



December 14, 2013

Pennsylvania Public Utility Commission
Secretary
Keystone Building 2nd Floor Room N201
Harrisburg PA 17120

RE: Energy Solutions USA INC
Natural Gas Broker/License Application

Dear Administrator:

Enclosed is the Natural Gas Broker/License Application for Energy Solutions USA, Inc. that contains and original document, two copies, a cd of the filing along with a check in the amount of \$350.00 for filing fees.

We look forward to the application being accepted and processed so that we may conduct business within the state of Pennsylvania. Please bring any questions or need for additional information to my attention.

Sincerely

A handwritten signature in black ink, appearing to read "Henry Fuksman", written over a horizontal line.

Henry Fuksman
President

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SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Energy Solutions USA, Inc., d/b/a Energy Solutions USA, Inc., for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

Energy Solutions USA, Inc.
99 W McCanns Blvd
Elmira Heights, NY 14903
Phone 607-235-0130
Fax 866-829-9700

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

N/A

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

Elsa Bretherton
VP Development
99 W McCanns Blvd
Elmira Heights, NY 14903
Phone 607-235-0130
Fax 866-829-9700

- 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:

Elsa Bretherton
VP Development
99 W McCanns Blvd
Elmira Heights, NY 14903
Phone 607-235-0130
Fax 866-829-9700

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

John J Aho Esq
Harter Secrest & Emery LLP
1600 Bausch 7 Lomb Place
Rochester NY 14604
Phone 585-232-6500
Fax 585-232-2152

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

CT Corporation

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

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

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

or

X The Applicant will not be using a fictitious name.

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

☐ The Applicant is a sole proprietor.

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

or

☐ The Applicant is a:

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

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

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

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

or

X The Applicant is a:

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

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

Give name and address of officers.

Henry Fuksman / President
862 Fassatt Rd
Elmira, NY 14901

The Applicant is incorporated in the state of _____ New York _____.

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.

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

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

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

- ☐ Provide the Pa PUC Docket Number if the applicant has ever applied:
- (a) for a Pennsylvania Natural Gas Supplier license, or

(b) for a Pennsylvania Electric Generation Supplier license.

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

or

- X 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)

- X 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
- X Other. (Identify the nature of service being rendered.)

Broker / Marketer engaged in the business of supplying electricity services

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.
- X 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.

Energy Solutions USA, Inc. as a broker will be working with customers that have locations in PA in finding a supplier of natural gas and rates that best meet their financial needs.

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

In the areas that are unregulated for natural gas.

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

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

12. **START DATE:** The Applicant proposes to begin delivering services on ____Dec 2013_____
(approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

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

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

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

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

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

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

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

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.
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.
N/A – no convictions nor proceedings
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.
- | | |
|-------------------------|-------------------------|
| Henry Fuksman | Elsa Bretherton |
| President | VP Development |
| 99 W McCanns Blvd | 99 W McCanns Blvd |
| Elmira Heights NY 14903 | Elmira Heights NY 14903 |
| P 607-235-0130 X111 | P 607-235-0130 X112 |
| F 866-829-9700 | F 866-829-9700 |
- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.
N/A
- 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.
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.
C-Corporation. No Affiliations or subsidiary corporations or parent.
 - Published parent company financial and credit information.
Privately held corporation
 - 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.
Financial statements are not published – privately held
 - 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.
Tax filings attached – 2011 and 2012
 - 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.
See Attached
 - Audited financial statements
N/A See Tax filings attached – 2011 and 2012
 - Such other information that demonstrates Applicant's financial fitness.
Tax filings attached – 2011 and 2012
- 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.
 - See letters from each NGDC
- Identify Applicant's chief officers including names and their professional resumes

Henry Fuksman - President.

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

Henry Fuksman / President
99 W McCanns Blvd
Elmira Heights NY 14903
Phone 607-235-0130
Fax 866-829-9700

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.
 Henry Fuksman
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
 5 Employees in NY including President. All new employees go through an internal training program. ESU also makes available financial assistance for taking an energy related class(es) and for personal development
- Business plans.

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

20. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

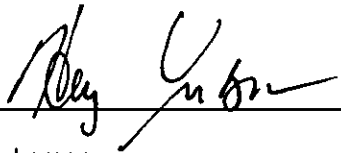
Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

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

23. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds

for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

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

Applicant: 
By: Henry Fuksman
Title: President

AFFIDAVIT

[Commonwealth/State] of New York :

: ss.

County of Chemung :

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

[He/she is the President (Office of Affiant) of Energy Solutions USA Inc (Name of Applicant);]

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

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

That Energy Solutions USA Inc, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

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

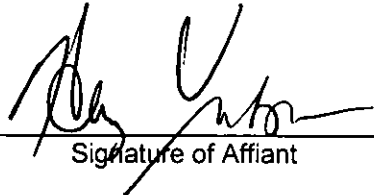
Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility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

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

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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.



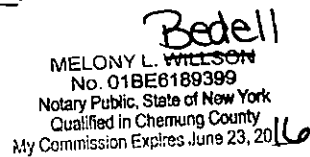
Signature of Affiant

Sworn and subscribed before me this 19 day of November, 2013.



Signature of official administering oath

My commission expires 06/23/16


MELONY L. WILLSON
No. 01BE6189399
Notary Public, State of New York
Qualified in Chemung County
My Commission Expires June 23, 2016

AFFIDAVIT

[Commonwealth/State] of New York :

ss.

County of Chemung :

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

[He/she is the President (Office of Affiant) of Energy Solutions USA Inc. (Name of Applicant);]

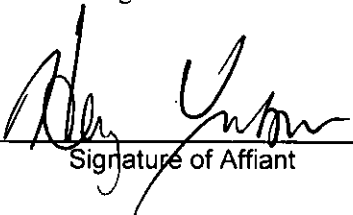
[That he/she is authorized to and does make this affidavit for said Applicant;]

That Energy Solutions USA Inc., the Applicant herein certifies that it has caused the notice of the filing of its license application published in the following newspapers on Dec 16-20, 2013 :
(date)

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

That Energy Solutions USA Inc., 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 19 day of November, 2013.



Signature of official administering oath

My commission expires 06/23/16.

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MELONY L. WILLSON
No. 01BE6189399
Notary Public, State of New York
Qualified in Chemung County
My Commission Expires June 23, 2016

AFFIDAVIT

[Commonwealth/State] of New York :

SS.

County of Chemung :

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

[He/she is the President (Office of Affiant) of Energy Solutions USA Inc (Name of Applicant);]

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

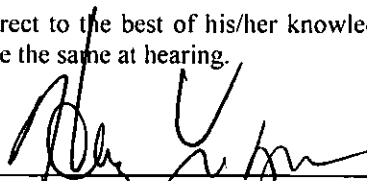
That the Applicant herein Energy Solutions USA Inc has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

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


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

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



Signature of Affiant

Sworn and subscribed before me this 19 day of November, 2013.



Signature of official administering oath

My commission expires 06/23/14.

Bedell
MELONY L. WILLSON
No. 01BE6189399
Notary Public, State of New York
Qualified in Chemung County
My Commission Expires June 23, 2014

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**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of Energy Solutions USA, Inc. (d/b/a "Energy Solutions USA, Inc.")
For Approval To Offer, Render, Furnish Natural Gas Supply Services as a
Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas
Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. L-
2011-2266832.*

On December 14, 2013, Energy Solutions USA, Inc. filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Energy Solutions USA Inc. proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Energy Solutions USA Inc 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 Energy Solutions USA Inc. attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is
L-2011-2266832.

By and through Counsel: Attorney's Name

Harter Secret & Emery LLP

John L Aho Esq

1600 Bausch 7 Lomb Place

Rochester NY 14604

Phone 585-232-6500

Fax 585-232-2152

Appendix B

Disclosure Statement Format

for Natural Gas Suppliers

Since Energy Solutions USA, Inc. will be operating as a broker within the state of Pennsylvania for natural gas, the contract with the business customer will be directly between that customer and the actual supplier of the natural gas. As such the information requested in this appendix will be part the contract that the customer signs directly with the supplier who will be charging the customer for the supply of natural gas.

Appendix D

Standards of Conduct

Since Energy Solutions USA, Inc. will be operating as a broker within the state of Pennsylvania for natural gas, the contract with the business customer will be directly between that customer and the actual supplier of the natural gas. As such the information requested in this appendix will be part the contract that the customer signs directly with the supplier who will be charging the customer for the supply of natural gas.

As a company, the standards of conduct will be professional, representing properly the information stated on the contract and confidentiality of the customer that ESUI is working with.

Section 5 p1/a

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

☒ Foreign Business Corporation (§ 4124)
☐ Foreign Nonprofit Corporation (§ 6124)

Name
Address
City
State
Zip Code

BT CORP-COUNTER
7642423- SOLA

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

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)



T0924060126

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
Energy Solutions USA, Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: New York

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1325 College Ave Suite 1; Elmira, NY 14901

Number and street

City

State

Zip

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DSCB:15-4124/6124-2

6. The (a) address of this corporation's proposed 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

c/o: C T Corporation System Dauphin County

7. Check one of the following:

☒ **Business Corporation:** The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ **Nonprofit Corporation:** The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this

21st day of August

2009

Energy Solutions USA, Inc.

Name of Corporation

Henry Zukerman

Henry Zukerman Signature

President

Title

Section 5 p 3/10

CERTIFICATE OF INCORPORATION

OF

ENERGY SOLUTIONS USA, INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

ENERGY SOLUTIONS USA, INC.

2. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The corporation is not to engage in any act or activity requiring any consents or approvals of any State official department, board, agency or other party without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

3. The number of shares which the corporation shall have the authority to issue is 200 shares at no par value.
4. The office of the corporation is to be located in the County of Livingston, State of New York.
5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

ENERGY SOLUTIONS, USA, INC.

c/o Dibble & Miller, P. C.

55 Canterbury Road

Rochester, New York 14607

6. The undersigned incorporator is of the age of eighteen years or older.
7. Written consent of shareholders without a meeting, pursuant to Section 615 of the Business Corporation Law, shall be permitted as follows:

RECEIVED
2013 DEC 18 AM 10:56
P.A.P.U.C.
SECRETARY'S BUREAU

Certificate of Incorporation . . .

- (a) Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon or, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. In addition, this provision shall not be construed to alter or modify the provisions of any section or any provision in the certificate of incorporation not inconsistent with the *Business Corporation Law* under which the written consent of the holders of less than all outstanding shares is sufficient for corporate action.
 - (b) No written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by this provision to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.
 - (c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.
 - (d) Written consent thus given by the holders of such number of shares as is required under paragraph (a) of this provision shall have the same effect as a valid vote of holders of such number of shares.
8. Pursuant to Business Corporation Law and Sections 616 and 620 thereof, the board of directors, the corporation and the shareholders of the corporation, in the sale, lease, exchange or other disposition of all or substantially all of the assets of the corporation, shall be limited and restricted as follows:
- (a) A sale, lease, exchange or other disposition of all or substantially all the assets of a corporation if not made in the usual or regular course of the business actually conducted by such corporation, shall be authorized, notwithstanding Section 909 of the Business Corporation Law, or any other applicable law, rule or regulation to the contrary, only in accordance with the following procedure:
 - (1) The board shall authorize the proposed sale, lease, exchange or other disposition and direct its submission to a vote of shareholders.
 - (2) Notice of meeting shall be given to each shareholder of record, whether or not entitled to vote.

Certificate of Incorporation . . .

- (3) The shareholders shall approve such sale, lease, exchange or other disposition and may fix, or may authorize the board to fix, any of the terms and conditions thereof and the consideration to be received by the corporation therefor, which may consist in whole or in part of cash or other property, real or personal, including shares, bonds or other securities of any other domestic or foreign corporation or corporations, by affirmative vote at a meeting of shareholders of the holders of two-thirds of all outstanding shares entitled to vote thereon.
- (b) A recital in a deed, lease or other instrument of conveyance executed by a corporation to the effect that the property described therein does not constitute all or substantially all of the assets of the corporation, or that the disposition of the property affected by said instrument was made in the usual or regular course of business of the corporation, or that the shareholders have duly authorized such disposition, shall be presumptive evidence of the fact so recited.
- (c) The board may not abandon the proposed sale, lease, exchange or other disposition without further action by shareholders.
- (d) This provision shall not be altered or amended in, or terminated or stricken from, the certificate of incorporation except by two-thirds of all of the outstanding shares entitled to vote thereon.
- (e) This provision shall be valid only so long as no shares of the corporation are listed on a national securities exchange or regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association.
- (f) The existence of this provision shall be noted conspicuously on the face or back of every certificate for shares issued by this corporation.
9. Pursuant to Business Corporation Law and Sections 616 & 620 thereof, the board of directors, the corporation and the shareholders of the corporation, in any merger or consolidation, as defined in Section 901 of the Business Corporation Law, shall be limited and restricted as follows:
 - (a) Notwithstanding Section 903 of the Business Corporation Law, or any other applicable law, rule or regulation to the contrary, the board of each constituent corporation, upon adopting the plan of merger or consolidation, as defined in Section 902 of the Business Corporation Law, shall submit such plan to a vote of shareholders in accordance with the following:
 - (1) Notice of meeting shall be given to each shareholder of record, as of the record date fixed pursuant to Section 604 (Fixing record date) of the Business Corporation Law, whether or not entitled to vote. A copy of the plan of merger or consolidation or an outline of the material features of the plan shall accompany such notice.

Certificate of Incorporation . . .

- (2) The plan of merger or consolidation shall be adopted at a meeting of shareholders by two-thirds of the votes of all outstanding shares entitled to vote thereon. The holders of shares of a class or series of a class shall be entitled to vote together and to vote as a separate class if both of the following conditions are satisfied:
 - (A) such shares will remain outstanding after the merger or consolidation or will be converted into the right to receive shares of stock of the surviving or consolidated corporation or another corporation, and
 - (B) the certificate or articles of incorporation of the surviving or consolidated corporation or of such other corporation immediately after the effectiveness of the merger or consolidation would contain any provision which, is not contained in the certificate of incorporation of the corporation and which, if contained in an amendment to the certificate of incorporation, would entitle the holders of shares of such class or such one or more series to vote and to vote as a separate class thereon pursuant to section 804 (Class voting on amendment) of the Business Corporation Law. In such case, in addition to the authorization of the merger or consolidation by the requisite number of votes of all outstanding shares entitled to vote thereon pursuant to the first sentence of this subparagraph (2), the merger or consolidation shall be authorized by a two-thirds of the votes of all outstanding shares of the class entitled to vote as a separate class. If any provision referred to in this subparagraph would affect the rights of the holders of shares of only one or more series of any class but not the entire class, then only the holders of those series whose rights would be affected shall together be considered a separate class for purposes of this section.
 - (b) Notwithstanding shareholder authorization and at any time prior to the filing of the certificate of merger or consolidation, the plan of merger or consolidation may be abandoned pursuant to a provision for such abandonment, if any, contained in the plan of merger or consolidation.
 - (c) This provision shall not be altered or amended in, or terminated or stricken from, the certificate of incorporation except by two-thirds of all of the outstanding shares entitled to vote thereon.
 - (d) This provision shall be valid only so long as no shares of the corporation are listed on a national securities exchange or regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association.
 - (e) The existence of this provision shall be noted conspicuously on the face or back of every certificate for shares issued by this corporation.
10. Pursuant to the Business Corporation Law and Sections 616 and 620 thereof, the board of directors, the corporation and the shareholders of the corporation, are limited and restricted in the issuance of shares of the corporation until preemptive rights are granted, notwithstanding

Certificate of Incorporation . . .

Section 622 of the Business Corporation Law, or any other applicable law, rule or regulation to the contrary, to shareholders as follows:

(a) As used in this provision, the term:

- (1) "Unlimited dividend rights" means the right without limitation as to amount either to all or to a share of the balance of current or liquidating dividends after the payment of dividends on any shares entitled to a preference.
- (2) "Equity shares" means shares of any class, whether or not preferred as to dividends or assets, which have unlimited dividend rights.
- (3) "Voting rights" means the right to vote for the election of one or more directors, excluding a right so to vote which is dependent on the happening of an event specified in the certificate of incorporation which would change the voting rights of any class of shares.
- (4) "Voting shares" means shares of any class which have voting rights, but does not include bonds on which voting rights are conferred under section 518 (Corporate bonds) of the Business Corporation Law.
- (5) "Preemptive right" means the right to purchase shares or other securities to be issued or subject to rights or options to purchase, as such right is defined in this provision.

(b) Except as otherwise provided in the certificate of incorporation, and except as provided in this provision, the holders of equity shares of any class, in case of the proposed issuance by the corporation of, or the proposed granting by the corporation of rights or options to purchase, its equity shares of any class or any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall, if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the right during a reasonable time and on reasonable conditions, both to be fixed by the board, to purchase such shares or other securities in such proportions as shall be determined as provided in this provision.

(c) Except as otherwise provided in the certificate of incorporation, and except as provided in this provision, the holders of voting shares of any class, in case of the proposed issuance by the corporation of, or the proposed granting by the corporation of rights or options to purchase, its voting shares of any class or any shares or other securities convertible into or carrying rights or options to purchase its voting shares of any class, shall, if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the right during a reasonable time and on reasonable conditions, both to be fixed by the board, to purchase such shares or other securities in such proportions as shall be determined as provided in this provision.

Certificate of Incorporation . . .

- (d) The preemptive right provided for in paragraphs (b) and (c) shall entitle shareholders having such rights to purchase the shares or other securities to be offered or optioned for sale as nearly as practicable in such proportions as would, if such preemptive right were exercised, preserve the relative unlimited dividend rights and voting rights of such holders and at a price or prices not less favorable than the price or prices at which such shares or other securities are proposed to be offered for sale to others, without deduction of such reasonable expenses of and compensation for the sale, underwriting or purchase of such shares or other securities by underwriters or dealers as may lawfully be paid by the corporation. In case each of the shares entitling the holders thereof to preemptive rights does not confer the same unlimited dividend right or voting right, the board shall apportion the shares or other securities to be offered or optioned for sale among the shareholders having preemptive rights to purchase them in such proportions as in the opinion of the board shall preserve as far as practicable the relative unlimited dividend rights and voting rights of the holders at the time of such offering. The apportionment made by the board shall, in the absence of fraud or bad faith, be binding upon all shareholders.
- (e) Unless otherwise provided in the certificate of incorporation, shares or other securities offered for sale or subjected to rights or options to purchase shall not be subject to preemptive rights if they:
- (1) Are to be issued by the board to effect a merger or consolidation or offered or subjected to rights or options for consideration other than cash;
 - (2) Are to be issued or subjected to rights or options under paragraph (d) of section 505 (Rights and options to purchase shares; issue of rights and options to directors, officers and employees) of the Business Corporation Law;
 - (3) Are to be issued to satisfy conversion or option rights theretofore granted by the corporation;
 - (4) Are treasury shares;
 - (5) Are part of the shares or other securities of the corporation authorized in its original certificate of incorporation and are issued, sold or optioned within two years from the date of filing such certificate; or
 - (6) Are to be issued under a plan of reorganization approved in a proceeding under any applicable act of congress relating to reorganization of corporations.
- (f) Shareholders of record entitled to preemptive rights on the record date fixed by the board under Section 604 (Fixing record date) of the Business Corporation Law, or, if no record date is fixed, then on the record date determined under such section 604, and no others shall be entitled to the right defined in this section.

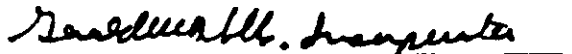
Certificate of Incorporation . . .

- (g) The board shall cause to be given to each shareholder entitled to purchase shares or other securities in accordance with this section, a notice directed to him or her in the manner provided in Section 605 (Notice of meetings of shareholders) of the Business Corporation Law setting forth the time within which and the terms and conditions upon which the shareholder may purchase such shares or other securities and also the apportionment made of the right to purchase among the shareholders entitled to preemptive rights. Such notice shall be given personally or by mail at least fifteen days prior to the expiration of the period during which the shareholder shall have the right to purchase. All shareholders entitled to preemptive rights to whom notice shall have been given as aforesaid shall be deemed conclusively to have had a reasonable time in which to exercise their preemptive rights.
- (h) Shares or other securities which have been offered to shareholders having preemptive rights to purchase and which have not been purchased by them within the time fixed by the board may thereafter, for a period of not exceeding one year following the expiration of the time during which shareholders might have exercised such preemptive rights, be issued, sold or subjected to rights or options to any other person or persons at a price, without deduction of such reasonable expenses of and compensation for the sale, underwriting or purchase of such shares by underwriters or dealers as may lawfully be paid by the corporation, not less than that at which they were offered to such shareholders. Any such shares or other securities not so issued, sold or subjected to rights or options to others during such one year period shall thereafter again be subject to the preemptive rights of shareholders.
- (i) Except as otherwise provided in the certificate of incorporation and except as provided in this provision, no holder of any shares of any class shall as such holder have any preemptive right to purchase any other shares or securities of any class which at any time may be sold or offered for sale by the corporation. Unless otherwise provided in the certificate of incorporation, holders of bonds on which voting rights are conferred under section 518 (Corporate bonds) of the Business Corporation Law shall have no preemptive rights.
- (j) Section 622(b)(2) of the Business Corporation Law, effective February 22, 1998, states that corporations incorporated on or after such date do not have preemptive rights, unless expressly provided in the certificate of incorporation. This provision of this certificate of incorporation is expressly intended to invoke any rights granted as a result of such provision to provide shareholders of this corporation with preemptive rights.
- (k) This provision shall not be altered or amended in, or terminated or stricken from, the certificate of incorporation except by two-thirds of all of the outstanding shares entitled to vote thereon.
- (l) This provision shall be valid only so long as no shares of the corporation are listed on a national securities exchange or regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association.

Certificate of Incorporation . . .

(m) The existence of this provision shall be noted conspicuously on the face or back of every certificate for shares issued by such corporation.

IN WITNESS THEREOF, this certificate has been subscribed this 30th day of December, 2002 by the undersigned, who affirms that the statements made herein are true under the penalties of perjury.



Gerald W. Dibble, Esq., Incorporator
55 Canterbury Road
Rochester, New York 14607

Affirmation of the Incorporator

In Witness Whereof, this Certificate has been subscribed by the undersigned, who affirms that the statements made herein are true under the penalty of perjury.

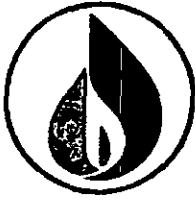
December 30, 2002



Gerald W. Dibble, Esq., Incorporator
55 Canterbury Road
Rochester, New York 14607
(716) 271-1500

Energy Solutions USA, Inc.
Natural Gas Broker/Marketer Application
Section 17A – Types of Insurance

1. General Aggregate - \$2,000,000
2. Product – Completed Operations Aggregate Limit - \$2,000,000
3. Personal and Advertising Injury Limit - \$1,000,000
4. Each Occurrence Limit - \$1,000,000



National Fuel

September 27, 2013

Energy Solutions USA Inc.
99 W McCanns Blvd
Elmira Heights, NY 14903

Re: Security Requirement for Energy Solutions USA Inc.

Dear Energy Solutions USA Inc:

National Fuel Gas Distribution Corporation ("NFGDC") is aware that Energy Solutions USA Inc. ("ESU") has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, ESU must furnish acceptable security to each utility where ESU will do business. As such, under its tariff, NFGDC could require ESU to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC's understanding that ESU intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, ESU will never take title to any delivered natural gas.

Based upon your representations, NFGDC has determined that, at this time, ESU does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by ESU change in the future, NFGDC reserves the right to require security from ESU as it deems appropriate.

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

Yours truly,

Nathan E. Barnes
Transportation Services Department



375 North Shore Drive
Suite 600
Pittsburgh PA 15212

www.peoples-gas.com

September 30, 2013

Henry Fuksman
President
Energy Solutions USA Inc.
99 W McCanns Blvd
Elmira Heights, NY 14903

Dear Mr. Fuksman:

This letter serves as notification that Peoples Natural Gas Company does not require Energy Solutions USA Inc. 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.Petrachevich@peoples-gas.com.

Sincerely,

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

Philadelphia Gas Works



Raymond M. Snyder – Vice President, Gas Management
800 W. Montgomery Avenue, Philadelphia, PA 19122
Telephone: (215) 684-6405 Fax: (215) 684-6602

October 1, 2013

Ms. Elsa Bretherton
Vice President, Development
Energy Solutions USA, Inc.
99 West McCanns Blvd.
Elmira Heights, NY 14903

Re: Security Requirement Bond for Energy Solutions USA, Inc.

Dear Ms. Bretherton:

Philadelphia Gas Works ("PGW") is aware that Energy Solutions USA, Inc. has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the services territory of Philadelphia Gas Works.

As you know, in making such an application, Energy Solutions USA, Inc. must furnish acceptable security to each utility where Energy Solutions USA, Inc. will do business. As such, under its tariff, Philadelphia Gas Works could require Energy Solutions USA, Inc. to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate.

However, you have indicated, and it is Philadelphia Gas Works' understand, that Energy Solutions USA, Inc. intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, Energy Solutions USA, Inc., will never take title to any delivered natural gas.

Based upon your representations, Philadelphia Gas Works has determined that, at this time, Energy Solutions USA, Inc. does not need to post a bond or other form of security to operate in its service territory. If the services provided by Energy Solutions USA, Inc. should change, Philadelphia Gas Works reserves the right to require security from Energy Solutions USA, Inc. as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at (215) 684-6405.

Sincerely,
A handwritten signature in black ink, appearing to read "Raymond M. Snyder", is written over the word "Sincerely,".

Raymond M. Snyder
Vice President
Gas Management

RMS:b



VALLEY ENERGY

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

September 30, 2013

Mr. Henry Fuksman, President
Energy Solutions USA, Inc.
99 W. McCanns Blvd.
Elmira Heights, NY 14903

Dear Mr. Fuksman:

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

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

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

Sincerely,

Robert J. Crocker
President & CEO

RJC/ss

cc: M. Johnston, Valley Energy

Columbia Gas
of Pennsylvania

A NiSource Company

Section 17B p 518

October 1, 2013

Elsa Bretherton
VP Development
Energy Solutions USA Inc.
99 W. McCanns Blvd.
Elmira Heights, NY 14903

Dear Elsa Bretherton:

We are pleased that Energy Solutions USA Inc. ("ESU") has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, ESU could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. ESU has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that ESU does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to ESU changes in the future, Columbia Gas might deem it appropriate to require ESU to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-6841 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,



Michele Caddell
Manager, Supplier Services



UGI Utilities, Inc.
2525 North 12th Street
Suite 300
Post Office Box 12677
Reading, PA 19612-2677
(610) 796-3400 Telephone

October 10, 2013

Henry Fuksman
President
Energy Solutions USA, Inc.
99 W McCanns Blvd
Elmira Heights NY 14903

RE Energy Solutions USA, Inc. application to serve as a broker/marketer

Dear Ms. Fuksman,

Based on your assertion that Energy Solutions USA, Inc. ("Energy Solutions USA"), is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities Inc. ("UGIU") has concluded that Energy Solutions USA will not need to post security with UGI-Central Penn Gas ("CPG"), UGI-Penn Natural Gas ("PNG") or UGI Utilities Gas Division ("UGI"). This is based on the declaration that Energy Solutions USA will not be taking title to gas or directly serving end use customers. This also assumes that Energy Solutions USA will be acting on the behalf of a licensed Natural Gas Supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the respective UGI tariffs. If Energy Solutions USA wishes to directly serve Choice customers in the service territories of UGI, PNG and/or CPG in the future as a natural gas supplier, it will have to post security as specified in the respective UGI tariffs prior to the commencement of the service.

Please feel free to contact me with any additional questions that you may have.

Sincerely,

A handwritten signature in black ink, appearing to read "David E. Lahoff". The signature is fluid and cursive, with the first name "David" being the most prominent.

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

Section 17B p 7/8

October 22, 2013

Mr. Henry Fuksman, President
Energy Solutions USA Inc.
99 W McCanns Blvd
Elmira Heights NY 14903

Dear Mr. Fuksman:

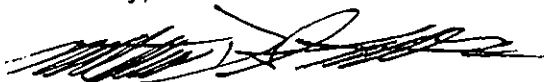
We are pleased that Energy Solutions USA Inc. has applied for a license to provide natural gas broker/marketer services on the distribution system of Equitable Gas Company, LLC ("Equitable").

Energy Solutions USA Inc. has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Energy Solutions USA Inc. does not need a bond or other financial security requirement to provide these services to Equitable's customers.

If the creditworthiness requirement or Equitable's exposure to Energy Solutions USA Inc. changes in the future, Equitable may deem it appropriate to require Energy Solutions USA Inc. to provide a bond or other financial instrument.

Should you have any additional questions or concerns regarding a bond or other financial security instruments of Equitable, please do not hesitate to contact me at (412) 395-3370.

Sincerely,



Matthew D. Stanczak
Director, Process Improvement



An Exelon Company

November 11th, 2013

Elsa Bretherton
Energy Solutions USA
99 W McCanns Blvd
Elmira Heights NY 14903

Re: Bonding Requirements

Dear Elsa Bretherton

PECO is aware Energy Solutions USA has applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

In making such an application, Energy Solutions USA could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. Energy Solutions USA has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers will not take title to any delivered natural gas; nor will accept any customer payments or deposits. Therefore, PECO has determined at this time that Energy Solutions USA does not need a bond or other financial security requirement, since they are not directly engaging in business with PECO and only providing brokering or consulting services to PECO customers. However, if the services provided Energy Solutions USA or the creditworthiness requirement for PECO's exposure to Energy Solutions USA changes in the future, PECO reserves the right to require Energy Solutions USA to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Chris Sauerbaum at 215-841-6422 or myself at 215-841-6452.

Respectfully submitted,

Carlos P. Thillet
Manager, Gas Supply and Transportation
2301 Market St S9-1
Philadelphia, Pa 19103

Henry Fuksman

63-104 Maplewood Avenue - Honeoye Falls, New York 14472 - 716 370.2875 - hfuksman@yahoo.com

PROFESSIONAL PROFILE

A hands-on professional with extensive sales and managerial experience in the energy field. Highly motivated and recognized for consistent excellence and exceptional ability with progressive, challenging assignments in opening new marketing areas and establishing a customer base. Experienced in both large and small corporate environments and known for excelling in the development of new marketing and organizational concepts. Highly effective in motivating and supervising employees.

SELECTED ACCOMPLISHMENTS

- Developed and maintained a substantial customer base for energy products
- Established relationships with suppliers of natural gas, electricity, and oil
- Negotiated initial and renewed supplier contracts for new energy corporation
- Developed new markets and marketing programs
- Hired and trained sales force for new energy corporation
- Participated on web site development team
- Selected to advise Printing and Imaging Association of New York regarding energy issues
- Managed a \$7.5 million departmental budget with full signature control
- Headed new division to market natural gas to industrial and commercial end users - account development and revenues exceeded expectations by more than 20%
- Revitalized regional petroleum sales - increased sales by 16% and profits by 11% in one year
- Developed innovative marketing concepts and strategies which effected a 37% increase in sales
- Reorganized purchasing procedures for large corporation, including increasing corporate profitability by reducing inventory

EXPERIENCE

Vice-President Sales

Power Management Co., L.L.C., Rochester, New York

January 1998 - Present

Energy Consultant

Printing and Imaging Association of New York

1999 - Present

Empire State Restaurant and Tavern Association

1999 - Present

Marketing/Sales Manager

Griffith Energy, Big Flats, New York

September 1994 - January 1998

Pal Oil Company, Incorporated, Palmyra, New York

June 1992 - September 1994

Peter Koch Dodge, J.E., Elmira, New York

April 1991 - December 1991

Dahlstrom Manufacturing Company, Jamestown, New York

October 1986 - December 1988

Sales Representative

Royal Motors, Sayre, Pennsylvania

September 1990 - April 1991

Chute Motor Company, Elmira Heights, New York

May 1989 - January 1990

Harding Chevrolet, Corning, New York

March 1989 - May 1989

Matthews Pontiac, Cadillac, Jeep, Binghamton, New York

December 1988 - March 1989

Henry Fuksman

page 2

Plant Superintendent*Artistic Greetings, Incorporated, Elmira, New York**January 1990 - September 1990***Merchandising Manager***United Refining Company of Pennsylvania, Warren, Pennsylvania**July 1983 - May 1986***Supervisor***Ashland Oil Company, Elmira, New York**January 1975 - July 1983***Customer Service Coordinator***Kennedy Valve Manufacturing, Elmira, New York**November 1974 - November 1975***Inventory Control Clerk***Hilliard Corporation, Elmira, New York**November 1973 - November 1974***ASSOCIATIONS**

Member, Chemung County Chamber of Commerce

President, United States Soccer Federation

Vice-President, Chemung Valley Soccer Association

Member, Chemung Valley Soccer Association, United States Soccer Federation

Special Programs Director, Chataqua Soccer Association

EDUCATION**Elim Bible Institute, Lima, New York***1971 - 1972***Queens College, Queens, New York***1970 - 1971***SKILLS**

Fluent in Russian, Ukrainian, Polish, Portuguese, and Spanish

Proficient with Microsoft Excel, Microsoft Word, and Quattro Pro

References available upon request

Energy Solutions USA, Inc.
99 W McCanns Blvd
Elmira Heights NY 14903



1005

17120

U.S. POST
PAID
ELMIRA, NY
14901
DEC 13, 13
AMOUNT

\$6.15
00063520

PRIORITY
★ MAIL ★

TRACKED
★ ★ ★
INSURED
★



For Domestic Use Only

Label 107R, July 2013

MAIL

DEC 14 2013

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



USPS TRACKING #



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