public utility.

On November 21, 2011, Energy Plus Natural Gas LP made a non-substantive change to its corporate structure. Specifically, Energy Plus Natural Gas LP converted from a Delaware limited partnership to a Delaware limited liability company. In connection with the conversion, Energy Plus Natural Gas LP changed its name to "Energy Plus Natural Gas LLC" to reflect the fact that the company is now an LLC. Energy Plus Natural Gas LLC stepped into the shoes of Energy Plus Natural Gas LP and assumed all of the limited partnership's rights and responsibilities. Energy Plus Natural Gas LP operated at the same address and phone number shown above.

Green Mountain Energy Company is a successor in interest to Green Mountain Energy Resources, L.L.C. Green Mountain Energy Resources, L.L.C. merged into Green Mountain Energy Company in June 1999, with Green Mountain Energy Company the surviving entity. Green Mountain Energy Resources' address was 55 Green Mountain Drive, South Burlington, VT 05403.

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.)
Independence Energy is a licensed EGS: A-2011-226337

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.

Independence Energy intends to supply natural gas to retail customers in the Commonwealth of Pennsylvania

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

**Independence Energy intends to offer the above services in the following utility territories:
Columbia Gas of Pennsylvania, Equitable Gas, and Peoples Natural Gas Company**

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 **February 1, 2014** (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: **Please see Attachment B – Proof of Service**

| | |
|---|---|
| <p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p> | <p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p> |
| <p>UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p> | <p>Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p> |
| <p>Peoples TWP LLC (Formerly T. W. Phillips) Andrew Wachter 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 724.431.4935 FAX: 724.287.5021 email: Andrew.Wachter@peoplestwp.com</p> | <p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p> |
| <p>UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p> | <p>Equitable Gas Company Jason Dalton 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3266 FAX: 412.395.3166</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.

rgy, Inc.

7101

TX 77002

Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

Attachment B

Proof of Service

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

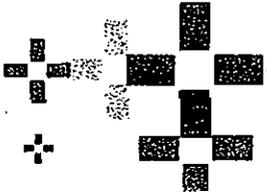
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rgy, Inc.
in
TX 77002

Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

Attachment B

Proof of Service

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11/21/2013
US POSTAGE

FIRST-CLASS MAIL

\$03.12⁰



ZIP 77002
041L11227383

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA

17128-0946



Energy, Inc.
Houston, TX 77002

Independence Energy Group LLC
Natural Gas Supplier Licensing Application - Public Attachments

Attachment B
Proof of Service

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11/21/2013

FIRST-CLASS MAIL

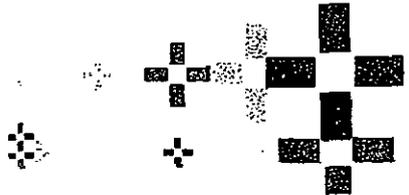
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ZIP 77002
041L11227383

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



Energy, Inc.
Houston, TX 77002

Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

Attachment B

Proof of Service

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11/21/2013

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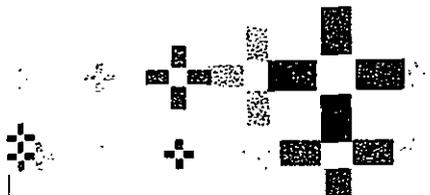
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Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120



ergy, Inc.
inin
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Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

Attachment B
Proof of Service

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11/21/2013
US POSTAGE

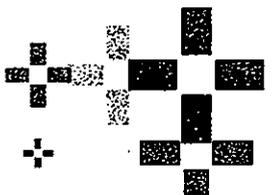
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ZIP 77002
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William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101



rgy, Inc.
in
TX 77002

Independence Energy Group LLC
Natural Gas Supplier Licensing Application -- Public Attachments

Attachment B
Proof of Service

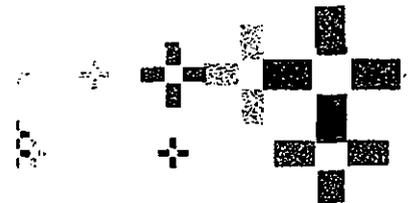
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ZIP 77002
041L11227383

Equitable Gas Company
c/o Jason Dalton
225 North Shore Drive
Pittsburgh, PA 15212-5352



gy, Inc.
in
TX 77002

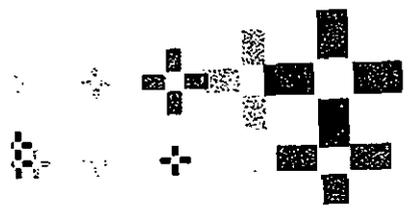
Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

Attachment B
Proof of Service

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11/21/2013
US POSTAGE

FIRST-CLASS MAIL
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ZIP 77002
041L11227383

Peoples Natural Gas Company LLC
c/o Lynda Petrichevich
375 North Shore Dr., Suite 600
Pittsburgh, PA 15212



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.
Please see Attachment H - Compliance.
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.
- | | |
|--|---|
| <p>Marion Stabile, Director Customer Care 3711 Market Street, Suite 1000 Philadelphia, PA 19104 Phone: 267-295-5533 Fax: 866-857-0792</p> | <p>Mike Bair, Director Customer Service Operations 3711 Market Street, Suite 1000 Philadelphia, PA 19104 Phone: 267-298-2752 Fax: 866-857-0792</p> |
|--|---|
- 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 Attachment C – Sample Disclosure Statement.
- 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 Attachment C – Sample Disclosure Statement.
17. **FINANCIAL FITNESS:**
- A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
Please see Attachment D – Organizational Structure
 - Published parent company financial and credit information.
Please see Attachment E – Financial 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.
Please see Attachment E – Financial Information
 - 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.
Please see Attachment E – Financial Information
 - 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.
Please see Attachment E – Financial Information
 - Audited financial statements
Please see Attachment E – Financial Information
 - Such other information that demonstrates Applicant's financial fitness.
Please see Attachment E – Financial Information

ATTACHMENT C
Sample Disclosure Statement
INDEPENDENCE ENERGY GROUP LLC
Disclosure Statement

This is an agreement between Independence Energy Group LLC ("IEG") and you, the customer ("you" or "Customer") for the sale and purchase of natural gas ("Agreement"). This Disclosure Statement may also be referred to as the "Terms of Service". Generally, the words "you" and "your" refer to the Customer and "we" and "us" refer to IEG, unless clearly stated otherwise. IEG agrees to sell and you agree to purchase all of your natural gas requirements for the account(s) listed in your Welcome Confirmation (your welcome letter or email). You agree to appoint IEG as your agent to acquire the necessary supplies to meet your natural gas needs as required by your natural gas distribution company ("NGDC"). This Agreement is for natural gas service only. Your GDC, and not IEG, will continue to be solely responsible for the delivery of natural gas to your locations through its transmission and distribution facilities.

Background

IEG is licensed by the Pennsylvania Public Utility Commission (PUC) to offer and supply natural gas service in Pennsylvania. Our PUC license number is A-2013-XXXXXXX. We set the natural gas supply prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates the interstate pipeline prices and services.

Right to Rescind - You may rescind this Agreement at any time before midnight of the third business day after receiving this Agreement and Disclosure Statement ("Rescission Period"). You may rescind by contacting IEG by telephone at 1-855-500-8702.

Definitions

Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.

Terms

1. Basic Service Prices: The fixed supply price that applies to the first [contract term (XX)] monthly billing cycles for your natural gas supply service is \$X.XX/ccf. At the end of the [contract term (XX)] month period, this fixed supply price will expire. Thereafter, you will be charged a variable supply price that is subject to change each billing cycle based on many different factors, including our cost to purchase natural gas, capacity, storage, nominating balancing, transportation to the Delivery Point, and agency services; plus all applicable taxes, charges, costs, expenses and margins. The promotional and variable supply prices may be higher than your NGDC's supply rate. IEG does not guarantee any savings over the NGDC's rates for the entire term of this Agreement. The fixed supply price and variable supply prices include natural gas supply and transportation charges and estimated total state tax and do not include State Sales tax and county tax or any NGDC distribution or delivery charge or other NGDC fee or charge. Current and historical prices should not be taken as a guarantee of future prices.

2. Length of Agreement: IEG will begin to provide natural gas service to you beginning on the first regularly scheduled meter read date that occurs after your NGDC has switched your account to us (which will not be before the expiration of your three (3)-day right of rescission) and continuing until either you or IEG cancels service under this agreement as provided in Section 5 below.

3. Special Terms and Conditions: Rewards Program: Please refer to your Welcome Confirmation letter or email regarding your rewards program. If you cancel this Agreement prior to the end of your second billing cycle, you may forfeit some or all of the rewards described in your Welcome Confirmation.

4. Penalties, Fees and Exceptions: If you cancel your service during the fixed supply price period, an early cancellation fee will apply, unless cancellation is because you move. The early cancellation fee will be \$XX. If you cancel this Agreement, you may also forfeit some of the rewards described in your Welcome Confirmation.

5. Cancellation Provisions: To cancel, please contact us at 1-855-500-8702. You will be charged an early cancellation fee if you cancel after the expiration of the Rescission Period, but prior to the end of the fixed supply price portion of this Agreement. Cancellation is effective on the next meter read date that occurs after your NGDC has switched your account from IEG. You must provide IEG at least thirty (30) days' advance notice before the next regularly scheduled meter read in order for the cancellation to be effective as of that reading. If your NGDC terminates your service, this Agreement will be automatically cancelled. If you move from one location to another, even if the move is within an NGDC's service territory, this agreement is cancelled. IEG may cancel this Agreement if: i) you fail to make timely payment of IEG charges; or ii) if at some future date there is a change in any law, regulation, market rule, or tariff that materially impairs IEG's ability to fulfill its obligations under this Agreement. We will provide you with at least fifteen (15) days' prior written notice of our intent to cancel this Agreement for either of the reasons specified in (i) or (ii) above. IEG reserves the right to cancel this Agreement, in whole or with respect to any particular account(s) covered by this Agreement, at any time for any reason with thirty (30) days' advance written notice to you. Cancellation is effective upon the date as deemed effective by the NGDC, after any applicable notice period, and you will be responsible for unpaid balances as of the cancellation date, until your account is paid in full, but if IEG cancels this Agreement, we will not assess a cancellation fee.

6. Renewal Provisions/Agreement Expiration/Change in Terms: If you have a fixed term agreement with us that is longer than 3 months and it is approaching the expiration date, we will send you advance written notices at about 90 days and 60 days before the expiration date. If we propose to change our terms of service in any type of agreement, we will send you advance written notices at about 90 days and 60 days before the effective date of the change. If the NGDC is billing our charges for us, then we will provide the notices in separate corresponding mailings. We will explain your options to you in these two advance notifications. The fixed supply price of this Agreement will continue for [contract term (XX)] monthly billing cycles, after which your service with us will continue on a month-to-

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month basis until either you or IEG cancels service under this Agreement.

7. Other Provisions: This Disclosure Statement and IEG's Welcome Confirmation are, together, the entire agreement between you and IEG with regard to your purchase and our sale of natural gas and related services and supersedes all prior agreements between us, either written or oral. Nothing in this Agreement shall create or be construed as creating any express or implied rights in any person or entity other than you and IEG. This Agreement is subject to all valid and applicable legislation and to all present and future orders, rules and regulations of authorities having jurisdiction over the subject matter hereof. You acknowledge that this Agreement is a forward contract within the meaning of the United States Bankruptcy Code and that IEG is a forward contract merchant. This Agreement is made and shall be construed in accordance with the laws of the Commonwealth of Pennsylvania. There are no third party beneficiaries to this Agreement.

8. Customer Information Release Authorization: By entering into this Agreement, you agree that your NGDC may release to us certain information that we need to provide service to you, including your address, account number(s), consumption history, payment history, billing determinants and peak natural gas demand and that IEG may share information about your account with any partner or agent consistent with the privacy policy of IEG. We reserve the right to share information with our affiliates. You will be given an opportunity to opt-out before we distribute or sell your personal information to any unaffiliated party, unless we are required to do so by law or it is necessary to enforce the terms of this Agreement or to allow you to receive the rewards described in the Welcome Confirmation.

9. Billing: You will receive one consolidated bill from your NGDC each billing cycle for the natural gas and related services provided by IEG and the distribution and other services provided by your NGDC. You will make payment for all of these services directly to your NGDC in accordance with the payment terms stated in your NGDC's tariffs. Past-due charges may incur late fees as set forth in your NGDC's tariffs. In the event your NGDC charges IEG for services related to your account, IEG reserves the right to bill you for these charges. Information regarding estimated bills and any payment programs, including deferred payments will be provided by your NGDC. Customer agrees to timely review its invoice and agrees that subject to applicable tariff and law, unless notice is given to IEG within ninety (90) days of the invoice date, all-invoiced amounts shall be deemed to be correct and Customer shall waive any right to dispute amounts set forth on such invoice.

10. Title and Taxes: Title to, control of, and risk of loss of the natural gas sold under this Agreement will pass from us to Customer when it is delivered to Customer's GDC. Each party will indemnify and hold the other party harmless from any and all claims (including claims for personal injury, death, or property damage), losses, fees, taxes, damages, suits, causes of actions and judgments of any kind arising hereunder while title and risk of loss are vested in the indemnifying party. You will be responsible for the payment of all transfer, sales or other taxes related to IEG's service under this Agreement. If you are exempt from any such taxes, you are responsible for identifying and requesting such exemption from the collection of taxes by filing appropriate documentation with IEG and/or your GDC, as applicable.

11. Limitation of Liability: IEG's aggregate liability arising out of or related to this Agreement shall not exceed the amount of your largest monthly invoice for natural gas service during the twelve (12) months immediately preceding cancellation of this Agreement. The Parties agree to the extent permitted by law that the statute of limitations with respect to all claims arising out of or related to this Agreement shall be reduced to the lesser of (x) two years from the event giving rise to the claim or (y) the minimum period permitted by law and any action not brought within such time period shall be barred without regard to any other limitations period. TO THE MAXIMUM EXTENT PERMITTED BY LAW AND EXCEPT WHEN A REMEDY OR MEASURE OF DAMAGES IS EXPRESSLY HEREIN PROVIDED, IEG'S LIABILITY SHALL BE LIMITED TO ONLY THE DIRECT ACTUAL DAMAGES AND SUCH DIRECT ACTUAL DAMAGES SHALL BE THE SOLE AND EXCLUSIVE REMEDY AND ALL OTHER REMEDIES OR DAMAGES AT LAW OR IN EQUITY ARE WAIVED INCLUDING, BUT NOT LIMITED TO, ANY CONSEQUENTIAL, INCIDENTAL, PUNITIVE, EXEMPLARY OR INDIRECT DAMAGES, LOST PROFITS, BY STATUTE, IN TORT OR CONTRACT, UNDER ANY INDEMNITY PROVISION OR OTHERWISE. IT IS THE INTENT OF THE PARTIES THAT THE LIMITATIONS HEREIN IMPOSED ON REMEDIES AND THE MEASURE OF DAMAGES BE WITHOUT REGARD TO THE CAUSE OR CAUSES RELATED THERETO, INCLUDING THE NEGLIGENCE OF ANY PARTY, WHETHER SUCH NEGLIGENCE BE SOLE, JOINT OR CONCURRENT, OR ACTIVE OR PASSIVE. TO THE EXTENT ANY DAMAGES REQUIRED TO BE PAID HEREUNDER ARE LIQUIDATED, THE PARTIES ACKNOWLEDGE THAT THE DAMAGES ARE DIFFICULT OR IMPOSSIBLE TO DETERMINE, OTHERWISE OBTAINING AN ADEQUATE REMEDY IS INCONVENIENT AND THE LIQUIDATED DAMAGES CONSTITUTE A REASONABLE APPROXIMATION OF THE HARM OR LOSS.

12. Binding Effects; Assignment: This Agreement shall extend to and be binding upon IEG's respective permitted successors and permitted assigns. You may not assign this Agreement without IEG's prior written consent and any attempted assignment shall be void. IEG may sell, transfer, pledge, encumber or assign the accounts receivable and revenues derived from this Agreement (or any proceeds thereof) in connection with any financing agreement, purchase of receivables program or other billing services arrangement. In addition, IEG may assign the rights and obligations hereunder consistent with applicable law.

13. Force Majeure: IEG will use commercially reasonable efforts to provide the service contemplated herein, but IEG does not guarantee a continuous supply of natural gas. Certain Force Majeure events outside of IEG's control may cause interruptions in service. If a Force Majeure event prevents IEG from performing its obligations in whole or in part, IEG's performance shall be excused for the duration of such event, and IEG will not be liable for damages associated with any delay or failure to perform as a result thereof. "Force Majeure" shall include, without limitation, acts outside of IEG's control, sabotage, riots or civil disturbances, acts of God, acts of the public enemy, acts of vandalism, terrorist acts, natural disasters, explosions, fires, or similarly cataclysmic occurrence, failure, shortage or unavailability of generating units or transmission facilities, nonperformance by the GDC, or any change in law or any other action by a governmental authority that materially impairs IEG's ability to perform its obligations under this Agreement. IEG will give you reasonably prompt and detailed notice of any Force Majeure occurrence.

14. Contact Information/Customer Complaints: If you have a question about your bill or service, you may contact IEG (see IEG Contact

Information below). If you are not satisfied with the response from IEG's Customer Care representative, you may ask that your questions be referred to an IEG supervisor, who will respond promptly. If you remain unsatisfied with our attempts to resolve the issue, you may seek assistance from the PUC or request information from the PUC regarding your consumer protection rights. The PUC's contact information is listed below.

15. Severability: Each provision of this Agreement is made subject to the maximum extent permitted by law and if any of the provisions, or portions or applications hereof are held to be unenforceable or invalid by any court of competent jurisdiction, IEG and Customer shall negotiate an equitable adjustment to or amendment of the affected provisions with a view toward effecting the purpose of this Agreement, and the validity and enforceability of the remaining provisions, or portions or applications hereof or thereof, shall not be affected thereby.

16. Application of the UCC: THE PARTIES AGREE THAT TO THE MAXIMUM EXTENT POSSIBLE UNDER LAW, ARTICLE 2 OF THE UNIFORM COMMERCIAL CODE SHALL APPLY TO ENERGY SOLD HEREUNDER AND IF ANY TOPIC OR MATTER ADDRESSED HEREIN IS ALSO ADDRESSED IN SUCH ARTICLE 2, THEN THIS AGREEMENT SHALL CONTROL AS TO SUCH TOPIC OR MATTER. CUSTOMER HEREBY WAIVES ANY RIGHTS IT MAY HAVE PURSUANT TO SECTION 2-609 OF THE UCC, OR ANY OTHER SIMILAR DOCTRINE UNDER LAW OR STATUTE WHEREBY CUSTOMER MAY DEMAND ADEQUATE ASSURANCE OF PERFORMANCE FROM IEG.

17. Warranty: IEG MAKES NO REPRESENTATIONS OR WARRANTIES AND IEG EXPRESSLY DISCLAIMS AND NEGATES ALL REPRESENTATIONS AND WARRANTIES, EXPRESSED OR IMPLIED, INCLUDING WITHOUT LIMITATION WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR FUTURE SAVINGS.

18. WAIVER OF JURY TRIAL: TO THE FULLEST EXTENT PERMITTED BY LAW, ANY DISPUTE ARISING OUT OF OR RELATING TO THIS AGREEMENT, INCLUDING CLAIMS ARISING IN CONTRACT, TORT, STATUTORY OR OTHERWISE, SHALL BE SETTLED EXCLUSIVELY AND FINALLY BY ARBITRATION IN ACCORDANCE WITH THE RULES AND PROCEDURES OF THE AMERICAN ARBITRATION ASSOCIATION. ANY ARBITRATION PROCEEDING HEREUNDER SHALL BE CONDUCTED EXCLUSIVELY IN HARRISBURG, PENNSYLVANIA. NEITHER PARTY MAY ALTER, AMEND, OR OTHERWISE CHANGE THE BINDING OBLIGATION TO ARBITRATE DISPUTES SET FORTH IN THIS PROVISION WITHOUT THE EXPRESS CONSENT OF THE OTHER PARTY, PROVIDED HOWEVER, IEG MAY CHANGE THE TIME, PLACE, MANNER, PROCESS OR PROCEDURE OF THE BINDING OBLIGATION TO ARBITRATE IN COMPLIANCE WITH THE FOLLOWING SECTION.

19. Amendments: If, at any time after receipt of your Welcome Confirmation, IEG changes the material terms of this Agreement, you will be notified of such changes and you will be provided a copy of or website link to access the updated terms. We will send you two advance written notice(s) in accordance with the PUC rules. We will explain your options in these advance notice(s). However, in no event shall IEG be permitted to change the waiver of jury trial provision contained herein with respect to Customer or IEG and, Customer's continued receipt of service from IEG after such change, shall be deemed to be an acknowledgement of such updated Agreement. For the avoidance of doubt, in no event shall any such updated version of the Agreement change, alter, amend or otherwise be construed to mean that the mandatory nature of the waiver of jury trial provision contained herein is changed.

20. Cancellation of Existing Service: You are responsible for canceling any agreements with other natural gas suppliers from whom you are purchasing natural gas service as of the date of this Agreement.

21. CAPs Notice: IEG cannot offer service to customers participating in Customer Assistance Programs (CAPs).

Independence Energy Group LLC
PO Box 38611
Philadelphia, PA 19104
1-855-500-8702
www.chooseindependence.com

Your NGDC (in case of emergency, including natural gas outage): If you have a natural gas outage, service interruption or other emergency, you can contact your NGDC:

| | |
|------------------------------------|----------------|
| Columbia Gas Of Pennsylvania, Inc. | 1-888-460-4332 |
| Equitable Gas Company | 1-800-253-3928 |
| Peoples Natural Gas Company LLC | 1-800-400-4271 |

Universal Service Program: Your NGDC has programs available to customers who are on a limited or fixed income to assist them with utility bills. Some of these programs might include bill payment assistance and weatherization services. Information on your GDC's Universal Service Program can be obtained by contacting:

| | |
|------------------------------------|----------------|
| Columbia Gas Of Pennsylvania, Inc. | 1-800-537-7431 |
| Equitable Gas Company | 1-877-577-8735 |
| Peoples Natural Gas Company LLC | 1-800-764-0111 |

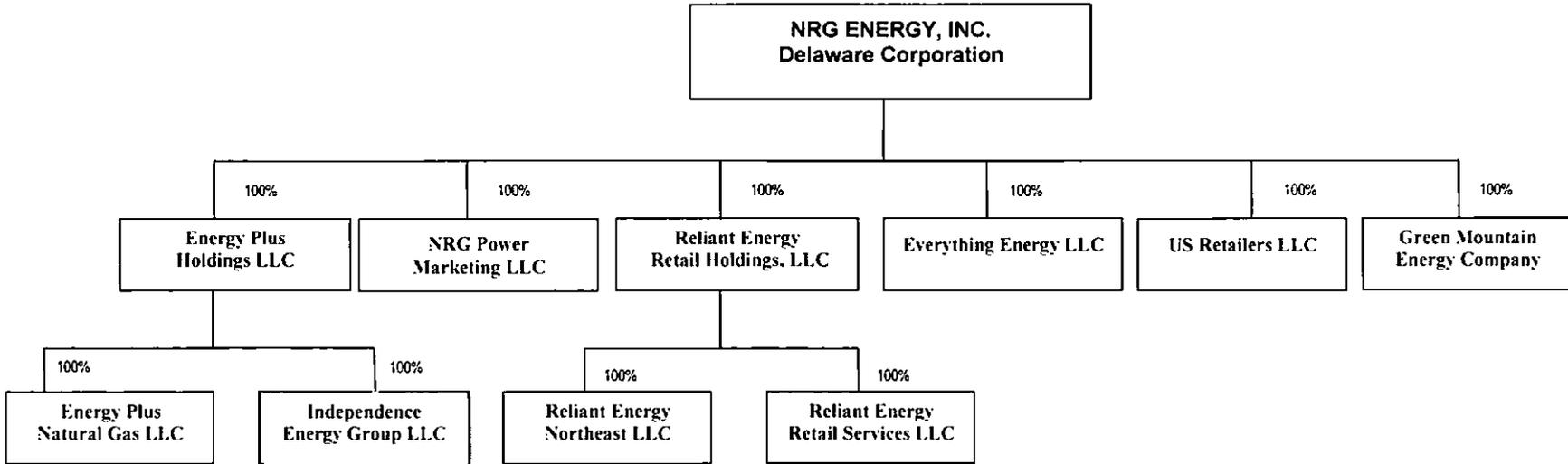
To contact the Pennsylvania Public Utility Commission:
Pennsylvania Public Utility Commission

P.O. Box 3265, Harrisburg, PA 17105-3265
NATURAL GAS COMPETITION HOTLINE: 1-800-692-7380

IEG Pennsylvania License # [TBD]

[VERSION]

Independence Energy Group LLC's Partial Organizational Structure



Attachment D

Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

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Attachment E

Financial Fitness

Independence Energy Group LLC does not prepare stand-alone audited financial statements, but is included in the financial statements of NRG Energy, Inc., its ultimate parent company. Independence Energy Group LLC submits the following for consideration of the entity's financial fitness:

- Energy Plus Holdings LLC, parent company of Independence Energy Group LLC, is a wholly-owned subsidiary of NRG Energy, Inc. A direct link to NRG Energy, Inc.'s 2013 10-K and 10-Qs can be found below.

NRG Energy, Inc.'s, Independence Energy's ultimate parent company, audited financials: www.nrgenergy.com/sec

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Attachment E

Financial Information

Independence Energy Group Llc

DUNS: 96-668-7969

Business Information Report

| Company Information | | Financial Statement | |
|--|----------------|-----------------------------|-------------------|
| 3711 Market St 10th Fl Philadelphia, PA 19104 | | Sales | NA |
| This is a single location subsidiary location. | | Net Worth | NA |
| Telephone | (267) 298-5312 | History: | NA |
| Stock Symbol: | NA | Financial Condition: | NA |
| Year Started | 2010 | SIC: | 4911 |
| Employees | 5 | Line of Business: | Electric services |
| Corporate Family: | | | |
| This business is a subsidiary single location of the corporate family. | | | |

D&B Rating®

Rating

--

Paydex®

80 ▲

generally within terms

Based on up to 24 months of trade.

D&B PAYDEX Key

- High risk of late payment (average 30 to 120 days beyond terms)
- Medium risk of late payment (average 30 days or less beyond terms)
- Low risk of late payment (average prompt to 30+ days sooner)

D&B Rating®

Rating

Financial Information

The credit rating was assigned based on D&B's assessment of the company's financial ratios and its cash flow. For more information, see the D&B Rating Key.

Below is an overview of the company's rating history since 01/24/2011

| D&B Rating | Date Applied |
|------------|--------------|
| -- | 2011-01-24 |

The Summary Analysis section reflects information in D&B's file as of October 28, 2013

History & Operations**History**

The following information was reported: 09/07/2013

Officer(s):

JEFFREY MEILER, MNG MBR

The Delaware Secretary of State's business registrations file showed that Independence Energy Group LLC was registered as a limited liability company on January 3, 2011.

Ownership information provided verbally by Steve Barnes, CFO, on Jun 15 2011.

Business started 2010.

JEFFREY MEILER. 2010-present active here.

Operations

09/07/2013

Description:

Subsidiary of ENERGY PLUS HOLDINGS LLC, PHILADELPHIA, PA which operates as a provider of electric services.

As noted, this company is a subsidiary of Energy Plus Holdings LLC, Duns# 80-489-1849, and reference is made to that report for background information on the parent and its management.

Provides electric services, specializing in power distribution (100%).

Terms are Net 30 days. Sells to general public. Territory : United States.

Nonseasonal.

Employees: 5 which includes partners.

Facilities: Leases 500 sq. ft. on 10th floor of a multi story brick building.

Location: Industrial section on main street.

SIC & NAICS**SIC:**

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code. The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

4911 9901 Distribution, electric power

NAICS:

221122 Electric Power Distribution

Attachment E

Payments

Financial Information

Paydex[®]

Score Not Available

You must have three reported payment experiences, from at least two different vendors, to establish a Paydex score. To ensure all of your payments are reflected in your credit file, add trade references to your report. Visit the Action Center to learn more.

Payments Summary

Total (Last 12 Months): 3

| | Total Received | Total Dollar Amount | Largest High Credit Payment summary | Within Terms | Days Slow | | | |
|----------------------------------|-------------------|------------------------|--|-----------------|-----------|-------|-------|----|
| | | | | | 31 | 30-60 | 61-90 | 90 |
| Top Industries | | | | | | | | |
| Help supply service | 1 | \$10,000.00 | \$10,000.00 | 100% | 0 | 0 | 0 | 0 |
| Misc equipment rental | 1 | \$1,000.00 | \$1,000.00 | 100% | 0 | 0 | 0 | 0 |
| Other Categories | | | | | | | | |
| Cash experiences | 1 | \$250 | \$250 | -- | -- | -- | -- | -- |
| Unknown | 0 | \$0 | \$0 | -- | -- | -- | -- | -- |
| Unfavorable comments | 0 | \$0 | \$0 | -- | -- | -- | -- | -- |
| Placed for collections with D&B: | 0 | \$0 | \$0 | -- | -- | -- | -- | -- |
| Other | 0 | N/A | \$0 | -- | -- | -- | -- | -- |
| Total in D&B's file | 3 | \$11,250 | \$10,000 | -- | -- | -- | -- | -- |

The highest Now Owes on file is \$0

The highest Past Due on file is \$0

There are 3 payment experience(s) in D&Bs file for the most recent 24 months, with 1 experience(s) reported during the last three month period.

Payments Details

Total (Last 12 Months): 3

| Date | Paying Record | High Credit | Now Owes | Past Due | Selling Terms | Last sale w/ (Mo.) |
|---------|---------------|-------------|----------|----------|---------------|--------------------|
| 09/2013 | Ppt | \$1,000 | \$0 | \$0 | -- | 6-12 mos |
| 06/2012 | Ppt | \$10,000 | \$0 | \$0 | -- | 6-12 mos |
| 12/2011 | (003) | \$250 | \$0 | \$0 | -- | 1 mo |

Payments Detail Key: 30 or more days beyond terms

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Banking and Finance

Attachment E

Key Business Ratios from D&B

Financial Information

We currently do not have enough information to generate the graphs for the selected Key Business Ratio.

- This Company

Key Financial Comparisons

This Company's Operating Results Year Over Year

| | | | |
|-------------------------|----|----|----|
| Net Sales | NA | NA | NA |
| Gross Profit | NA | NA | NA |
| Net Profit | NA | NA | NA |
| Dividends / Withdrawals | NA | NA | NA |
| Working Capitol | NA | NA | NA |

This Company's Assets Year Over Year

| | | | |
|---------------------|----|----|----|
| Cash | NA | NA | NA |
| Accounts Receivable | NA | NA | NA |
| Notes Receivable | NA | NA | NA |
| Inventories | NA | NA | NA |
| Other Current | NA | NA | NA |
| Total Current | NA | NA | NA |
| Fixed Assets | NA | NA | NA |
| Other Non Current | NA | NA | NA |
| Total Assets | NA | NA | NA |

This Company's Liabilities Year Over Year

| | | | |
|--|----|----|----|
| Accounts Payable | NA | NA | NA |
| Bank Loan | NA | NA | NA |
| Notes Payable | NA | NA | NA |
| Other Current Liabilities | NA | NA | NA |
| Total Current Liabilities | NA | NA | NA |
| Other Long Term and Short Term Liabilities | NA | NA | NA |
| Deferred Credit | NA | NA | NA |
| Net Worth | NA | NA | NA |
| Total Liabilities and Net Worth | NA | NA | NA |



We currently do not have any recent financial statements on file for your business. Submitting financial statements can help improve your D&B scores. To submit a financial statement, please call customer service at 800-333-0505.

Key Business Ratios

| | This Company | Industry Median | Industry Quartile |
|----------------------------------|--------------|-----------------|-------------------|
| Attachment E | | | |
| Solvency | | | |
| Financial Information | | | |
| Quick Ratio | NA | NA | NA |
| Current Ratio | NA | NA | NA |
| Current Liabilities to Net Worth | NA | NA | NA |
| Current Liabilities to Inventory | NA | NA | NA |
| Total Current | NA | NA | NA |
| Fixed Assets to Net Worth | NA | NA | NA |
| Efficiency | | | |
| Collection Period | NA | NA | NA |
| Inventory Turn Over | NA | NA | NA |
| Sales to NWC | NA | NA | NA |
| Acct Pay to Sales | NA | NA | NA |
| Profitability | | | |
| Return on Sales | NA | NA | NA |
| Return on Assets | NA | NA | NA |
| Return on NetWorth | NA | NA | NA |

Public Filings

Summary

The following data includes both open and closed filings found in D&B's database on this company.

| Record Type | # of Records | Most Recent Filing Date |
|------------------------|--------------|-------------------------|
| Bankruptcy Proceedings | 0 | - |
| Judgments | 0 | - |
| Liens | 0 | - |
| Suits | 1 | 03/06/13 |
| UCCs | 6 | 06/04/13 |

The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

Judgments

We currently don't have enough data to display this section

Liens

We currently don't have enough data to display this section

Suits

Status: Pending
 Docket No.: 201300301145
 Plaintiff: MELALEUCA INC, SALT LAKE CITY, UT

Defendant: INDEPENDENCE ENERGY GROUP, AND OTHERS, Independence Energy Group LLC
 Natural Gas Supplier Licensing Application – Public Attachments
Where Filed: PHILADELPHIA COUNTY COMMON PLEAS COURT, PHILADELPHIA,
 PA
Attachment E
Date Status Attained: 03/06/13 **Financial Information**
Date Filed: 03/06/13
Latest Info Received: 03/16/13

If it is indicated that there are defendants other than the report subjects, the lawsuit may be an action to clear title to property and does not necessarily imply a claim for money against the subject.

UCC Filings

Collateral: Negotiable instruments and proceeds - Account(s) and proceeds - Assets and proceeds - Vehicles and proceeds - PARTNERSHIP INTEREST and proceeds
Type: Original
Sec.Party: DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PARITY COLLATERAL TRUSTEE, JERSEY CITY, NJ DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PRIORITY COLLATERAL TRUSTEE, JERSEY CITY, NJ
Debtor: INDEPENDENCE ENERGY ALLIANCE LLC
Filing No.: 2013 2115823
Filed With: SECRETARY OF STATE/UCC DIVISION, DOVER, DE
Date Filed: 06/04/13
Latest Info Received: 07/02/13

Collateral: Negotiable instruments and proceeds - Account(s) and proceeds - Assets and proceeds - Vehicles and proceeds - PARTNERSHIP INTEREST and proceeds
Type: Original
Sec.Party: DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PARITY COLLATERAL TRUSTEE, JERSEY CITY, NJ DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PRIORITY COLLATERAL TRUSTEE, JERSEY CITY, NJ
Debtor: INDEPENDENCE ENERGY GROUP LLC
Filing No.: 2013 2115799
Filed With: SECRETARY OF STATE/UCC DIVISION, DOVER, DE
Date Filed: 06/04/13
Latest Info Received: 07/02/13

Collateral: RIGHTS
Type: Original
Sec.Party: ORANGE & ROCKLAND UTILITIES, INC., SPRING VALLEY, NY
Debtor: INDEPENDENCE ENERGY GROUP LLC
Filing No.: 2011 3606079
Filed With: SECRETARY OF STATE/UCC DIVISION, DOVER, DE
Date Filed: 09/20/11
Latest Info Received: 10/13/11

Collateral: RIGHTS
Type: Original
Sec.Party: ORANGE & ROCKLAND UTILITIES, INC., SPRING VALLEY, NY
Debtor: INDEPENDENCE ENERGY GROUP LLC

Filing No.: 1109206018907
Filed With: SECRETARY OF STATE/UCC DIVISION, ALBANY, NY
Date Filed: 09/20/11
Latest Info Received: 09/27/11

Attachment E**Financial Information**

Collateral: NA
Type: Amendment
Sec. Party: DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PRIORITY
COLLATERAL TRUSTEE AND DEUTSCHE BANKTRUST COMPANY
AMERICAS, AS PARITY
Debtor: INDEPENDENCE ENERGY NATURAL GAS LLC
Filing No.: 2012 0084196
Filed With: SECRETARY OF STATE/UCC DIVISION, DOVER, DE
Date Filed: 01/09/12
Latest Info Received: 02/06/12

Collateral: NA
Type: Original
Sec. Party: DEUTSCHE BANK TRUST COMPANY AMERICAS, AS PRIORITY
COLLATERAL TRUSTEE, JERSEY CITY, NJ
DEUTSCHE BANKTRUST COMPANY AMERICAS, AS PARITY COLLATERAL
TRUSTEE, JERSEY CITY, NJ
Debtor: INDEPENDENCE ENERGY GROUP LLC
Filing No.: 2011 3816025
Filed With: SECRETARY OF STATE/UCC DIVISION, DOVER, DE
Date Filed: 10/04/11
Latest Info Received: 11/17/11

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

AGENCY CUSTOMER ID: _____
 LOC #: _____



ADDITIONAL REMARKS SCHEDULE

| | | | |
|---|-----------|-----------------------------|--|
| PRODUCER MCGRIFF, SEIBELS & WILLIAMS, INC. | | INSURED NRG Energy, Inc. | |
| POLICY NUMBER | | | |
| CARRIER | NAIC CODE | ISSUE DATE: 11/01/2013 | |

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: _____ FORM TITLE: _____

NRG Energy, Inc.
 Property Program Participation

| | |
|--|---------------------|
| Insurer: | Policy No: |
| AIG | 63818009 |
| AEGIS (US) | PO5286601P |
| General Security Indemnity Company of AZ | 2013 10F151735-1 |
| Zurich American Ins. Co. | PWG 5955427-00 |
| XL Insurance America, Inc. | US00065467PR13A |
| Westport Insurance Corp. | 31376221 |
| Validus Underwriting 1183 | AJH090658E13 |
| American Alternative Ins. Corp. | 58-A2-PP-0000032-00 |
| | 58-A2-XP-0000008-03 |
| | P13UR00760 |
| Travelers Syndicate 5000 | |
| Argenta Syndicate 2121 | |
| Houston Specialty Ins. Co. | |
| Atrium Syndicate 0609 | |
| Arch Insurance Co. | |
| Infrassure Ltd. | |
| KILN Property Syndicate 0510 | |
| Liberty Mutual Ins. Europe Ltd. | P13UR00765 |
| | P13UR00760 |
| | P13UR00761 |
| Torus Ins. (UK) Ltd | |
| Argo International Syndicate 1200 | |
| SJC Syndicate 2003 | P13UR00762 |
| Novae Syndicate 2007 | |
| Canopus Engineering Syndicate 4444 | |
| AEGIS Syndicate 9690 | P13UR00763 |
| Great Lakes Reinsurance (UK) PLC | P13UR00764 |
| Amlin Syndicate 2001 | |

SEVERAL LIABILITY NOTICE: The subscribing insurer's obligations under policies to which they subscribe are several and not joint and are limited solely to the extent of their individual subscriptions. The subscribing insurers are not responsible for the subscription of any co-subscribing insurer who for any reason does not satisfy all or part of its obligations.

Form **W-9**
 (Rev. December 2011)
 Department of the Treasury
 Internal Revenue Service

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

| | | |
|--|--|--|
| Print or type See Specific Instructions on page 2. | Name (as shown on your income tax return) Independence Energy Group LLC | |
| | Business name/disregarded entity name, if different from above | |
| | Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ <u> C </u> <input type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶ | |
| | Address (number, street, and apt. or suite no.) 3711 Market Street, Ste 1000 City, state, and ZIP code Philadelphia, PA 19104 List account number(s) here (optional) | |
| Requester's name and address (optional) | | |

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

| | | | | | | | | | |
|---------------------------------------|---|---|---|---|---|---|---|---|---|
| Social security number | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Employer identification number | | | | | | | | | |
| 2 | 7 | - | 4 | 4 | 0 | 8 | 5 | 2 | 0 |

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

| | | |
|------------------|---|--------------------------------|
| Sign Here | Signature of U.S. person ▶ <i>Jeffrey Maler</i> | Date ▶ <i>October 16, 2012</i> |
|------------------|---|--------------------------------|

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. *Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.*

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Attachment H

NOV 21 2013

Compliance

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Independence Energy Group LLC (“Independence Energy”) states that there have been no investigations in Pennsylvania or any other state or federal jurisdiction of Independence Energy or its key operating personnel, officers, directors, partners, owners or listed stakeholders, in connection with the sale or delivery of electricity or natural gas, other than those disclosed on its application.

Although the following may or may not be considered as an existing, pending, or past ruling, judgment, contingent liability, revocation of authority, regulatory investigation, or any other matter that could adversely impact the applicant’s financial or operational status or ability to provide competitive retail electric service in Pennsylvania, in the interest of full disclosure, Independence Energy discloses and updates the following:

The Petition of Bank v. Independence Energy Group LLC and Independence Energy Alliance, et al. was filed on August 24, 2012. Defendants filed a motion to dismiss, which was granted on March 12, 2013. On April 23, 2013, Plaintiff filed an appeal before the United States Court of Appeals for the Second Circuit, Docket No. 13-1746-cv, which is currently pending.

The Petition of Danuff v. Independence Energy Alliance LLC seeking arbitration before the American Arbitration Association, Case Number 14-174-165-12, alleging breaches of contract. This matter has settled.

The *Complaint of Melaleuca, Inc. v. Independence Energy Alliance LLC, et al.* was filed on January 30, 2012, in the District court of the Seventh Judicial District of the State of Idaho. The complaint alleged Independence Energy Alliance, LLC (“IEA”) and others misappropriated its trade secrets, induced breaches of contracts it had entered into with its independent contractors and committed other various torts. This matter has settled.

In addition, Independence Energy discloses the following about its parent; Energy Plus Holdings, LLC, and affiliates:

Certain lawsuits allege potential misrepresentation in Energy Plus’ advertising, unjust enrichment (*Wise, et al. v. Energy Plus Holdings LLC* in the U.S. District Court for the Southern District of New York, *Yu, et al. v. Energy Plus Holdings LLC and Energy Plus Natural Gas LLP* in the U.S. District Court for the District of New Jersey, Newark Division, *Faistl v. Energy Plus Holdings LLC, Energy Plus Natural Gas LLP and NRG Energy, Inc.* in the U.S. District Court for the District of New Jersey, Newark Division, *Fortney v. Energy Plus Holdings LLC* in the U.S. District Court for the District of Maryland, Greenbelt Division, *Harley v. Energy Plus Holdings LLC* in the Philadelphia Court of Common Pleas, *Taylor v. Energy Plus Holdings LLC* in the Philadelphia Court of Common Pleas) and one lawsuit alleges wrongful dismissal (*Nuss v. Elite Promotional Marketing, Inc., Energy Plus Holdings LLC, John O’Brier and NRG Energy.*

Inc. in the Superior Court of New Jersey Law Division, Sussex County). The parties entered into a class-wide settlement encompassing all states in which Energy Plus does business. The Court approved the settlement on September 17, 2013 and no appeals were filed.

The *Petition of George Jepsen, Attorney General for the State of Connecticut, and the Office of Consumer Counsel for an Investigation into the Manner and Operation of Energy Plus Holdings LLC: Docket #: 12-07-13* requested an investigation regarding certain marketing and pricing activities in connection with EPH's competitive electric offerings in Connecticut. Energy Plus and the Attorney General's office have been meeting in order to reach a resolution of this matter. In light of the status of those discussions, PURA has stayed the proceeding until December 16, 2013.

The *Subpoena of Energy Plus Holdings LLC and Energy Plus Natural Gas LLC by the Attorney General of the State of New York* asks for certain information. Energy Plus has provided responsive documents to the August 7, 2012 subpoena served by the New York Attorney General and continues to engage in discussions in an effort to resolve any concerns the New York Attorney General may have. To date, the New York Attorney General has not filed any type of claim against Energy Plus.

The State of New York Department of State Do Not Call Complaint File: 12-DNC-0467: This matter was closed by the State of New York on August 17, 2012, with no findings against Energy Plus.

Nuss v. Elite Promotional Marketing, Inc. v. Energy Plus Holdings LLC, et al. was filed on February 16, 2012, in the Superior Court of New Jersey, Sussex County, Law Division, alleging improper termination of employment. The case is currently scheduled for trial in December of 2013.

Reliant Energy Retail Services, LLC was assessed a \$50,000 penalty in connection with a Notice of Violation for minor issues related to Customer Protection Rule requirements in Texas PUCT Docket 38785 on October 7, 2010.

Green Mountain Energy Company was assessed a \$16,500 penalty in connection with a Notice of Violation for minor issues related to Customer Protection Rule requirements in Texas PUCT Docket 38740 on September 28, 2010.

While Energy Plus and its affiliates believe that they have complied with applicable legal requirements, they take these allegations very seriously. For this reason, they commenced an internal investigation in order to appropriately respond to the allegations and to continue to ensure that their activities remain in compliance with the applicable requirements in all of the states in which they do business.

We felt it was in the best interest of the Commission and Independence Energy to bring these issues forward. Independence Energy welcomes the opportunity to meet with Commission staff in order to discuss these matters.

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.

Independence Energy has contacted each of the natural gas distribution companies included in this application and will provide proof of compliance with bonding/credit requirements to the Commission as soon as possible. Please find attached a letter Independence Energy has received from Peoples Natural Gas Company LLC concerning its security requirements.

- Identify Applicant's chief officers including names and their professional resumes.
Please see Attachment F - Officers
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records. **Chris Staub, Controller (Address: 3711 Market Street, Ste. 1000, Philadelphia, PA 19104; Phone: 267-295-0624; Fax: 866-857-8014)**

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 Attachment G – Managerial and Technical Fitness**
- A copy of any Federal energy license currently held by the Applicant.
Please see Attachment G – Managerial and Technical Fitness
- Proposed staffing and employee training commitments.
Please see Attachment G – Managerial and Technical Fitness
- Business plans.
Please see Attachment G – Managerial and Technical Fitness

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.
Independence Energy Group LLC acknowledges this requirement.

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.
Independence Energy Group LLC acknowledges this requirement.

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.
Independence Energy Group LLC acknowledges this requirement.

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

22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
Independence Energy Group LLC acknowledges this requirement.



375 North Shore Drive
Suite 600
Pittsburgh PA 15212

www.peoples-gas.com

November 20, 2013

Leah Gibbons
Director Regulatory Affairs – NRG Retail Northeast
Independence Energy Group LLC
3711 Market Street
Philadelphia, PA 19104

Dear Ms. Gibbons:

This letter serves as notification that Peoples Natural Gas Company does not require Independence Energy Group 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

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment F

Officers

James Steffes, President and NRG Northeast Regional President

Mr. Steffes assumed the role of NRG Northeast Regional President in early 2013 and is charged with leading the expansion of the NRG Retail brands, including Independence Energy, in the Northeast. Mr. Steffes joined Independence Energy's affiliate Green Mountain Energy Company in July 2012, as CEO and President, overseeing all business activities of the nation's longest serving renewable energy retailer. Mr. Steffes has served in various roles at national energy retail, services and commodity companies during his career. Prior to joining the NRG family, Mr. Steffes spent nearly a decade with Direct Energy, most recently serving as Vice President and General Manager of Texas Residential. In this role, Mr. Steffes directed the company's residential business in Texas, including managing activities for all of the business' retail brands. Prior to that role, Mr. Steffes led the operations for some of the retailer's mass markets businesses, supporting billing and customer care for more than 1.5 million customers. He also led the company's U.S. government affairs and helped establish its internal Compliance department. Mr. Steffes graduated with a bachelor's degree from Georgetown University and a master's degree from Harvard University's Kennedy School of Government.

Steve Barnes, Vice President

Mr. Barnes joined Independence Energy in 2009 as the company's Chief Financial Officer. As CFO, Mr. Barnes and the finance team were responsible for all aspects of accurate and timely settlement across the states where Independence Energy supplies energy services to customers. Mr. Barnes provided leadership to help guide Independence Energy 's growth plans and ensure overall financial stability. In July 2012, Mr. Barnes assumed the role of President and CEO of Independence Energy, and he further expanded his responsibilities in January 2013 by assuming responsibility for finance across all NRG Retail brands. Mr. Barnes brings nearly 20 years of financial expertise from leadership roles including venture capital investment (previously a Managing Director and Chief Financial Officer of Novitas Capital), operating company experience (Director of Finance and Investor Relations at Voxware, Inc.), and accounting and consulting (previously a Manager in KPMG's emerging growth company practice). Mr. Barnes is a licensed CPA in the commonwealth of Pennsylvania.

G. Gary Garcia, Vice President and Treasurer

As Senior Vice President and Treasurer, Gary Garcia leads all aspects of NRG Energy's treasury team, including cash management, loan administration and finance along with managing the company's insurance department. Prior to NRG, Garcia served as Senior Vice President and Treasurer at GenOn, where he was responsible for the treasury group, the finance department, investor relations, financial planning and the insurance department. Previously, Garcia served as Vice President and Treasurer at Mirant Corporation, where he also managed the treasury group, the finance department, investor relations, financial planning and the insurance department. Prior to Mirant, Garcia worked for Wachovia as Director, Fixed Income Research covering the utilities sector and as Treasurer for Edison Mission Energy. Garcia holds a bachelor of science degree in Mathematics/Economics from UCLA and an M.B.A. from Emory University.

Daniel M. Keane, Vice President of Corporate Tax

Responsible for all income tax return compliance, sales & use, gross receipts, property tax, IRS and state audits, SEC tax accounting, and tax planning & research. I also lead the corporate tax functions in all development projects and merger & acquisitions planning and integration. Provide support to NRG corporate, functional, wholesale generation, retail sales and new business organizations in all relevant disciplines of tax.

I have been with NRG energy since 2004, with prior experience in telecommunications and chemical/pharmaceutical industry as well as public accounting.

I have an undergraduate degree in Accounting from Rutgers University and the Rutgers School of Business. I have a Master's Degree in Taxation from Rutgers Graduate School.

I am a CPA with memberships in the New Jersey Accounting Society, the American Institute of Certified Public Accountants and Tax Executive Institute. I am actively involved in the Junior Achievement of New Jersey organization and the Rutgers Business School Alumnae Society.

Paul Ricci, Chief Financial Officer

Mr. Ricci is the Chief Financial Officer of Independence Energy, and in January 2013 he broadened his responsibilities to have accountability over finance for all NRG Retail brands in the Northeast markets. Previously, Mr. Ricci was Senior Director of Financial Planning and Analysis at Independence Energy, where he oversaw budgeting, forecasting, analytics, pricing, and credit. Prior to Independence Energy, Mr. Ricci was a Co-Founder and CFO of Epic Research LLC, a marketing and financial services consulting firm. Mr. Ricci has also served as Senior Director of Finance at Barclays Plc,

where he worked on large M&A opportunities and planning initiatives, and as Senior Director of Planning and Analysis of Barclaycard US, where he led the planning, investment decision, and management reporting processes. Prior to Barclays, he served as Financial Analyst and Controller of Reliance Insurance Company in Philadelphia. Mr. Ricci has over fifteen years of experience in corporate finance and has been an integral member of teams that have started several successful businesses, raised \$700M+ of equity capital and \$2B+ of structured debt, and evaluated \$50B+ of M&A opportunities.

Catherine Sakach, Secretary

Ms. Sakach has served as Senior Counsel at Energy Plus since April 2013. In this role, she is responsible for all Energy Plus legal matters, providing support for the day-to-day business as well as managing projects and advancing strategic initiatives.

Ms. Sakach brings a wealth of experience to Energy Plus in handling complex commercial litigation and counseling clients on a wide range of issues. Prior to joining Energy Plus, Ms. Sakach was a Partner at Duane Morris LLP where she served since 2009 as the Pro Bono Coordinator for the Cherry Hill Office as well as the Women's Initiative Liaison. Previously, Ms. Sakach was a Partner at Wolfblock LLP where she was responsible for in-house continuing legal education for all litigation associates. She also has prior experience working at the U.S. Department of Labor.

Ms. Sakach served on the Board of Trustees for the Alice Paul Institute, a non-profit organization that aims to empower women and girls to accept leadership challenges in their lives, communities and workplaces. Ms. Sakach graduated with a Bachelor of Science degree from Carnegie Mellon University and graduated Magna Cum Laude with a juris doctorate from the University of Pittsburgh.

Robert P. Thomas, Vice President and General Counsel

Robert Thomas was named General Counsel of NRG Retail in January 2013 and is responsible for managing the legal, regulatory and government affairs functions for NRG Retail's businesses in Texas and the Northeast. Prior to his current role, Thomas spent 12 years with Green Mountain Energy Company, joining the company in January 2001 as Vice President, General Counsel and Secretary, appointed Chief Legal Officer in May 2003 and Chief Environmental Officer in February 2011. At various times, Thomas was responsible for managing Green Mountain's legal, environmental, regulatory and governmental affairs, information technology, and human resources functions. He served as the Independent Retail Electric Providers Segment

representative on the Board of Directors of the Electric Reliability Council of Texas during 2008 and 2009. NRG Energy, Inc. acquired Green Mountain in November 2010.

From 1988 to 2000, Thomas held a variety of legal positions with a global food company, handling acquisitions, divestitures, joint ventures, and financings in the U.S., Europe and Latin America. He also had responsibility for domestic and international litigation and arbitration matters and provided antitrust counseling for the company's businesses around the world.

Prior to 1988, Thomas was with a law firm in Cincinnati, Ohio, where he handled commercial litigation matters. After graduating from the University of Cincinnati College of Law in 1981, Thomas held a clerkship with the Hon. Raymond E. Shannon of the First District Court of Appeals of Ohio. He received his Bachelors of Science degree in Finance in 1978 from Miami University in Oxford, Ohio.

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Independence Energy Group LLC
Natural Gas Supplier Licensing Application – Public Attachments

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment G

Independence Energy's Managerial and Technical Fitness

Independence Energy Group LLC's ("Independence Energy") parent company, Energy Plus, also owns Energy Plus Natural Gas LLC which is an energy retailer serving natural gas customers in New York, New Jersey, and Ohio. The company is also licensed as a retail natural gas supplier in Maryland but as of the date of this application has not begun serving customers in the state. Independence Energy's plans include expansion to serve as a competitive supplier in the Commonwealth of Pennsylvania and leverage the experience and processes of its parent company and affiliates. Independence Energy is dedicated to completing the necessary actions and commitments required to provide reliable retail natural gas service to Pennsylvania customers, and it brings together an experienced management team and a highly qualified technical staff to ensure the delivery of best in class value, service, and support to consumers in the Commonwealth of Pennsylvania.

The company has the necessary technical and managerial resources to enter into and comply with contracts to purchase capacity and energy, or ancillary services, as may be required by another independent organization to provide adequate natural gas to all Independence Energy customers.

The management team and colleagues at Independence Energy have first-hand knowledge of customer operations and utility business management and will draw on its technical and managerial expertise, in combination with its relationships with experts in the Pennsylvania market, to successfully develop and implement the infrastructure, systems, and processes to provide service to Pennsylvania natural gas customers.

The technical and managerial resources of Independence Energy are more fully described in the biographies below.

James Steffes, NRG Northeast Regional President

Mr. Steffes assumed the role of NRG Northeast Regional President in early 2013 and is charged with leading the expansion of the NRG Retail brands, including Independence Energy, in the Northeast. Mr. Steffes joined Independence Energy's affiliate Green Mountain Energy Company in July 2012, as CEO and President, overseeing all business activities of the nation's longest serving renewable energy retailer. Mr. Steffes has served in various roles at national energy retail, services and commodity companies during his career. Prior to joining the NRG family, Mr. Steffes spent nearly a decade with Direct Energy, most recently serving as Vice President and General Manager of Texas Residential. In this role, Mr. Steffes directed the company's residential business

in Texas, including managing activities for all of the business' retail brands. Prior to that role, Mr. Steffes led the operations for some of the retailer's mass markets businesses, supporting billing and customer care for more than 1.5 million customers. He also led the company's U.S. government affairs and helped establish its internal Compliance department. Mr. Steffes graduated with a bachelor's degree from Georgetown University and a master's degree from Harvard University's Kennedy School of Government.

Steve Barnes, Vice President

Mr. Barnes joined Independence Energy in 2009 as the company's Chief Financial Officer. As CFO, Mr. Barnes and the finance team were responsible for all aspects of accurate and timely settlement across the states where Independence Energy supplies energy services to customers. Mr. Barnes provided leadership to help guide Independence Energy 's growth plans and ensure overall financial stability. In July 2012, Mr. Barnes assumed the role of President and CEO of Independence Energy, and he further expanded his responsibilities in January 2013 by assuming responsibility for finance across all NRG Retail brands. Mr. Barnes brings nearly 20 years of financial expertise from leadership roles including venture capital investment (previously a Managing Director and Chief Financial Officer of Novitas Capital), operating company experience (Director of Finance and Investor Relations at Voxware, Inc.), and accounting and consulting (previously a Manager in KPMG's emerging growth company practice). Mr. Barnes is a licensed CPA in the commonwealth of Pennsylvania.

Paul Frantz, Chief Marketing Officer

In his position as CMO, Mr. Frantz manages all aspects of Independence Energy's marketing and sales activities. Along with his team of highly qualified marketing professionals, he is responsible for acquiring, communicating with, and managing our customers. In addition to developing and managing all customer communications, Mr. Frantz oversees Independence Energy's call center activities, including all staffing and training requirements.

Mr. Frantz brings over 20 years of marketing experience to the Independence Energy team. Prior to joining the management team, he spent eight years at Juniper Bank where he oversaw all customer marketing efforts, including telemarketing, direct mail, and event marketing. He brings a wealth of expertise around how to communicate accurately and successfully to customers.

Paul Ricci, Chief Financial Officer

Mr. Ricci is the Chief Financial Officer of Independence Energy, and in January 2013 he broadened his responsibilities to have accountability over finance for all NRG Retail brands in the Northeast markets. Previously, Mr. Ricci was Senior Director of Financial Planning and Analysis at Independence Energy, where he oversaw budgeting, forecasting, analytics, pricing, and credit. Prior to Independence Energy, Mr. Ricci was a Co-Founder and CFO of Epic Research LLC, a marketing and financial services consulting firm. Mr. Ricci has also served as Senior Director of Finance at Barclays Plc, where he worked on large M&A opportunities and planning initiatives, and as Senior Director of Planning and Analysis of Barclaycard US, where he led the planning, investment decision, and management reporting processes. Prior to Barclays, he served as Financial Analyst and Controller of Reliance Insurance Company in Philadelphia. Mr. Ricci has over fifteen years of experience in corporate finance and has been an integral member of teams that have started several successful businesses, raised \$700M+ of equity capital and \$2B+ of structured debt, and evaluated \$50B+ of M&A opportunities.

Mike Starck, Senior Director, Northeast IT

Mr. Starck is responsible for the technology development and technology operations groups for NRG Northeast Retail. His daily responsibilities include the management of the applications supporting energy servicing activities along with new customer enrollment, management and termination services. In addition, Mr. Starck has responsibility for the full technology lifecycle at NRG Northeast Retail as well as coordination with the NRG Energy team on all infrastructure related matters.

Mr. Starck brings a deep and broad understanding of specific operational expertise from the retail energy industry. As one of the initial team members of Independence Energy in early 2011 Mr. Starck played several key positions within the organization including leading the technology and operations groups as well as managing regulatory affairs for Independence Energy and has carried this knowledge into his current role within the NRG Northeast Retail team.

Brian Grant, Senior Director, Northeast Retail Operations and Quality Assurance

Mr. Grant is responsible for defining the processes and procedures for the day to day operations and quality assurance protocols for Independence Energy. His daily responsibilities include ensuring that all enrollments process accurately and efficiently through all of Independence Energy's internal systems and integration points with its external vendors.

Mr. Grant brings a strong background in operational processes and quality assurance to the Independence Energy team. During his tenure, Mr. Grant successfully implemented a quality assurance project life cycle process that included the implementation of new technology hardware as well as processes and gates to increase the accuracy and efficiency of the energy enrollment process and customer service platforms. In addition to implementing the afore mentioned operational processes, Brian also established SLA's for the customer facing systems to ensure that the business is appropriately managing system up time and implemented a production issue tracking system that categorized, tracked and reported on all open issues. His continual focus on quality assurance and streamlined operational processes will ensure that Independence Energy is poised to offer a best in class service experience to retail customers.

Joe Holtman, Managing Director of Wholesale Operations

In his more than 26 years in the energy industry, Mr. Holtman has developed expertise in energy purchasing, financial hedging, forecasting, and regulatory affairs. Most recently he was VP at Liberty Power, where he was responsible for energy purchasing and risk management. Previously, he was Director-Electricity Supply for Con Edison in New York City, with responsibility for managing 700 MW of steam-electric generation, 2100 MW of power purchase agreements, and up to 3500 MW of spot market purchases for Con Edison and Orange and Rockland in New York, Rockland Electric Company in New Jersey, and Pike County Light & Power in Pennsylvania. Joe began his career with Orange and Rockland, with responsibility for sales forecasting, rate and tariff management and regulatory support.

Commitment to Customer Service, Training, and Compliance with Pennsylvania Laws

As customer service and satisfaction are core principles of Independence Energy's business model, Independence Energy will take the necessary actions to ensure that it is in compliance with all regulatory requirements. Independence Energy intends to include the following core principles into its business operations:

- Call center management will have the necessary skills and qualifications that meet Independence Energy's standards on customer service and support. This will entail having a hands-on management team that is focused on developing, implementing, and managing the appropriate processes to ensure delivery and compliance with all rules, including providing service to any qualified applicant without discrimination, delivering the appropriate documents to customers, and accurately communicating and adhering to customer rights policies.
- Call center personnel will receive appropriate training to ensure knowledge of and compliance with all rules. In addition to initial training, representatives will be provided with additional training as needed to maintain knowledge of current PUC rules. Floor supervisors and managers will also be available to assist customers who call in as necessary.
- Independence Energy will carry out specific processes supporting the collection, tracking, and resolution of customer's complaints in a timely manner. Processes will be monitored to ensure compliance of the necessary policies and timeframes.
- Independence Energy will make the Anti-Discrimination Rules easily accessible by the company's employees on a regular basis.
- Independence Energy intends to make its policies available for download on its website such that customers are aware of the necessary process to file a complaint with Independence Energy or how to contact the Public Utilities Commission.

As noted above, Independence Energy believes that customer service and support is a core principle of a successful business model and intends to take the necessary steps to establish the business policies and procedures to ensure the highest standard of service with respect to its customers.

Independence Energy will monitor the Commission's activities and proceedings, including natural gas rulemakings and pertinent contested cases, to ensure ongoing compliance with all applicable rules, requirements, and rulings.

Attachment G
Managerial and Technical Fitness
FEDERAL ENERGY REGULATORY COMMISSION
Washington, D.C. 20426

OFFICE OF ENERGY MARKET REGULATION

In Reply Refer To:
Adagio Energy LLC
Docket Nos. ER11-2844-000, and
ER11-2844-001

May 10, 2011

Ms. Mary Anne Sullivan
Attorney for Adagio Energy LLC
Hogan Lovells US LLP
555 13th Street, N.W.
Washington, D.C. 20004

Reference: Market-Based Rate Authorization

Dear Ms. Sullivan:

On February 7, 2011, as amended on March 16, 2011, you filed on behalf of Adagio Energy LLC (Adagio 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 Adagio Energy requests waivers commonly granted to similar market-based rate applicants.

Your filings were noticed on February 7, 2011 and March 17, 2011, with comments, protests or interventions due on or before February 28, 2011 and April 6, 2011, respectively. None was filed.

Pursuant to the authority delegated to the Director, Division of Electric Power Regulation - West, under 18 C.F.R. § 375.307, your submittals filed in the referenced dockets are accepted for filing, effective April 4, 2011, as requested. Based on your

¹ Adagio 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 Midwest Independent Transmission System Operator, Inc. (Midwest ISO). Adagio Energy also requests authorization to engage in the sale of certain ancillary services as a third-party provider in other markets.

Attachment G
Managerial and Technical Fitness

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

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

You represent that Adagio Energy neither owns nor is affiliated with any generation or transmission facilities. You further represent that Adagio Energy is not affiliated with any franchised public utilities and does not raise any other vertical market power issues. Therefore, you state that Adagio Energy satisfies the Commission's criteria for Category 1 status in all regions.

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, Adagio Energy's submittal satisfies the Commission's requirements for market-based rate authority regarding horizontal and vertical market power.

Adagio 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. Adagio 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 with the exception of 18 C.F.R. §§ 141.14 and 141.15.⁴ Notwithstanding the waiver of the accounting and reporting

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).

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

Attachment G
Managerial and Technical Fitness

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

Adagio 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. Adagio 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 Adagio Energy, compatible with the public interest, and reasonably necessary or appropriate for such purposes.⁵

Adagio Energy must file electronically with the Commission Electric Quarterly Reports.⁶ Adagio 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. 697.⁷

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 (2010).

Attachment G
Managerial and Technical Fitness

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 Electric Power
Regulation - West

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. **Independence Energy Group LLC acknowledges this requirement.**
24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: Independence Energy Group LLC



By: _____

Title: Director Regulatory Affairs, NRG Retail Northeast

APPENDIX C
EXAMPLE FORM OF NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Application of **Independence Energy Group LLC** For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Supplier of Natural Gas Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania,*
*Docket No. **A-125XXX**.*

On **November XX, 2013**, **Independence Energy Group 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 engaged in the business of supplying natural gas. **Independence Energy Group LLC** proposes to sell natural gas and related services throughout the service territories of Columbia Gas of Pennsylvania, Equitable Gas, and Peoples Natural Gas Company in 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 **Independence Energy Group 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 **Independence Energy Group LLC** attorney at the address listed below. Please include the PUC’s “docket number” on any correspondence, which is **A-125XXX**.

By and through Counsel: Cathy Sakach

Independence Energy Group LLC

3711 Market Street, Suite 1000

Philadelphia, PA 19107

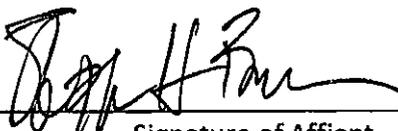
Phone: 866-698-0944

Fax: 866-857-8014

That Independence Energy Group 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.

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



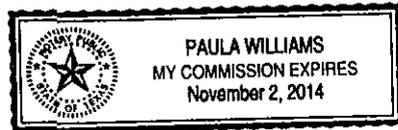
Signature of Affiant

Sworn and subscribed before me this 21st day of November, 2013.



Signature of official administering oath

My commission expires 11-2-2014.



RECEIVED

NOV 21 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

State of Pennsylvania :
County of Philadelphia : SS.

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

He is the Vice President of Independence Energy Group LLC;

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

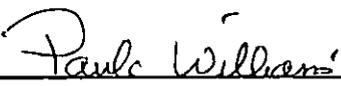
That Independence Energy Group LLC, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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.



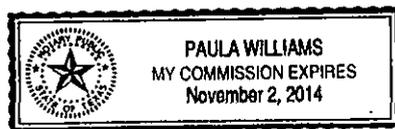
Signature of Affiant

Sworn and subscribed before me this 21st day of November, 2013.



Signature of official administering oath

My commission expires 11-2-2014.



RECEIVED

NOV 21 2013

AFFIDAVIT

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

State of Pennsylvania :
County of Philadelphia :

ss.

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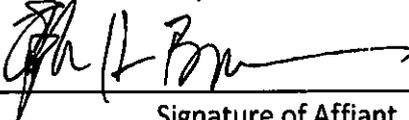
That the Applicant herein Independence Energy Group LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

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

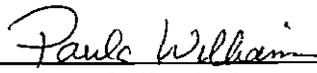
That the Applicant herein Independence Energy Group LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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



Signature of Affiant

Sworn and subscribed before me this 21st day of November, 2013.



Signature of official administering oath

My commission expires 11-2-2014

