



December 6, 2013

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

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Dear Secretary of the Commission:

Enclosed please find an original, a copy, and a PDF on CD of our application to the Pennsylvania Public Utility Commission for license as a broker/marketer of natural gas in the entire state of Pennsylvania. We look forward to serving commercial, industrial, and governmental electricity consumers in your state.

Questions? Call me at 678-687-0999

A handwritten signature in black ink, appearing to read "Jim Charron". The signature is fluid and cursive, with a large loop at the end.

Jim Charron
Avion Energy Group
Vice President of Operations

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Avion Energy Group, LLC for approval to offer, render, furnish, or as a broker/marketer to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:**

Avion Energy Group, LLC
1475 Buford Drive
Suite 403-186
Lawrenceville, Georgia 30043
www.avionenergy.com
(877) 712-8466 (toll-free)
(678) 697-7717 (office)
(770) 825-9012 (fax)

2. a. **CONTACT PERSON:**

James (Jim) R Charron
Executive Vice President
1475 Buford Drive
Suite 403-186
Lawrenceville, Georgia 30043
(678) 687-0999 (direct)
(770) 825-9012 (fax)
jim@avionenergy.com

b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:**

James (Jim) R Charron
Executive Vice President
1475 Buford Drive
Suite 403-186
Lawrenceville, Georgia 30043
(678) 687-0999 (direct)
(770) 825-9012 (fax)
jim@avionenergy.com

3.a. **ATTORNEY:**

There is not an acting attorney for Avion Energy Group, LLC.

b. **REGISTERED AGENT:**

National Registered Agents, Inc
Two Commerce Square
2001 Market Street, 5th Floor
Philadelphia, Pennsylvania 19103-7042
(215) 563-7750
(215) 563-7771 (fax)

4. **FICTITIOUS NAME:**

The Applicant will be using a fictitious name or doing business as ("d/b/a"):

or

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

The Applicant is a sole proprietor.

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)

* 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 _____

The Applicant is incorporated in the state of Georgia. **See Attachment 5 for supporting documentation.**

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

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

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

Provide specific details concerning the affiliation and/or ownership interests involving:

- (a) any natural gas producer and/or marketers,
- (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

Provide the Pa PUC Docket Number if the applicant has ever applied:

- (a) for a Pennsylvania Natural Gas Supplier license, or

(b) for a Pennsylvania Electric Generation Supplier license.

Docket Number has not been issued at this time. Application mailed on 12/06/2013.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

or

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

7. **APPLICANT'S PRESENT OPERATIONS:**

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

or

The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:**

The Applicant proposes to operate as a:

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

9. **PROPOSED SERVICES:**

See Attachment 9 for documentation.

10. **SERVICE AREA:**

See Attachment 10 for documentation.

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 upon approval of this application.

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:

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

PECO

Carlos Thillet, Manager, Gas Supply and Transportation
2301 Market Street, S9-2
Philadelphia, PA 19103
email: carlos.thillet@exeloncorp.com
PH: 215.841.6452

Equitable Gas Company

Jerald Moody
225 North Shore Drive
Pittsburgh, PA 15212-5352
PH: 412.395.3209
FAX: 412.395.3335

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

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

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@peolestwp.com

Philadelphia Gas Works
Douglas Moser
800 West Montgomery Avenue
Philadelphia, PA 19122
email: douglas.moser@pgworks.com
PH: 215.684.6899

UGI Penn Natural
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

UGI
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

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

UGI Central Penn
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

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.

See Attachment 13 for documentation.

14. **TAXATION:**

See Attachment 14 for documentation.

15. **COMPLIANCE:**

Avion Energy Group, LLC has not been the defendant of a criminal or civil proceeding within the duration of existence over the last three (3) years. There have been no formal or escalated actions or complaints filed with or by a customer, regulatory agency or prosecutory agency against Avion Energy Group, LLC, an affiliate, a predecessor of either, or a person identified in this Application, for the duration of existence over the prior three (3) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General.

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:**

See attachment 16 for documentation.

17. **FINANCIAL FITNESS:**

See Attachment 17 for documentation.

18. **TECHNICAL FITNESS:**

See Attachment 18 for documentation.

19. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.

20. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.
21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.**
22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
23. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.
24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: Avion Energy Group, LLC

By: _____

Title: President

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AFFIDAVIT

State of Georgia :
County of Gwinnett :

ss.

RECEIVED

Joseph M. Mittiga, Affiant, being duly sworn according to law, deposes and says that:

DEC - 6 2013

He is the President of Avion Energy Group, LLC;

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

That Avion Energy Group, LLC, the Applicant herein, acknowledges that Avion Energy Group, LLC may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Avion Energy Group, LLC, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

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

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

That Avion 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/her knowledge, information, and belief.

Signature of Affiant

Sworn and subscribed before me this 4th day of December, 2013.

Signature of official administering oaths

My commission expires 03/21/2016



AFFIDAVIT

RECEIVED

State of Georgia :
County of Gwinnett : ss.

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Joseph M. Mittiga, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Avion Energy Group, LLC;

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

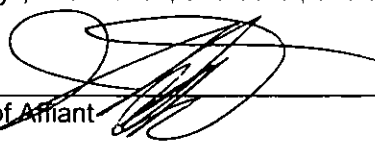
That the Applicant herein, Avion Energy Group, LLC, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

That the Applicant herein, Avion 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, Avion 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.



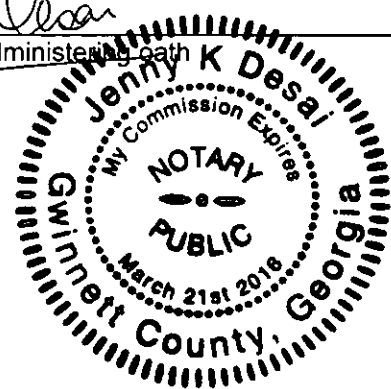
Signature of Affiant

Sworn and subscribed before me this 4th day of December, 2013.



Signature of official administering oath

My commission expires 03/21/2016



Attachment 5: Business Entity and Department of State Filings

Avion Energy Group, LLC was formed in the State of Georgia on July 22, 2010, and registered in the State of Pennsylvania on June 25, 2013. Included in this attachment are the following:

- Exhibit 5-1: Pennsylvania Department of State Filed Corporation Registration
- Exhibit 5-2: Pennsylvania Department of Revenue Notice of Corporate Registration
- Exhibit 5-3: Articles of Organization
- Exhibit 5-4: Georgia Certificate of Organization
- Exhibit 5-5: Operating Agreement
- Exhibit 5-6: Georgia Certificate of Existence
- Exhibit 5-7: Officers

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-1: Pennsylvania Department of State Filed Corporation Registration

A copy of the Pennsylvania Department of State Filed Corporation Registration for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Avion Energy Group, LLC

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

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

ENTITY NUMBER: 4202585

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive / Suite 403-186
Lawrenceville, GA 30043

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

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

- Registered Limited Liability General Partnership (§ 8211)
- Registered Limited Liability Limited Partnership (§ 8211)
- Limited Partnership (§ 8582)
- Limited Liability Company (§ 8981)

Name Avion Energy Group, LLC		
Address 1475 Buford Drive, Suite 403-186		
City Lawrenceville	State Georgia	Zip Code 30043

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



Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



T1320541132

Fec: \$250

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

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:
Avion Energy Group, LLC

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

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Jurisdiction: **Georgia** Date of Formation: **7/22/2010**

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

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
National Registered Agents, Inc.			Dauphin	

PA DEPT. OF STATE

JUN 25 2013

PA DEPT. OF STATE

JUL 22 2013

5. Check and complete one of the following:

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

Number and street	City	State	Zip
-------------------	------	-------	-----

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

1475 Buford Drive, Suite 403-186	Lawrenceville	Georgia	30043
Number and street	City	State	Zip

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

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

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

Name	Business Address

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

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

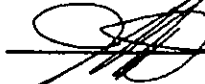
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

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

20 day of June, 2013

Avion Energy Group, LLC

Name of Partnership/Company



Signature

President

Title

Exhibit 5-2: Pennsylvania Department of Revenue Notice of Corporate Registration

A copy of the Pennsylvania Department of Revenue Notice of Corporation Registration for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



BUREAU OF CORPORATION TAXES
PO BOX 280705
HARRISBURG PA 17128-0705

NOTICE OF CORPORATE REGISTRATION

**AVION ENERGY GROUP, LLC
STE 403-186
1475 BUFORD DR
LAWRENCEVILLE GA 30043-3798**

REVENUE ID:..... 1000717772
FEIN:..... 273095721
NOTICE NUMBER:..... BU1000297333
MAIL DATE:..... 08/05/2013
FISCAL YR END:..... 12/31
FIRST ACTIVITY IN PA DATE:.....

TAXES SUBJECT:
Corporate Net Income
Loans
Foreign Franchise

Welcome to Pennsylvania's business community. The Department of Revenue has been advised that you are authorized to conduct business in Pennsylvania. The above Revenue ID number has been assigned to your business for tax reporting purposes. Please reference this number on all correspondence with the department.

Carefully review your name, address and tax information above for accuracy. If no federal employer identification number (FEIN) is indicated, please provide this number to the department as soon as it is available from the federal government. Write the FEIN and other changes or additions in the top, right-hand corner above and return this letter to the PA DEPARTMENT OF REVENUE, PO BOX 280705, HARRISBURG PA 17128-0705.

FILING REQUIREMENTS

The taxes you are required to report annually are identified above. Tax reports must be filed timely, even if there is no business activity or if the first year in business is less than 12 months. You are obligated to pay timely and file tax returns until you formally dissolve your corporate charter, file an out of existence affidavit or cancel a license or authorization. Failure to file and pay timely may result in penalties and liens. For information on tax due dates, visit the department's website at www.revenue.state.pa.us.

Pay particular attention to the month your fiscal year ends, identified above, for the following reasons:

- For capital stock/foreign franchise, corporate net income and mutual thrift taxes, the first quarterly estimated payments are due within 75 days following the incorporation/authority date.
- A federal subchapter S corporation desiring not to be taxed as a PA S corporation is required to file Form REV-976 on or before the due date or extended due date of the first tax period for which it is to be in effect. REV-976 is available at www.revenue.state.pa.us.

SUBJECTIVITY TO CORPORATE TAXES FOR LIMITED LIABILITY COMPANIES AND BUSINESS TRUSTS

- According to Section 601 of the Tax Reform Code, limited liability companies and business trusts are considered corporations for purposes of capital stock/foreign franchise tax, regardless of how they file with the Internal Revenue Service (IRS).
- Under Section 401, any entity that files as a corporation with the IRS is subject to PA corporate net income tax. A limited liability company or business trust that does not file as a corporation with the IRS is not subject to the PA corporate net income tax.

ELECTRONIC FILING

Payments of \$10,000 or more must be remitted electronically. Register online through the department's e-Services Center at www.revenue.state.pa.us to send tax payments to the department online using e-TIDES.

The Department of Revenue appreciates your cooperation and wishes your business success in Pennsylvania. If you have any questions, visit the Online Customer Service Center at www.revenue.state.pa.us or call the Taxpayer Service & Information Center at 717-787-1064.

RECEIVED

DEC - 6 2013



000BU1000297333 02 02 00214 1 00

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-3: Articles of Organization

A copy of the Articles of Organization for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

Control No: 10051697
Date Filed: 07/22/2010 11:51 AM
Brian P. Kemp
Secretary of State

July 22, 2010

**ARTICLES OF ORGANIZATION
FOR GEORGIA LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company is:

Avion Energy Group, LLC

The principal mailing address of the Limited Liability Company is:

295 Leatherwood Court
Lawrenceville, GA 30043

The Registered Agent is:

James R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043

County: Gwinnett

The name and address of each organizer(s) are:

Karla Figueroa
7083 Hollywood Blvd., Suite
180
Los Angeles, CA 90028

The optional provisions are:

No optional provisions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date set forth below.

Signature(s):

Organizer, Karla Figueroa

Date:

July 22, 2010

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-4: Georgia Certificate of Organization

A copy of the Georgia Certificate of Organization for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF ORGANIZATION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

AVION ENERGY GROUP, LLC
a Domestic Limited Liability Company

has been duly organized under the laws of the State of Georgia on **07/22/2010** by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on July 22, 2010



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-5: Operating Agreement

A copy of the Operating Agreement for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC Operating Agreement

A. THIS OPERATING AGREEMENT of Avion Energy Group, LLC (the "Company") is entered into as of the date set forth on the signature page hereto by each of the persons named in Exhibit A hereto (referred to individually as a Member and collectively as the Members).

B. The Members have formed a limited liability company under the Georgia Limited Liability Company Act. The articles of organization of the Company filed with the Georgia Secretary of State are hereby adopted and approved by the Members.

C. The Members enter into this agreement to provide for the governance of the Company and the conduct of its business, and to specify their relative rights and obligations. The purpose for which the company is organized is to conduct any and all lawful business for which Limited Liability Companies can be organized pursuant to Georgia statute, including but not limited to: Conduct any and all lawful business as a Broker of electricity and natural gas.

NOW THEREFORE, the Members agree as follows:

ARTICLE 1: DEFINITIONS

Capitalized terms used in this agreement have the meanings specified in this Article or elsewhere in this agreement and when not so defined shall have the meanings set forth in the Georgia Limited Liability Company Act.

"Capital Contribution" means the amount of cash, property or services contributed to the Company.

"Company" means Avion Energy Group, LLC, a Georgia limited liability company.

"Member" means a Person who acquires Membership Interests, as permitted under this agreement, and who becomes or remains a Member.

"Membership Interests" means either Percentage Interest or Units, based on how ownership in the Company is expressed on Exhibit A.

"Percentage Interest" means a percent ownership in the Company entitling the holder to an economic and voting interest in the Company.

"Person" means an individual, partnership, limited partnership, trust, estate, association, corporation, limited liability company, or other entity, whether domestic or foreign.

"Unit" means a unit of ownership in the Company entitling the Member holding such unit to an economic interest and a voting interest in the Company.

ARTICLE 2: CAPITAL AND CAPITAL CONTRIBUTIONS

2.1 Initial Capital Contributions and Membership Interests. The Capital Contributions of the initial Members, as well as the Membership Interests of each Member, are listed in Exhibit A, which is made part of this agreement. Membership Interests in the Company may be expressed either in Units or directly in Percentage Interests.

RECEIVED

DEC - 6 2013

2.2 **Subsequent Contributions.** No Member shall be obligated to make additional capital contributions unless unanimously agreed by all the Members.

2.3 **Capital Accounts.** Individual capital accounts may be maintained for each Member consisting of that Member's Capital Contribution, (1) increased by that Member's share of profits, (2) decreased by that Member's share of losses and company expenses, (3) decreased by that Member's distributions and (4) adjusted as required in accordance with applicable tax laws.

2.4 **Interest.** No interest shall be paid on Capital Contributions or on the balance of a Member's capital account.

2.5 **Limited Liability.** A Member shall not be bound by, or be personally liable for, the expenses, liabilities, or obligations of the company except as otherwise provided in this agreement or as required by law.

ARTICLE 3: ALLOCATIONS AND DISTRIBUTIONS

3.1 **Allocations.** The profits and losses of the Company and all items of Company income, gain, loss, deduction, or credit shall be allocated, for Company book purposes and for tax purposes, pro rata in proportion to relative Membership Interests held by each Member.

3.2 **Distributions.** The Company shall have the right to make distributions of cash and property to the Members pro rata based on the relative Membership Interests. The timing and amount of distributions shall be determined by the Members in accordance with Georgia law.

3.3 **Limitations on Distributions.** The Company shall not make a distribution to a Member if, after giving effect to the distribution:

(a) The Company would be unable to pay its debts as they become due in the usual course of business, or

(b) The fair value of the Company's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Company were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of members, if any, whose preferential rights are superior to those of the Members receiving the distribution.

ARTICLE 4: MANAGEMENT

4.1 **Management.** The business of the Company shall be managed by the Members. In the event of a dispute between Members, final determination shall be made by a vote of the majority of the Members (unless a greater percentage is required in this Agreement or under Georgia law). Any Member may bind the Company in all matters in the ordinary course of business.

4.2 **Banking.** The Members are authorized to set up one or more bank accounts and are authorized to execute any banking resolutions provided by the institution where the accounts are being set up. All funds of the Company shall be deposited in one or more accounts with one or more recognized financial institutions in the name of the Company.

4.3 **Officers.** The Members are authorized to appoint one or more officers from time to time. The officers shall hold office until their successors are chosen and qualified. Subject to any employment agreement entered into between the officer and the Company, an officer shall serve at the pleasure of the Members. The current officers of the Company are listed on Exhibit B.

ARTICLE 5: ACCOUNTS AND ACCOUNTING

5.1 **Accounts.** Complete books of account of the Company's business, in which each Company transaction shall be fully and accurately entered, shall be kept at the Company's principal executive office and shall be open to inspection and copying on reasonable notice by any Member or their authorized representatives during normal business hours for purposes reasonably related to the interest of such person as a Member. The costs of such inspection and copying shall be borne by the Member.

5.2 **Records.** At all times during the term of existence of the Company, and beyond that term if the Members deems it necessary, the Members shall keep or cause to be kept the following:

- (a) A current list of the full name and last known business or residence address of each Member, together with the Capital Contribution, the amount and terms of any agreed upon future Capital Contribution, and Membership Interest of each Member;
- (b) A copy of the articles of organization and any amendments;
- (c) Copies of the Company's federal, state, and local income tax or information returns and reports, if any, for the three most recent taxable years; and
- (d) An original executed copy or counterparts of this agreement and any amendments.

5.3 **Income Tax Returns.** Within 45 days after the end of each taxable year, the Company shall use its best efforts to send to each of the Members all information necessary for the Members to complete their federal and state income tax or information returns and a copy of the Company's federal, state, and local income tax or information returns for such year.

5.4 **Tax Matters Member.** Joe Mittiga shall act as tax matters member of the Company to represent the Company (at the Company's expense) in connection with all examinations of the Company's affairs by tax authorities and to expend Company funds for professional services and costs associated therewith.

ARTICLE 6: MEMBERSHIP--MEETINGS, VOTING

6.1 **Members and Voting Rights.** Members shall have the right and power to vote on all matters with respect to which this agreement or Georgia law requires or permits such Member action. Voting shall be based on Membership Interests. Unless otherwise stated in this Agreement or under Georgia law, the vote of the Members holding a majority of the Membership Interests shall be required to approve or carry an action.

6.2 Meetings. Regular or annual meetings of the Members are not required but may be held at such time and place as the Members deem necessary or desirable for the reasonable management of the Company. Meetings may be called by any member or members holding 10% or more of the Membership Interests, for the purpose of addressing any matters on which the Members may vote. Written (or oral, if reasonable) notice shall be given not less than 2 days nor more than 60 days before the date of the meeting to each Member entitled to vote at the meeting.

In any instance in which the approval of the Members is required under this agreement, such approval may be obtained in any manner permitted by Georgia law, including by conference telephone or similar communications equipment. In addition, any action which could be taken at a meeting can be approved without a meeting and without notice if a consent in writing, stating the action to be taken, is signed by the holders of the minimum Membership Interest needed to approve the action. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing but who would have been entitled to vote thereon had such action been taken at a meeting.

ARTICLE 7: WITHDRAWAL AND TRANSFERS OF MEMBERSHIP INTERESTS

7.1 Withdrawal. A Member may withdraw from the Company prior to the dissolution and winding up of the Company with the unanimous consent of the other Members, or if such Member transfers or assigns all of his or her Membership Interests pursuant to Section 7.2 below. A Member which withdraws pursuant to this Section 7.1 shall be entitled to a distribution in an amount equal to such Member's Capital Account.

7.2 Restrictions on Transfer. A Member may transfer Membership Interests to any other Person without the consent of any other Member. A person may acquire Membership Interests directly from the Company upon the written consent of all Members. A person which acquires Membership Interests in accordance with this section shall be admitted as a Member of the Company after the person has agreed to be bound by the terms of this Operating Agreement by executing a consent in the form of Exhibit C.

ARTICLE 8: DISSOLUTION AND WINDING UP

8.1 Dissolution. The Company shall be dissolved upon the first to occur of the following events:

(a) The vote of Members holding all of the outstanding Membership Interests to dissolve the Company.

(b) Entry of a decree of judicial dissolution under Subsection (a) of Code Section 14-11-603 of the Georgia Limited Liability Company Act.

(c) At any time there are no Members, provided that the Company is not dissolved and is not required to be wound up if, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining Member, the legal representative of the last remaining Member agrees in writing to continue the Company and to the admission of the legal representative of such Member or its assignee to the Company as a

Member, effective as of the occurrence of the event that terminated the continued membership of the last remaining Member.

8.2 No automatic dissolution upon certain events. Neither the death, incapacity, disassociation, bankruptcy or withdrawal of a Member shall automatically cause a dissolution of the Company.

ARTICLE 9: INDEMNIFICATION

9.1 Indemnification. The Company shall have the power to indemnify any Person who was or is a party, or who is threatened to be made a party, to any proceeding by reason of the fact that such Person was or is a Member, Manager, officer, employee, or other agent of the Company, or was or is serving at the request of the Company as a director, manager, officer, employee, or other agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such Person in connection with such proceeding, if such Person acted in good faith and in a manner that such Person reasonably believed to be in the best interests of the Company, and, in the case of a criminal proceeding, such Person had no reasonable cause to believe that the Person's conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Person did not act in good faith and in a manner that such Person reasonably believed to be in the best interests of the Company, or that the Person had reasonable cause to believe that the Person's conduct was unlawful.

To the extent that an agent of the Company has been successful on the merits in defense of any proceeding, or in defense of any claim, issue, or matter in any such proceeding, the agent shall be indemnified against expenses actually and reasonably incurred in connection with the proceeding. In all other cases, indemnification shall be provided by the Company only if authorized in the specific case unanimously by all of the Members.

"Proceeding," as used in this section, means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

9.2 Expenses. Expenses of each Person indemnified under this agreement actually and reasonably incurred in connection with the defense or settlement of a proceeding may be paid by the Company in advance of the final disposition of such proceeding, as authorized by the Members who are not seeking indemnification upon receipt of an undertaking by such Person to repay such amount unless it shall ultimately be determined that such Person is entitled to be indemnified by the Company.

"Expenses," as used in this section, includes, without limitation, attorney fees and expenses of establishing a right to indemnification, if any, under this section.

ARTICLE 10: GENERAL PROVISIONS

10.1 Entire Agreement; Amendment. This agreement constitutes the whole and entire agreement of the parties with respect to the subject matter of this agreement, and it shall not be

modified or amended in any respect except by a written instrument executed by all of the Members. This agreement replaces and supersedes all prior written and oral agreements by and among the Members.

10.2 Governing Law; Severability. This agreement shall be construed and enforced in accordance with the internal laws of the State of Georgia. If any provision of this agreement is determined by any court of competent jurisdiction or arbitrator to be invalid, illegal, or unenforceable to any extent, that provision shall, if possible, be construed as though more narrowly drawn, if a narrower construction would avoid such invalidity, illegality, or unenforceability or, if that is not possible, such provision shall, to the extent of such invalidity, illegality, or unenforceability, be severed, and the remaining provisions of this agreement shall remain in effect.


10.3 Benefit. This agreement shall be binding on and inure to the benefit of the parties and their heirs, personal representatives, and permitted successors and assigns.

10.4 Number and Gender. Whenever used in this agreement, the singular shall include the plural and the plural shall include the singular, and the neuter gender shall include the male and female as well as a trust, firm, company, or corporation, all as the context and meaning of this agreement may require.

10.5 No Third Party Beneficiary. This agreement is made solely for the benefit of the parties to this agreement and their respective permitted successors and assigns, and no other person or entity shall have or acquire any right by virtue of this agreement.

IN WITNESS WHEREOF, the parties have executed or caused to be executed this Operating Agreement as of the date below.

Dated: July 27, 2010



Joseph M Mittiga

MEMBERS

The following persons are the initial Members of the Company, and their initial capital contributions and ownership is set forth below.

Name	Capital Contribution (\$)	Units
Joe Mittiga	\$4,000.00	100,000

OFFICERS

The following person(s) are elected as officers of the Company:

Name	Title
Joe Mittiga	President
James R Charron	Vice President

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-6: Georgia Certificate of Existence

A copy of the Georgia Certificate of Existence for Avion Energy Group, LLC follows this cover sheet.

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 10051697
DATE INC/AUTH/FILED : 7/22/2010 12:00:00 AM
JURISDICTION : Georgia
PRINT DATE : 2/25/2013 12:56:49 PM

James R Charron
1264 Riverloch Way
Lawrenceville, GA 30043

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AVION ENERGY GROUP, LLC
A Domestic Limited Liability Company

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Handwritten signature of Brian P. Kemp in black ink.

Brian P. Kemp
Secretary of State

RECEIVED

DEC - 6 2013

Tracking #: 4tED6iMd

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment 5: Business Entity and Department of State Filings
Exhibit 5-7: Officers

Avion Energy Group, LLC is owned solely by Joseph M. Mittiga.

Owner/CEO

Joseph (Joe) M. Mittiga
295 Leatherwood Court
Lawrenceville, GA 30043
(678) 665-8177

Avion Energy Group, LLC is controlled by the following officers:

President

Joseph (Joe) M. Mittiga
295 Leatherwood Court
Lawrenceville, GA 30043
(678) 665-8177

Executive Vice President

James (Jim) R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043
(678) 687-0999

Secretary/Treasurer

James (Jim) R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043
678-687-0999

RECEIVED

DEC - 6 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Attachment 9: Proposed Services

Services

Many consumers of Electricity and Natural Gas are approached by a broker/marketer representing one Energy Provider. Avion Energy Group's approach is more consumer focused. We represent the consumer by gathering their historic usage data and then shopping their energy consumption among the energy providers. We then provide our findings and assist them should they decide to make a switch.

It is our intent to seek agreements with all the licensed energy providers in the State of Pennsylvania. We will offer their pricing in an apples to apples comparison. We will point out differences in contracts to better meet our clients' needs and concerns.

Avion Energy Group will not take possession of the energy but will connect the energy consumer to a licensed energy provider. The responsibilities addressed in 66 Pa. Code §§ 1317-1318 and 52 Pa. Code §§ 2201-2211 concerning the billing of consumers and customer inquiries and complaints will be met by the licensed energy provider. Avion Energy will not charge the consumer for its services. Avion Energy will be compensated by a broker fee paid by the seller (comparable to a buyer's agent in a real-estate transaction).

In order to establish long term relationships with our clients, our agents are trained to provide information, assist in educating the consumer and follow up regularly with them handling all consumer inquiries and assisting with any complaints they may have with their energy provider.

Customers

Avion Energy Group is focused solely on commercial energy customers – businesses, organizations, industry and municipalities.

Geographic Area

Avion Energy Group will do business in the entire State of Pennsylvania.

Attachment 10: Proposed Service Areas

Avion Energy Group proposes to provide broker/marketer services in the following utility areas:

Columbia Gas of Pennsylvania Inc.
Equitable Gas Company
National Fuel Gas Distribution Corp.
PECO
Peoples Natural Gas Company LLC
Peoples TWP LLC (Formerly T. W. Phillips)
Philadelphia Gas Works
UGI
UGI Central Penn
UGI Penn Natural
Valley Energy Inc.

Attachment 13: Proof of Service – Statutory Agencies

On this the 4th day of December 2013, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following statutory agencies:

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

On this the 4th day of December 2013, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following NGDCs:

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

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

Equitable Gas Company
Jerald Moody
225 North Shore Drive
Pittsburgh, PA 15212-5352
PH: 412.395.3209
FAX: 412.395.3335

Philadelphia Gas Works
Douglas Moser
800 West Montgomery Avenue
Philadelphia, PA 19122
email: douglas.moser@pgworks.com
PH: 215.684.6899

National Fuel Gas Distribution Corp.
David D. Wolford
6363 Main Street
Williamsville, NY 14221
PH: 716.857.7483
FAX: 716.857.7479
email: wolfordd@natfuel.com

UGI
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

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

UGI Central Penn
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

Peoples Natural Gas Company LLC
Lynda Petrichevich
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212
email: lynda.w.petrichevich@peoples-gas.com
PH: 412.208.6528
FAX: 412.208.6577

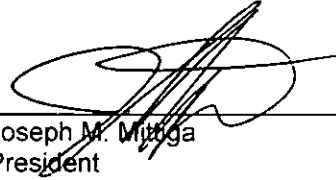
UGI Penn Natural
David Beasten
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677
PH: 610.796.3425
FAX: 610.796.3559

RECEIVED

DEC - 6 2013

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



Joseph M. Mittiga
President
Avion Energy Group, LLC

**Attachment 14: Taxation
Not Applicable Items**

Item A: Sales Tax License

Avion Energy Group does not receive payment for services from clients (businesses in Pennsylvania), but is compensated by a broker fee directly from the energy provider. Avion Energy does not bill customers or collect sales tax. Those responsibilities are handled by the energy provider.

Item C: Corporate Box Number

Avion Energy Group has not been issued a Corporate Box Number at this time. Because Avion Energy does not have employees in the State of Pennsylvania, payroll tax collection is not necessary.

**Attachment 16: Standards, Billing Practices, Terms and
Conditions of Providing Service and Consumer Education**

Avion Energy does not take title to electricity, bill customers, or make payments on behalf of customers. Our relationship with customers is similar to that of a buyer's agent in a real-estate transaction. Our service is to shop for best rates on electricity, whereas the energy provider takes responsibility for the procurement of electricity, billing, and payments.

Customer Service complaints can be directed to:

James (Jim) R Charron
Executive Vice President
1475 Buford Drive
Suite 403-186
Lawrenceville, Georgia 30043
(678) 687-0999 (direct)
(770) 825-9012 (fax)
jim@avionenergy.com

Attachment 17: Financial Fitness

Avion Energy Group does not take title to electricity, bill customers, or make payments on behalf of customers. Our relationship with customers is similar to that of a buyer's agent in a real-estate transaction. Our service is to shop for best rates on electricity, whereas the energy provider takes responsibility for the procurement of electricity, billing, and payments. Avion Energy provides the following documentation to demonstrate financial fitness commensurate with our service:

Exhibit 17-1: Organizational Structure

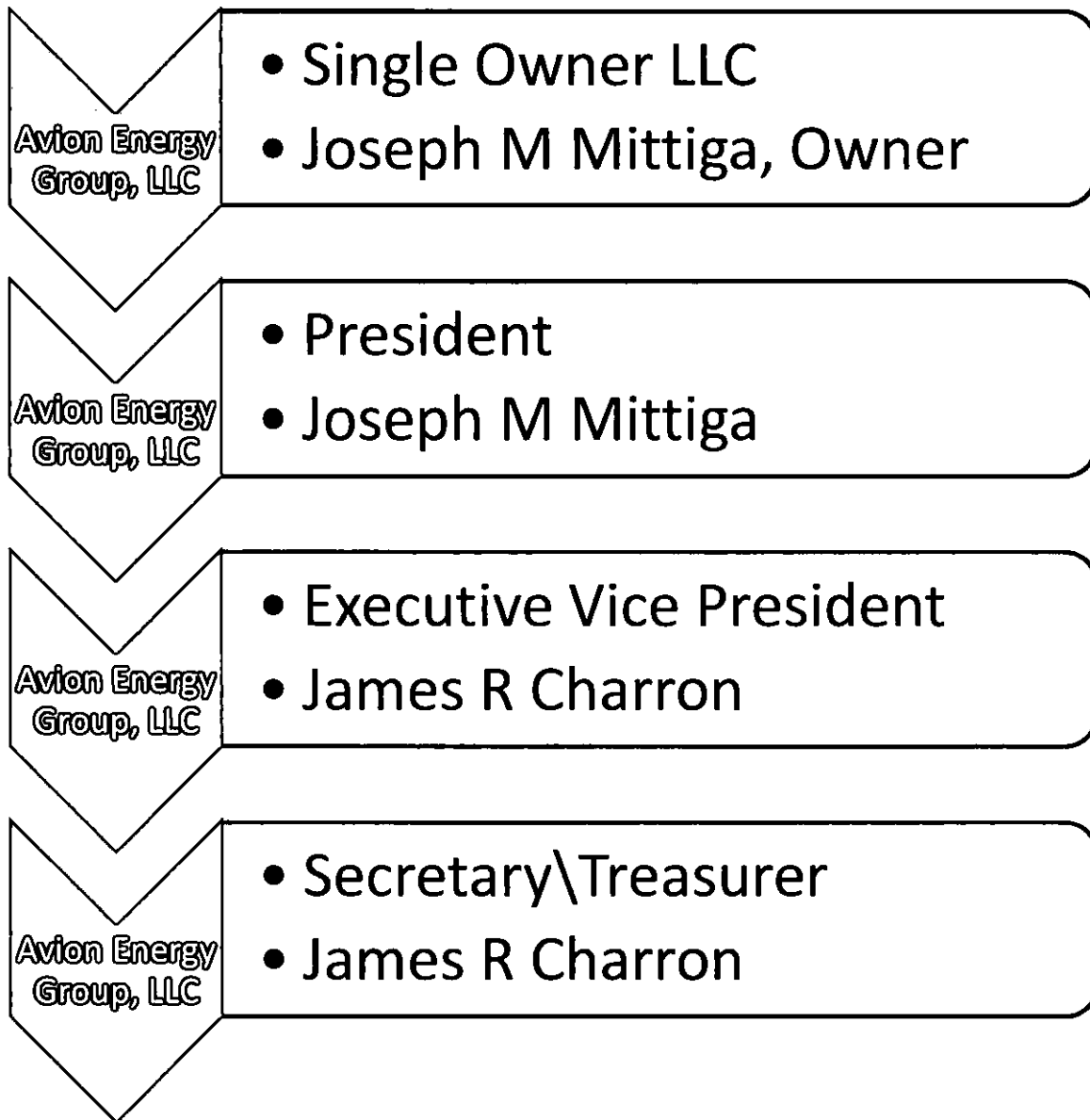
Exhibit 17-2: Financial Statements

Exhibit 17-3: Credit Report

Exhibit 17-4: Officers and Accounting Custodian

Attachment 17: Financial Fitness
Exhibit 17-1: Organizational Structure

Avion Energy Group, LLC was incorporated in the State of Georgia on July 22, 2010 as a single member LLC. Two individuals were appointed to manage the LLC. There is no parent company or affiliates.



Attachment 17: Financial Fitness
Exhibit 17-2: Financial Statements

Avion Energy Group submits the following financial statements to demonstrate fitness to broker electricity in the State of Pennsylvania:

Profit and Loss for 2011
Profit and Loss for 2012
Balance Sheet for 2012

Avion Energy Group
Profit & Loss
 January through December 2011

	<u>Jan - Dec 11</u>
Ordinary Income/Expense	
Income	
Broker Fee	112,210.52
Admin Fees	54,806.88
Total Income	<u>167,017.40</u>
Cost of Goods Sold	
Commissions	63,093.36
Contract Services	90,636.20
Credit Card Processing Fees	6,418.47
Total COGS	<u>160,148.03</u>
Gross Profit	6,869.37
Expense	
Accounting	650.00
Advertising	47.00
Auto	2,193.22
Bank Charges	521.98
Dues and Subscriptions	771.40
Email Service	105.00
Insurance	414.13
Internet Service	1,425.52
Life Time Membership	1,858.44
Licenses and Permits	210.00
Marketing	60.45
Meals & Entertainment	5,683.26
Medical	44.00
Event	200.00
Miscellaneous	100.00
Office Expense	2,429.50
Office Supplies	1,256.68
Postage and Delivery	677.91
Printing and Reproduction	931.67
Rent	1,816.54
Supplies	1,102.32
Telephone	2,017.97
Trade Show	47.70
Training & Seminars	273.85
Travel	1,458.74
Uniforms	19.95
Utilities	357.74
Web Site	4,704.50
Uncategorized	270.00
Total Expense	<u>31,649.47</u>
Net Ordinary Income	-24,780.10
Other Income/Expense	
Other Income	
Other Inc	26,640.00
Interest Income	71.98
Total Other Income	<u>26,711.98</u>
Net Other Income	26,711.98
Net Income	<u><u>1,931.88</u></u>

Avion Energy Group
Profit & Loss
January through December 2012

	<u>Jan - Dec 12</u>
Ordinary Income/Expense	
Income	
Broker Fee	316,916.18
Admin Fees	40,350.22
Total Income	<u>357,266.40</u>
Cost of Goods Sold	
Commissions	167,886.09
Contract Services	72,761.23
Credit Card Processing Fees	4,419.84
Total COGS	<u>245,067.16</u>
Gross Profit	112,199.24
Expense	
Accounting	3,118.00
Advertising	495.00
Auto	10,804.31
Bank Charges	972.74
Dues and Subscriptions	974.40
Gifts Given	25.00
Insurance	1,399.49
Internet Service	1,441.11
Legal-Prof Fees	1,269.64
Licenses and Permits	650.21
Marketing	19,768.60
Meals & Entertainment	9,827.01
Event	1,779.01
Office Expense	526.74
Office Supplies	2,783.87
Postage and Delivery	1,130.63
Printing and Reproduction	480.90
Rent	1,483.89
Seminar	29.95
Supplies	366.86
Taxes	11.50
Telephone	2,979.83
Travel	18,927.24
Uniforms	2,077.72
Utilities	2,472.00
Web Site	4,645.31
Total Expense	<u>90,440.96</u>
Net Ordinary Income	21,758.28
Other Income/Expense	
Other Income	
Income Stream Purchase	1,916.67
Interest Income	2.69
Total Other Income	<u>1,919.36</u>
Net Other Income	1,919.36
Net Income	<u><u>23,677.64</u></u>

Avion Energy Group
Balance Sheet
As of December 31, 2012

	<u>Dec 31, 12</u>	<u>Dec 31, 11</u>
ASSETS		
Current Assets		
Checking/Savings		
Cash & Cash Equivalents	8,177.95	7,220.81
Total Checking/Savings	<u>8,177.95</u>	<u>7,220.81</u>
Total Current Assets	8,177.95	7,220.81
Fixed Assets		
Business Assets	0.00	0.00
Total Fixed Assets	<u>0.00</u>	<u>0.00</u>
Other Assets		
Due From Member	28,226.72	7,932.96
Organizational Costs	370.95	370.95
Total Other Assets	<u>28,597.67</u>	<u>8,303.91</u>
TOTAL ASSETS	<u><u>36,775.62</u></u>	<u><u>15,524.72</u></u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
Accrued Expenses	0.00	5,510.07
Total Other Current Liabilities	<u>0.00</u>	<u>5,510.07</u>
Total Current Liabilities	0.00	5,510.07
Long Term Liabilities		
Income Stream Purchases	35,683.33	7,600.00
Total Long Term Liabilities	<u>35,683.33</u>	<u>7,600.00</u>
Total Liabilities	35,683.33	13,110.07
Equity		
Avion Energy Group, LLC	-22,585.35	482.77
Net Income	23,677.64	1,931.88
Total Equity	<u>1,092.29</u>	<u>2,414.65</u>
TOTAL LIABILITIES & EQUITY	<u><u>36,775.62</u></u>	<u><u>15,524.72</u></u>

Attachment 17: Financial Fitness
Exhibit 17-3: Credit Report

Avion Energy Group submits two credit reports:

Comprehensive Report by Dun and Bradstreet
Commercial Credit Report by Equifax

No credit rating has been issued as Avion Energy Group has only been in business since 2010.

**CONFIDENTIAL/PROPRIETARY
MATERIAL FOLLOWS:**

NO SCANNED IMAGE AVAILABLE

**ACTUAL DOCUMENT IN
CONFIDENTIAL FILE FOLDER**

Attachment 17: Financial Fitness
Exhibit 17-4: Officers and Accounting Custodian

Avion Energy Group, LLC is owned solely by Joseph M. Mittiga.

Owner/CEO

Joseph (Joe) M. Mittiga
295 Leatherwood Court
Lawrenceville, GA 30043
(678) 665-8177

Avion Energy Group, LLC is controlled by the following officers:

President

Joseph (Joe) M. Mittiga
295 Leatherwood Court
Lawrenceville, GA 30043
(678) 665-8177

Executive Vice President

James (Jim) R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043
(678) 687-0999

Secretary/Treasurer

James (Jim) R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043
678-687-0999

Avion Energy Group, LLC's accounting custodian is:

James (Jim) R. Charron
1264 Riverloch Way
Lawrenceville, GA 30043
678-687-0999

Resumes for Joseph (Joe) M. Mittiga and James (Jim) R. Charron are below:

Joseph (Joe) M. Mittiga

July 2010 – Present
Avion Energy Group
President

- Establish channel partner relationships with retail energy providers
- Recruit sales leadership in deregulated energy markets
- Oversee operations

2004 – 2010

JME Energy
Sales Director

- Recruited and trained sales agents – approximately 25 people annually
- Managed personal client portfolio
- Worked across 12 states

Avion Energy Group, LLC
1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043
(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

1997 – 2004

Atlanta Port-Pit

Owner and General Manager

Responsible for the day-to-day activities in the office, on-site support, marketing, and sales

Created schedules and managed deployment of 15 full-time and 67 part-time employees

Generated annual revenue of \$800,000

James (Jim) R. Charron

July 2010 – Present

Avion Energy Group

Vice President of Operations

Responsible for day-to-day operations

Maintain relationships with retail energy providers

Establish and manage corporate training programs for brokers and field agents

Supervise development and implementation of automated systems

Oversee compliance and industry regulations

April 2010 – August 2010

United States Department of Commerce

Field Operations Manager for 2010 Census

Managed 24/7 operation of supervisors, employees, and enumerators

Reported daily status

Responsible for field verification

Supervised closing of offices and operations for Gwinnett County, Georgia

2006 – 2010

Your Energy Advocate

Owner

Supervised daily business operations

Recruited sales team to manage client services

Attachment 18: Technical Fitness

Avion Energy Group provides the following information to demonstrate technical fitness commensurate with our service:

Exhibit 18-1: Experience

Exhibit 18-2: Licenses

Exhibit 18-3: Customers

Exhibit 18-4: Staffing

Exhibit 18-5: Plans

Attachment 18: Technical Fitness

Exhibit 18-1: Experience

Avion Energy Group incorporated July 22, 2010 and launched operations in January 2011 in Atlanta, Georgia. The founder, Joe Mittiga wanted to leverage his sales and marketing experience in the residential and commercial energy industry. He formed Avion Energy with the intent to serve commercial and industrial energy consumers by simplifying their energy decisions and providing them with best energy pricing. Joe called upon key people who had worked with him in his past to develop strategic plans, day to day operations, training, marketing, and information processing systems.

Avion Energy Group has been a broker of electricity and natural gas in deregulated markets during its entire operation and has no affiliates.

The principals, Joe Mittiga and Jim Charron, have significant experience in the direct sales industry. Both have represented marketing companies engaged in the solicitation of residential and commercial energy consumers. They have recruited and trained teams to offer various products of the companies they represented. Their experience marketing energy has brought them to the conclusion that creating and maintaining a first class, service oriented, business approach based on relationships and not simply the sale of a commodity would bring success.

Avion Energy has assisted 1410 commercial electricity and natural gas consumers to find best pricing and switch to a different energy provider. Our customer base is diverse, mostly comprised of small to medium sized energy consumers covering a broad base of industries.

Avion Energy has placed under contract with various energy providers 168,489,753 kWh annual consumption and 6,295,619 therms annual consumption.

Avion Energy has contractual relationships with 46 energy providers licensed to do business in 26 states, covering 64 electric utilities and 121 natural gas utilities.

Avion Energy has recruited and trained 131 Independent Agents across several states.

Included in this exhibit are the following managerial and technical resumes:

Joseph (Joe) M. Mittiga

July 2010 – Present

Avion Energy Group

President

Establish channel partner relationships with retail energy providers

Recruit sales leadership in deregulated energy markets

Oversee operations

2004 – 2010

JME Energy

Sales Director

Recruited and trained sales agents – approximately 25 people annually

Managed personal client portfolio

Worked across 12 states

1997 – 2004

Atlanta Port-Pit

Owner and General Manager

Responsible for the day-to-day activities in the office, on-site support, marketing, and sales

Created schedules and managed deployment of 15 full-time and 67 part-time employees

Generated annual revenue of \$800,000

Attachment 8a: Experience, Plan, Structure

Avion Energy Group, LLC

1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043

(877) 712-8466 (toll-free) | (678) 697-7717 (office) | (770) 825-9012 (fax)

Exhibit 8a-1: Experience
(continued)

James (Jim) R. Charron

July 2010 – Present

Avion Energy Group

Vice President of Operations

Responsible for day-to-day operations

Maintain relationships with retail energy providers

Establish and manage corporate training programs for brokers and field agents

Supervise development and implementation of automated systems

Oversee compliance and industry regulations

April 2010 – August 2010

United States Department of Commerce

Field Operations Manager for 2010 Census

Managed 24/7 operation of supervisors, employees, and enumerators

Reported daily status

Responsible for field verification

Supervised closing of offices and operations for Gwinnett County, Georgia

2006 – 2010

Your Energy Advocate

Owner

Supervised daily business operations

Recruited sales team to manage client services

Kimberly (Kim) Johnson

October 2010 – Present

Avion Energy Group

Energy Broker Supervisor

Manage broker department

Processes request for pricing submitted by field agents

Gathers pricing from multiple retail energy providers to present to clients

Responsible for southern, midwest, and western regions

February 2010 – July 2010

United States Department of Commerce

Field Operations Supervisor for 2010 Census

Supervised second shift for 24/7 operation of employees and enumerators

Responsible for accuracy and processing

Dawn M. Scibilia

August 2010 – Present

Avion Energy Group

Energy Broker

Processes request for pricing (RFP) submitted by field agents

Gathers pricing from multiple retail energy providers to present to clients

Responsible for northeast region

Assist with corporate training programs

Attachment 18: Technical Fitness

Exhibit 18-2: Licenses

Avion Energy Group is licensed as a broker of electricity in the State of Delaware under Docket #13-338, Order #8451.

Avion Energy Group is registered as an aggregator/broker of natural gas in the State of Maine.

Avion Energy Group is licensed as an aggregator/broker of electricity in the State of Illinois under Docket # 13-0513.

Avion Energy Group is licensed as an aggregator/broker of electricity and natural gas in the State of Maryland under license number IR-3185 and IR-3184.

Avion Energy Group is registered as an energy agent and private aggregator of electricity and natural gas in New Jersey under registration number EA-0239 and PA-0137.

Avion Energy Group is licensed as an aggregator/broker of electricity and natural gas in the State of Ohio under license number 12-422E(1) and 13-328G(1).

Avion Energy Group does business in the following states that do not require licensure or registration:

- Arizona
- California
- Colorado
- Connecticut
- Florida
- Georgia
- Michigan
- Nevada
- New York
- Rhode Island
- Texas

Avion Energy Group is applying for licensing as an aggregator/broker of electricity in the following states:

- Maine
- Massachusetts

Avion Energy Group is applying for licensing as an aggregator/broker of natural gas in the following states:

- Massachusetts

Avion Energy Group has had no complaints.

Attachment 18: Technical Fitness

Exhibit 18-3: Customers

Avion Energy has assisted 1410 commercial electricity and natural gas consumers to find best pricing and switch to a different energy provider. Our customer base is diverse, mostly comprised of small to medium sized energy consumers covering a broad base of industries.

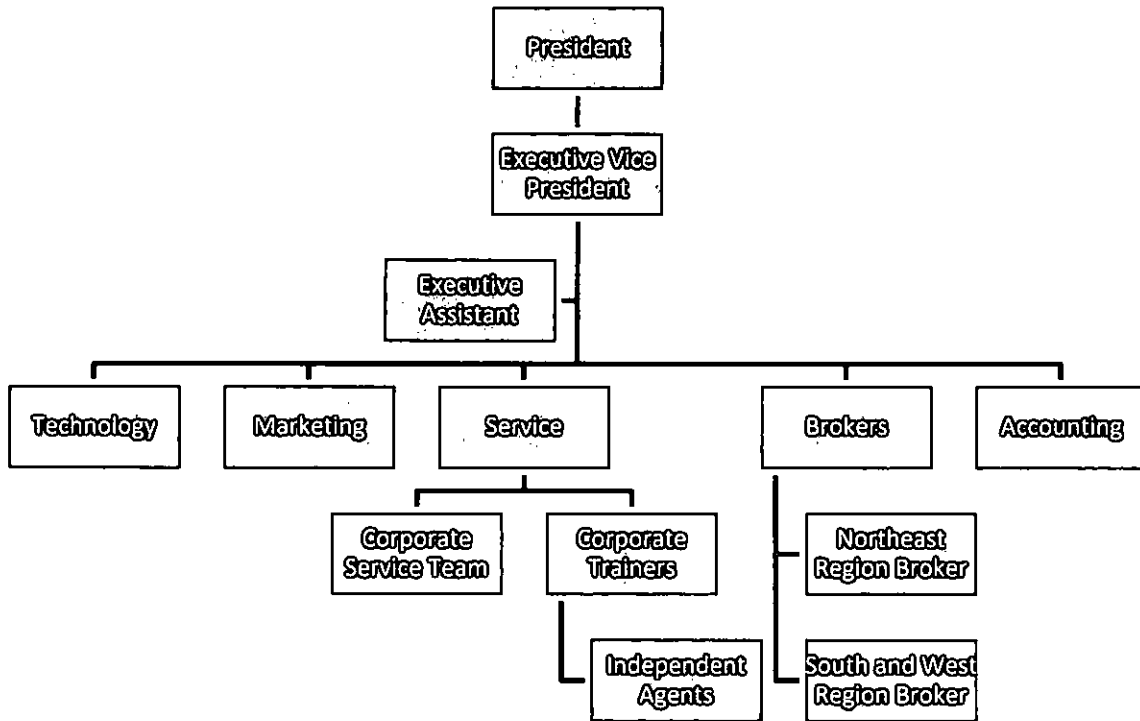
Avion Energy has placed under contract with various energy providers 168,489,753 kWh annual consumption and 6,295,619 therms annual consumption.

Avion Energy has contractual relationships with 46 energy providers licensed to do business in 26 states, covering 64 electric utilities and 121 natural gas utilities.

Attachment 18: Technical Fitness
Exhibit 18-4: Staffing

Structure

Avion Energy Group's staffing structure is depicted in the diagram below:



Numbers

There are 13 people on staff at Avion Energy Group. In addition there are 131 Independent Agents working nationwide.

Training

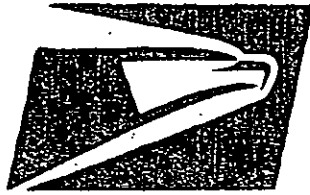
Avion Energy Group trains all sales personnel and representatives in our 30-day Corporate Training Program which utilizes a mentor-based approach. Included in this exhibit is our Corporate Training Manual (Mentor Manual: 5 Step Process).

Exhibit 18-5: Plans

The operations of Avion Energy Group will be in line with our general business plans. After receiving licensure from the Pennsylvania Public Utility Commission, working relationships will be established with all electricity energy providers in Pennsylvania, and a sales team will be recruited and trained. We will provide broker services for commercial and industrial customers in Pennsylvania with the same level of professional excellence and attention to detail as we do in all other states where we currently operate.

The strategy deployed by Avion Energy includes:

- Apply for licensing in applicable deregulated energy states.
- Create relationships with licensed energy providers in every deregulated state.
- Recruit and train sales agents in all deregulated states.

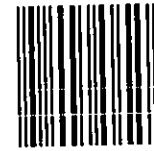


PRIORITY[®]
MAIL

UNITED STATES POSTAL SERVICE



1004



17120

U.S. POSTAGE
PAID
LAWRENCEVILLE, GA
30043
DEC 06, 13
AMOUNT

\$12.35
00036756-12

OX
D
3HT

OR DESTINATION

DEC 06 2013

DEC 06 2013

Medium Flat Rate Box
For Domestic and International Use

From: *Expéditeur:*



Avion Energy Group
1475 Buford Dr 403-186
Lawrenceville, GA 30043

To: *Destinataire:*

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

Country of Destination: *Pays de destination:*

INTERNATIONAL RESTRICTIONS:

LIMITATIONS ON CONTENT:

When using Priority Mail, cash or cash equivalents and all hazardous materials are prohibited.

WHEN LIMITATIONS
Apply details

CUSTOMER
For use



USPS TRACKING #



9114 9011 5981 8631 5051 97

Label 400 Jan. 2013
7690-16-000-7948

HT
y es for
2976-A