

January 2, 2014

RECEIVED

Secretary of the Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

JAN 11 2014
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

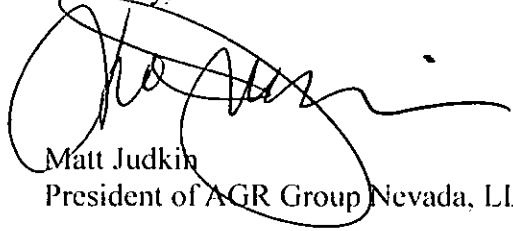
RE: AGR Group Nevada, LLC's Application for License as a Natural Gas Broker

To Whom It May Concern:

Please accept this signed and verified original plus three (3) copies of AGR Group Nevada, LLC's Application for Parties Wishing to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania. Please also find enclosed one three and one half inch diskette containing an electronic version of this document. A copy of this application has also been served upon: (i) Office of Consumer Advocate, (ii) Office of the Attorney General, (iii) Small Business Advocate and (iv) Department of Revenue. Enclosed please find the \$350 filing fee made out to "Commonwealth of Pennsylvania".

Should you have any questions, please do not hesitate to contact me at 702-410-5780 or matt@agrgroupinc.com. If there is anything further that is required, please let me know and I will be happy to provide the information as soon as possible. Thank you for your consideration.

Sincerely,



Matt Judkin
President of AGR Group Nevada, LLC

cc: Office of Consumer Advocate
Office of Attorney General
Small Business Advocate
Department of Revenue

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of AGR Group Nevada, LLC, d/b/a [N/A], for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

AGR GROUP NEVADA, LLC
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780
Fax: 702-410-5785
www.agrgroupinc.com

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

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:

Skye Logan, Executive Director
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780
Fax: 702-410-5785
Email: slogan@agrgroupinc.com

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

Matt Judkin, President
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780
Fax: 702-410-5785
Email: matt@agrgroupinc.com

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

N/A

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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:

CSC (Corporation Service Company)
2704 Commerce Drive
Harrisburg, PA 17110
Dauphin County
800-622-2300
800-927-9800

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

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

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

or

The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

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

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

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

OR

- X The Applicant is a:
- domestic corporation (none)
 - foreign corporation (15 Pa. C.S. §4124)
 - domestic limited liability company (15 Pa. C.S. §8913)
 - Xforeign 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.

Matt Judkin, President
Skye Logan, Executive Director
AGR GROUP NEVADA, LLC
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780
Fax: 702-410-5785
www.agrgroupinc.com

The Applicant is incorporated in the state of Nevada.

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

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

N/A

- 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)

- 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

- X 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):
- services. Other (Describe):

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

The Applicant is looking to establish a natural gas agency/broker/consultancy business in the Commonwealth of Pennsylvania. The Applicant will not be taking title to the natural gas. The Applicant is currently registered as a telemarketer in New York, New Jersey and Kentucky. The Applicant does not currently hold any natural gas broker licenses in any other state. The Applicant was formed to provide natural gas and electric brokerage and sales services.

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

Initially, the Applicant proposes to offer services in: UGI Central Penn, UGI Penn Natural, National Fuel Gas Distribution Corp., UGI, Columbia Gas of Pennsylvania Inc., PECO. Potentially in the future, the Applicant may seek to offer services in: Valley Energy Inc., Peoples TWP LLC, Carnegie Natural Gas Company, Philadelphia Gas Works, Peoples Natural Gas Company LLC and Equitable Gas Company.

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

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

12. **START DATE:** The Applicant proposes to begin delivering services on the date upon which the Applicant's license is approved by the Pennsylvania Public Utility Commission.(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: **N/A**

<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p>
<p>UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725 FAX: 724.287.5021 email: rhovanec@twphillips.com</p>	<p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p>UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 email: carlos.thillet@exeloncorp.com PH: 215.841.6452</p>	<p>Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 email: theckathorn@nisource.com</p>
<p>Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</p>	

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

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**

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.

Skye Logan, Executive Director
2725 East Desert Inn Road, Suite 200, Las Vegas, Nevada 89121
Phone: 702-410-5780; Fax: 702-410-5785; Email: slogan@agrgroupinc.com
Alternate: Matt Judkin, President (same contact information)

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

17. **FINANCIAL FITNESS:**

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following: **Please see Schedules attached hereto.**

- *Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
 - Published parent company financial and credit information. (No financial or credit information is published for the Applicant, which is privately held)
 - *Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
 - Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports. (The Applicant has no credit rating)
 - *A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
 - Audited financial statements (The Applicant has no audited financial statements)
- *Such other information that demonstrates Applicant's financial fitness. (The Applicant does not propose to function as a supplier, but will be operating as a marketer/broker. It will not process payments or render bills. As such, its financial requirements are minimal. The incremental cost to the Applicant of expanding its services to the Commonwealth of Pennsylvania are small enough to be handled from routine cash flow at this time. However, we have attached the Applicant's tax returns for the previous two years)

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. (N/A)
- *Identify Applicant's chief officers including names and their professional resumes. (see Schedules)
- *Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

Herb Zerden, CFO, 13100 56th Court, Suite 705, Clearwater, FL 33760
phone: 727-572-0600
fax: 727-517-8657
hzerden@agrgroupinc.com

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

- *The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- A copy of any Federal energy license currently held by the Applicant. (N/A)
- *Proposed staffing and employee training commitments.
- *Business plans.

20. **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.

21. **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.

22. **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.

RECEIVED

JAN 11 2014

Applicant: AGR Group Nevada, LLC

By: 

Matt Judkin, President

AFFIDAVIT

State of Nevada:

: ss.

County of Clark _____ :

Matt Judkin, Affiant, being duly sworn/affirmed according to law, deposes and says that: He is the President of AGR Group Nevada, LLC; and that he is authorized to and does make this affidavit for said Applicant;

That AGR Group Nevada, LLC, the Applicant herein, acknowledges that AGR Group Nevada, 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 AGR Group Nevada, 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 AGR Group Nevada, 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 AGR Group Nevada, 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.

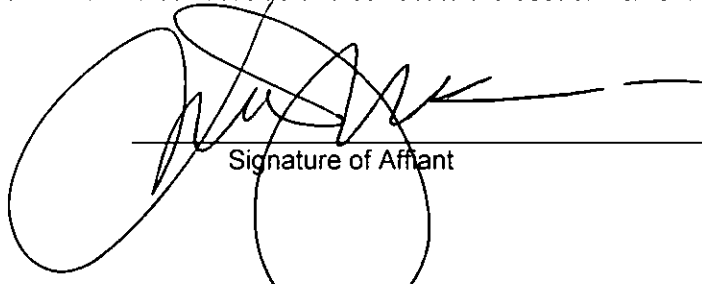
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That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the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



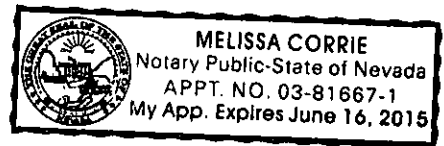
Signature of Affiant

Sworn and subscribed before me this 6th day of January, 2014.



Signature of official administering oath

My commission expires June 16, 2015.



AFFIDAVIT

State of Nevada:

: ss.

County of Clark _____ :

Matt Judkin, Affiant, being duly sworn/affirmed according to law, deposes and says that: He/she is the President (Office of Affiant) of AGR Group Nevada, LLC and that he/she is authorized to and does make this affidavit for said Applicant;

That AGR Group Nevada, LLC, the Applicant herein certifies that it has caused the notice of the filing of its license application published in the following newspapers on _____:

Pittsburgh Post Gazette
Erie Times-News
Tribune-Democrat, Johnstown, PA
The Patriot News
Sun Gazette
The Philadelphia Daily News
The Scranton Times

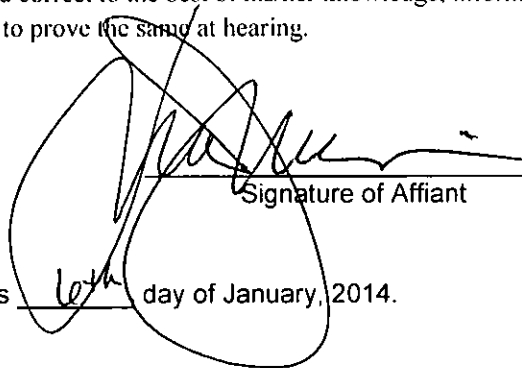
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That AGR Group Nevada, LLC, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.


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



Signature of Affiant

Sworn and subscribed before me this 10th day of January, 2014.





Signature of official administering oath

My commission expires June 16, 2015.

AFFIDAVIT

State of Nevada:

: ss.

County of Clark _____

:

Matt Judkin, Affiant, being duly sworn/affirmed according to law, deposes and says that: He is the President of AGR Group Nevada, LLC; and that he is authorized to and does make this affidavit for said Applicant;

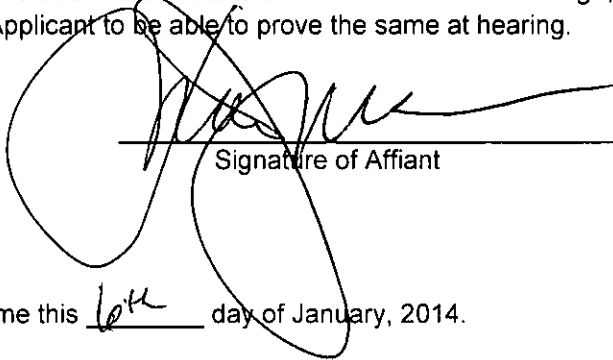
That the Applicant herein, AGR Group Nevada, LLC, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

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

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

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



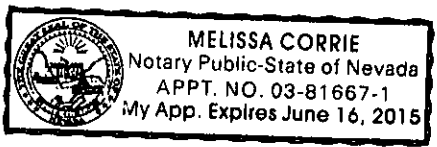
Signature of Affiant

Sworn and subscribed before me this 16th day of January, 2014.



Signature of official administering oath

My commission expires June 16, 2015



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JAN 11 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix B

Sample Disclosure Statement Format for Natural Gas Suppliers

This is an agreement for natural gas services, between NGS name and customer's name and full address.

Background

We at NGS Company Name are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-110XXX.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*

Terms of Service

1. (a) **Basic Service Prices** - *Itemize Basic Services you are billing for and their prices.*

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

Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

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

Suppliers are to include transmission service prices if billed.

- (b) **Nonbasic Service Prices** - *Itemize Nonbasic Services you are offering and their prices.*

2. **Length of Agreement**

You will buy your natural gas services for the above street address from company's name beginning date through date of expiration, if any.

3. **Special Terms and Conditions** - *List and explain all that apply.*

Sign-up bonuses

Add-ons

Limited time offers

Other Sales

Promotions Exclusions

4. **Special Services** - *Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.*

5. **Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

6. **Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

7. **Renewal Provision** - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. **Agreement Expiration/Change in Terms**

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

9. **Dispute Procedures**

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

10. **Contact Information**

Supplier Name: _____

Address: _____

Phone Number: _____

Internet Address: _____

Distribution Company Name: _____

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)

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

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

Universal Service Program Name: _____

Phone Number: _____

APPENDIX C
FORM OF NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Application of **AGR Group Nevada, LLC** For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.*

On , 2013, **AGR Group Nevada, LLC** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of supplying natural gas. **AGR Group Nevada, LLC** proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

AGR Group Nevada, LLC
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780
Fax: 702-410-5785
Attention: Skye Logan

APPENDIX D

Standards of Conduct

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

log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

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

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

- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.
- (24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or □

□

- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier; □

□

- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered; □

- that natural gas must be purchased from an affiliate or divisional □ Supplier to receive Pa PUC jurisdictional regulated services.

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

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

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

(25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b)

not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

AGR GROUP NEVADA, LLC

SCHEDULE 5

CORPORATE DOCUMENTS

The Applicant is a limited liability company organized under the laws of the state of Nevada. Please see attached hereto (i) the Articles of Organization of the Applicant and (ii) a Good Standing Certificate from each of the Commonwealth of Pennsylvania and the State of Nevada.

RECEIVED

JAN 11 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SECRETARY OF STATE



LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that AGR GROUP NEVADA, LLC did on April 20, 2010, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 21, 2010.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Sandy Edwards
Certificate Number: C20100420-3104
You may verify this certificate
online at <http://www.nvsos.gov/>



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4,
 Carson City, Nevada 89701-4620
 (775) 684 6709
 Website: www.nvaos.gov



050101

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100255629-12
	Filing Date and Time 04/20/2010 1:30 PM
	Entity Number E0180732010-0

**Articles of Organization
 Limited-Liability Company**
 (PURSUANT TO NRS CHAPTER 88)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	AGR GROUP NEVADA, LLC		Check box if a Series Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: Name _____ <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Geoffrey Rouillard Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity 321 North Walsh Street Carson City Nevada 89701 Street Address City State Zip Code Mailing Address (if different from street address) City State Zip Code		
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) Roger Zerden Name 3331 Street Road Ste 110 Bensalem PA 19020 Street Address City State Zip Code 2) Taylor Judkin Name 3331 Street Road Ste 110 Bensalem PA 19020 Street Address City State Zip Code 3) _____ Name Street Address City State Zip Code		
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	Joseph J. Collopy Name Organizer Signature 3331 Street Road, Suite 110 Bensalem PA 19020 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 04/20/2010 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 88 LLC Articles
 Revised: 4-14-09

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

AGR GROUP NEVADA, LLC
Nevada Business Identification # NV20101286817

Expiration Date: April 30, 2011

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of State,
at my office on May 18, 2010



ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration

*You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.*

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

SEPTEMBER 30, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

AGR GROUP NEVADA, LLC

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

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



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

A handwritten signature in black ink, appearing to read "Carol Aichele".

Secretary of the Commonwealth

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence; **AGR GROUP NEVADA, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 20, 2010, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 30, 2013.



Ross Miller
ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: G20130930-0414
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

AGR GROUP NEVADA, LLC

SCHEDULE 17(A)-1

ORGANIZATIONAL STRUCTURE

The Applicant, AGR Group Nevada, LLC, was formed on April 20, 2010 and as such has a very limited corporate structure. The Applicant is owned by FMR Management, Inc. (34.65%), HNH Inc. (36.45%), QL IV (18.90%), Roger Zerden (5%) and Taylor Judkin (5%). The Applicant is formed as a limited liability company in the state of Nevada and is registered as a foreign corporation in Pennsylvania. There are no parent or subsidiary affiliations.

Matt Judkin
President

I

Skye Logan
Executive Director

I

I	I	I
Jason McDaniel Director of IT	Jose Rubio Sales Manager	Mervin Miller Director of Administration

RECEIVED

JAN 11 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AGR GROUP NEVADA, LLC

SCHEDULE 17(A)-2

BALANCE SHEET AND INCOME STATEMENT

The Applicant, AGR Group Nevada, LLC, was formed on April 20, 2010 and as such does not yet have extensive financial information to report. Please see attached hereto certified balance sheets and income statements for fiscal years 2011 and 2012, and also as of June 30, 2013. Also included are the projected financials for 2013 and 2014.

RECEIVED

JAN 11 2014

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

SAUL B. LIPSON & COMPANY

Saul B. Lipson, MAcc., EA
Marjory Hantoot, CPA
•TAX PLANNING AND PREPARATION
•COMPLETE ACCOUNTING SERVICES
•INVESTMENT AND RETIREMENT PLANNING

1515 UNIVERSITY DRIVE•SUITE 222
CORAL SPRINGS, FLORIDA 33071
TELEPHONE: 954.755.4405
FAX: 954.344.3694
EMAIL: Saulco@bellsouth.net

To the Board of Directors
AGR Group Nevada, LLC

We have compiled the accompanying Balance Sheet of AGR Group Nevada, LLC as of June 30, 2013 and the Income Statement for the six months then ended.

We have prepared the financial statements based on documentation supplied to us by management. We feel that the documentation supplied by management and the form of the financial statements are a fair and accurate representation of the company's financial condition.

Saul B Lipson & Company
October 8, 2013



AGR Group Nevada, LLC
Balance Sheet
June 30, 2013

ASSETS

Current Assets	
Cash and cash equivalents	\$ 124,887
Total Current Assets	<u>124,887</u>
Fixed Assets	
Furniture and Fixtures	29,872
Machinery & Equipment	153,514
Accumulated Depreciation	<u>(183,386)</u>
Total Fixed Assets	-
Total Assets	<u><u>\$ 124,887</u></u>

LIABILITIES AND EQUITY

Equity	
Partners' Capital Accounts	9,154
Net Income (Loss)	115,733
Total Stockholders' Equity	<u>124,887</u>
Total Liabilities and Equity	<u><u>\$ 124,887</u></u>

AGR Group Nevada, LLC
Profit & Loss
January through June 30, 2013

Income		
	Sales Revenue	\$ 3,282,723
Total Income		<u>3,282,723</u>
Expense		
	Salaries and Wages	2,519,999
	Advertising	25,664
	Alarm	180
	Auto	47
	Bank Service Charges	16
	Commissions	230
	Depreciation Expense	5,566
	Freight	1,190
	Insurance Expense	12,719
	Legal	3,412
	Meals & Entertainment	2,996
	Office Expense	59,123
	Professional Fees	12,603
	Rent	70,510
	Security	27,134
	Taxes - Other	32,478
	Taxes - ER Fica	192,780
	Taxes - SUTA	74,959
	Taxes - FUTA	11,976
	Travel	8,706
	Utilities	104,702
Total Expense		<u>3,166,990</u>
Net Income		<u>\$ 115,733</u>

SAUL B. LIPSON & COMPANY

Saul B. Lipson, MAcc., EA
Marjory Hantoot, CPA
•TAX PLANNING AND PREPARATION
•COMPLETE ACCOUNTING SERVICES
•INVESTMENT AND RETIREMENT PLANNING

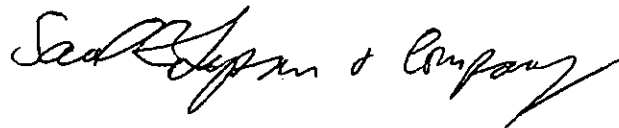
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To the Board of Directors
AGR Group Nevada, LLC

We have compiled the accompanying Balance Sheet of AGR Group Nevada, LLC as of December 31, 2012 and the Income Statement for the year then ended.

We have prepared the financial statements based on documentation supplied to us by management. We feel that the documentation supplied by management and the form of the financial statements are a fair and accurate representation of the company's financial condition.

Saul B Lipson & Company
October 8, 2013



AGR Group Nevada, LLC
Balance Sheet
As of December 31, 2012

	<u>Dec 31, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
101 - Cash-Operating	197,237.91
102 - Cash	1,915.92
Total Checking/Savings	<u>199,153.83</u>
Total Current Assets	199,153.83
Fixed Assets	
162 - Furniture and Fixtures	29,871.54
163 - Machinery and Equipment	147,948.28
171 - Accumulated Depreciation	<u>(177,819.82)</u>
Total Fixed Assets	<u>0.00</u>
TOTAL ASSETS	<u><u>199,153.83</u></u>
LIABILITIES & EQUITY	
Equity	
273 - Equity-Roger Zerden	
273.1 - Capital-Roger Zerden	(2,583.00)
Total 273 - Equity-Roger Zerden	(2,583.00)
274 - Equity-Taylor Judkin	
274.1 - Capital-Taylor Judkin	<u>(2,582.00)</u>
Total 274 - Equity-Taylor Judkin	(2,582.00)
Net Income	<u>204,318.83</u>
Total Equity	<u>199,153.83</u>
TOTAL LIABILITIES & EQUITY	<u><u>199,153.83</u></u>

AGR Group Nevada, LLC
Profit & Loss
January through December 2012

	<u>Jan - Dec 12</u>
Income	
301 · Sales Revenue	5761346.78
Total Income	<u>5761346.78</u>
Gross Profit	5761346.78
Expense	
501 · Salaries and Wages	4366286.06
507 · Advertising and Promotion	28,079.52
516 · Bank Service Charges	109.92
534.1 · Depreciation - SEC 179	45,674.82
539 · Entertainment	8,048.24
545 · Insurance Expense	17,583.04
555 · Legal and Accounting	10,846.01
561 · Office Expense	128,092.18
566 · Professional Fees	12,651.52
568 · Postage and Freight	3,506.21
572 · Rent Expense	175,462.92
577 · Security	58,420.50
580 · Taxes-Other	51,205.61
582 · Taxes-ER Fica	334,020.88
588 · Taxes - SUTA	121,956.49
589 · Taxes - FUTA	31,343.58
592 · Telephone Expense	145,908.25
594 · Travel	17,832.20
Total Expense	<u>5557027.95</u>
Net Income	<u><u>204,318.83</u></u>

SAUL B. LIPSON & COMPANY

Saul B. Lipson, MAcc., EA
Marjory Hantoot, CPA
•TAX PLANNING AND PREPARATION
•COMPLETE ACCOUNTING SERVICES
•INVESTMENT AND RETIREMENT PLANNING

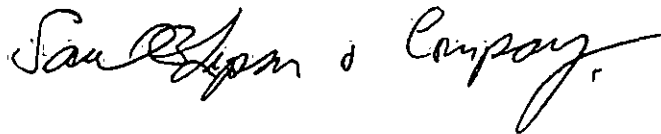
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To the Board of Directors
AGR Group Nevada, LLC

We have compiled the accompanying Balance Sheet of AGR Group Nevada, LLC as of December 31, 2011 and the Income Statement for the year then ended.

We have prepared the financial statements based on documentation supplied to us by management. We feel that the documentation supplied by management and the form of the financial statements are a fair and accurate representation of the company's financial condition.

Saul B Lipson & Company
October 8, 2013



**AGR GROUP NEVADA LLC
BALANCE SHEET
AS OF DECEMBER 31, 2011**

ASSETS

CURRENT ASSETS

CASH-OPERATING \$ (2,685.00)

TOTAL CURRENT ASSETS (2,685.00)

PROPERTY AND EQUIPMENT

FURNITURE AND FIXTURES 9,837.00

MACHINERY & EQUIPMENT 122,308.00

LESS: ACCUMULATED DEPRECIATION (132,145.00)

TOTAL ASSETS \$ (2,685.00)

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

LONG-TERM LIABILITIES

STOCKHOLDERS' EQUITY

CURRENT INCOME (LOSS) (2,685.00)

TOTAL STOCKHOLDERS' EQUITY (2,685.00)

TOTAL LIABILITIES AND

STOCKHOLDERS' EQUITY \$ (2,685.00)

**AGR GROUP NEVADA LLC
INCOME STATEMENT**

	1 Month Ended December 31, 2011	%
SALES		
SALES REVENUE	\$ 3,019,576.00	100.00
	<u>3,019,576.00</u>	<u>100.00</u>
TOTAL SALES	<u>3,019,576.00</u>	<u>100.00</u>
GROSS PROFIT	<u>3,019,576.00</u>	<u>100.00</u>
 OPERATING EXPENSES		
SALARIES AND WAGES	2,198,475.00	72.81
ADVERTISING	2,678.00	0.09
BANK CHARGES	42.00	0.00
COMMISSIONS	108,825.00	3.60
DEPRECIATION	132,145.00	4.38
ENTERTAINMENT	43.00	0.00
INSURANCE	11,280.00	0.37
PROFESSIONAL FEES	1,254.00	0.04
OFFICE EXPENSE	99,520.00	3.30
OUTSIDE SERVICES	1,214.00	0.04
POSTAGE AND FREIGHT	416.00	0.01
RENT	119,544.00	3.96
SECURITY	4,427.00	0.15
TAXES - OTHER	20,498.00	0.68
TAXES - PAYROLL	168,231.00	5.57
TAXES - STATE U.C.	60,120.00	1.99
TAXES - FEDERAL U.C.	12,684.00	0.42
TELEPHONE	74,017.00	2.45
TRAVEL	6,995.00	0.23
	<u>3,022,408.00</u>	<u>100.09</u>
TOTAL OPERATING EXPENSES	<u>3,022,408.00</u>	<u>100.09</u>
OPERATING INCOME (LOSS)	<u>(2,832.00)</u>	<u>(0.09)</u>

**AGR GROUP NEVADA LLC
INCOME STATEMENT**

	1 Month Ended December 31, 2011	%
OTHER INCOME/EXPENSE		
INTEREST INCOME	147.00	0.00
	<hr/>	<hr/>
TOTAL OTHER INCOME/EXPENSE	147.00	0.00
	<hr/>	<hr/>
NET INCOME (LOSS)	\$ (2,685.00)	(0.09)
	<hr/> <hr/>	<hr/> <hr/>

AGR GROUP NEVADA, LLC

FORCASTED FINANCIALS	2013	2014
1. CASH ON HAND		
Beginning of year/left over from last year)	\$ 197,000.00	\$ 327,800.00
2. CASH RECEIPTS		
Sales	\$ 6,100,000.00	\$ 7,015,000.00
Loans or other Cash Injection		
3. TOTAL CASH RECEIPTS	\$ 6,100,000.00	\$ 7,015,000.00
4. TOTAL CASH AVAILABLE	\$ 6,297,000.00	\$ 7,342,800.00
5. CASH PAID OUT		
Gross Wages	\$ 5,200,000.00	\$ 6,000,000.00
Supplies, Office and Operating	\$ 96,000.00	\$ 110,000.00
Equipment Purchase	\$ 17,000.00	\$ 19,500.00
Advertising and Marketing	\$ 64,000.00	\$ 73,600.00
Travel and Entertainment Expenses	\$ 21,000.00	\$ 24,000.00
Accounting and Legal	\$ 65,000.00	\$ 75,000.00
Rent	\$ 174,000.00	\$ 200,000.00
Security	\$ 58,000.00	\$ 67,000.00
Taxes	\$ 67,000.00	\$ 77,000.00
Telephone	\$ 200,000.00	\$ 230,000.00
Insurance	\$ 2,800.00	\$ 3,200.00
Other Costs	\$ 4,400.00	\$ 5,000.00
6. TOTAL CASH PAID OUT	\$ 5,969,200.00	\$ 6,884,300.00
7. CASH POSITION	\$ 327,800.00	\$ 458,500.00

AGR GROUP NEVADA, LLC

SCHEDULE 17(A)-3

**INSURANCE AND SUCH OTHER INFORMATION THAT DEMONSTRATES
APPLICANT'S FINANCIAL FITNESS**

The Applicant carries standard forms of business insurance. Since the Applicant is not a supplier, no additional insurance has been acquired or is appropriate. The Applicant maintains, among other coverages: (i) an Errors and Omissions insurance policy in the amount of \$2,000,000, (ii) a Workers' Compensation insurance policy in the amount of \$1,000,000, and (iii) an Umbrella insurance policy in the amount of \$2,000,000, in each case to support its financial fitness to perform its obligations as a licensee.

RECEIVED

JAN 11 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

AGR GROUP NEVADA, LLC

SCHEDULE 17(B)-1

FINANCIAL FITNESS: LIST OF CHIEF OFFICERS OF APPLICANT AND OTHER INFORMATION

RECEIVED

Matt Judkin, President
Skye Logan, Executive Director
Jason McDaniel, Director of IT
AGR GROUP NEVADA, LLC
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780; Fax: 702-410-5785

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AGR Group Nevada, LLC was formed in 2010 for the purpose of being a broker/telemarketer in natural gas and electricity. The Applicant envisions working in the Commonwealth of Pennsylvania only with licensed third party suppliers and will not be taking title to the natural gas. For the most part it will be the third party suppliers that will have the direct billing/customer service relationship with the customers. However, if a client/customer should ever need to contact AGR Group Nevada, LLC, the Applicant stands ready, willing and able to handle and professionally address all inquiries. Any and all customer inquiries and/or complaints would be handled in full accordance with Commission rules. The Applicant is currently registered as a telemarketer in New York, New Jersey and Kentucky. The Applicant does not currently hold any natural gas broker licenses in any other state.

The President, Matt Judkin, has extensive managerial and energy related experience. At the helm of AGR Group Nevada, LLC, Matt Judkin brings vision and passion to every aspect of the Company. He is an active participant in the day-to-day operation, while maintaining an exterior view to continuously monitor and analyze statistics and evaluate data to better deliver a quality product to the Company's clients. An adept multi-tasker, Matt might be tagging on a call, implementing incentive programs for the telesales reps, streamlining training techniques, whatever is needed to provide the very best product for the company's clients. Matt brings his background in sales to client programs and is responsible for transferring his knowledge and sales expertise to the Applicant's expanding sales force in order to meet client sales targets on a daily, weekly, and monthly basis. Prior to AGR Group, Inc., Matt was the Senior Vice President of Sales and Co-Founder of Mueller Energy Group. See attached resume for Matt in Schedule 17(b)-2.

The Executive Director, Skye Logan, has been an employee of AGR Group Nevada, LLC since 2013, joining our operation with extensive career experience in outreach and personnel management. Prior to accepting his current post, he spent 13 years working for non-profits dedicated to providing various community outreach programs such as drug education and addiction treatment for youth and adults, trauma counseling, tutoring programs and marriage counseling. See attached resume for Skye in Schedule 17(b)-2.

The Director of IT, Jason McDaniel, has been working consistently in the deregulated energy industry for the last one and a half years, in both the electricity and natural gas markets. See attached resume for Jason in Schedule 17(b)-2.

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SCHEDULE 17(B)-2

FINANCIAL FITNESS: RESUMES OF CHIEF OFFICERS OF APPLICANT

MATT JUDKIN—RESUME

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July 5, 2004 to Present

President
AGR Group, Inc. and AGR Group Nevada, LLC
1540 E Warner Ave
Santa Ana, Ca 92705
714-245-7151

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Over 700+ sales staff selling over 300 commercial and 500+ residential energy accounts a day. We have sold for over 30 different suppliers in the last 9 years.

March 2002 to July 5, 2004

Senior VP Sales and Marketing
AGR Group Inc/Mueller Energy Group
2110 E First Street, Suite 115
Santa Ana, CA 92705

Responsible for business development, brought in over 15 deregulated suppliers for AGR Group to market for.

March 1997 – March 2002

IASA
Senior Field Disseminator/Fundraiser
2220 Irvine Blvd
Tustin, CA 92704

Personally raised over 5,000,000 in funds for charity and non-profit organizations. Signed up over 2000 members to the IAS in 5 years.

July 1988 – October 1996

Senior Field Investigator and Account Manager
David Morse and Associates
2124 Hospitality Lane
San Bernardino, CA 91723

Worked for Insurance companies and Attorneys Investigating Fraud with Insurance claims. Responsible for the development of new accounts, signing the largest Workers Compensation Carrier in California for Workers Compensation fraud Investigations (State Fund Insurance). Also signed Fireman Fund, Safeco, Fleetwood and Bakersfield Branch of State Fund Ins., which led to opening up a new Investigation firm in the city of Bakersfield just to handle the account.

AGR GROUP NEVADA, LLC

SKYE LOGAN—RESUME

September 2013 - Present

Executive Director

AGR Group Nevada, LLC.

2725 E Desert Inn Rd. Suite 200

Paradise, NV. 89121

Managing all aspects of a 150+ employee organization dedicated solely to providing outbound telemarketing and inbound customer care services to some of the largest energy suppliers in North America.

August 2007 - July 2013

Executive Director/CEO/VP

Pur Detox, Inc.

2949 S. Coast Hwy

Laguna Beach, CA. 92651

Managed a drug and alcohol rehabilitation center, the duties of which included obtaining licensing, overseeing staff, and handling business development and organization.

October 1995 - September 2008

COO

C of S Orange County

1451 Irvine Blvd.

Tustin, CA. 92780

Worked for a non-profit organization to deliver community out-reach programs to thousands of adults and children. Managed organization finances, administered the organization and its programs, as well as its 50+ staff.

June 1994 - July 1995

Computer Technician/COO at Info Systems

San Diego, CA.

We purchased, repaired and resold computer servers, desktops, laptops and other computer equipment. Personally responsible for expanding company 4x's over this period. Became one of the first of two non-corporate businesses with direct purchasing into Toshiba and Compaq.

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JASON MCDANIEL—RESUME

RELEVANT WORK EXPERIENCE

Director of IT/Help Desk Supervisor/ IT Specialist

November 2011 - present

AGR Group, Inc. | 89121, Las Vegas, NV

Telecommunications Services

Running the dialer for the call center from open till close for commercial and residential accounts outbound and inbound. Identify computer-user problems and coordinating to resolve them Install, configure and monitor local and wide-area network, hardware and software Compile, enter and process information Provide customer and network administration services such as passwords, electronic mail accounts, security and troubleshooting Construct, edit and test computer system programs Conduct data system studies and prepare documentation and specifications for proposals Assist in the design, preparation, editing and testing of computer programs. Creating and managing IVR's and creating and managing inbound campaigns. setup users on FTP

Information Technology Specialist/Human Resource Information System Management Specialist

March 2008 - present

United States Army Reserves | Las Vegas, NV

Computer/IT Services

Identify computer-user problems and coordinating to resolve them Install, configure and monitor local and wide-area networks, hardware and software Compile, enter and process information Provide customer and network administration services such as passwords, electronic mail accounts, security and troubleshooting Construct, edit and test computer system programs Conduct data system studies and prepare documentation and specifications for proposals Assist in the design, preparation, editing and testing of computer programs

Deskside Support and Network Administration

March 2011 - October 2011

Spartan Resources (Ceaser's Entertainment contract) | Las Vegas, NV

Computer/IT Services

- AS/400, PCs, Telephony, Enterprise Networks, NT Server, UNIX and on all applications including but not limited to: LMS, CMS, Events, SDS, Pit Player Tracking, Saflok, Point of Sale (Infogenesis/micros), Time and Attendance, and audio and video systems.
- Respond to telephone help calls and ensure all client/user support calls and service requests are handled or escalated in a timely manner.
- Provide first-level support for all systems including software and hardware for all platforms, problem

AGR GROUP NEVADA, LLC

determination/isolation, analyzing problem data, performing data analysis, documenting findings, escalating complex problems to the appropriate I.T. staff or service vendors and communicating final resolution to clients/users.

- Complete all shift tasks including meeting timelines, scheduling jobs, and documenting completion of tasks.
- Perform beginning technical tasks on all platforms.
- Use the Help Desk log to track and close all Client/User calls/problems reported to I. T.
- Ensure the computer/equipment room is maintained at prescribed temperature levels and in a clean and orderly condition.
- Participate in department driven projects.
- Maintain the confidential nature of matters pertaining to company records, policies, and customer lists. Shred reports containing sensitive data as determined by management.
- Give input to the Support Specialist I, when changes in documentation are necessary.
- Perform all duties in a manner that ensures the I.T. Department will meet or exceed the measurable objectives for service level to Clients/Users and system availability.
- Basic knowledge AS/400 computer systems and/or PC's operating systems, hardware, and software and the ability to be trained in multiple platforms.
- Good communications skills.
- Basic analytical and problem solving skills.
- Good customer service skills.
- Well organized and detail oriented and be able to perform many tasks at one time.
- A 24 hour, 7 day a week environment.
- A high-pressure, fast paced environment.

Computer Systems Information Management Specialist

July 2001 - February 2003

United States Army | FT Bragg, NC

Computer/IT Services

Receives, reviews, analyzes, processes, distributes, and maintains personnel information files and supporting documentation. Prepares update cycle control documents and input, and transmits to servicing data processing facility. Maintains authorized strength levels, organizational, and systems control files. Executes and monitors automated interface with other automated systems.

AGR GROUP NEVADA, LLC

SCHEDULE 18(A)-1

**TECHNICAL FITNESS: IDENTITY OF APPLICANT'S OFFICERS DIRECTLY
RESPONSIBLE FOR OPERATIONS AND THEIR RESUMES**

*Matt Judkin, President
*Skye Logan, Executive Director
*Jason McDaniel, Director of IT
AGR GROUP NEVADA, LLC
2725 East Desert Inn Road, Suite 200
Las Vegas, Nevada 89121
Phone: 702-410-5780; Fax: 702-410-5785

*The resumes for each of these individuals are previously attached hereto as Schedule
17(B)-2.

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SCHEDULE 18(A)-2

PROPOSED STAFFING AND EMPLOYEE TRAINING COMMITMENTS

The Applicant currently has approximately one hundred ninety (190) employees devoted to selling natural gas and electricity for different suppliers in various states. This staff will be used to market in the Commonwealth of Pennsylvania. With respect to training, the Applicant has closely reviewed all of the rules, regulations and guidelines set forth by the Pennsylvania Public Utility Commission and applicable law. The Applicant's entire staff will receive comprehensive training with respect to the same.

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SCHEDULE 18(A)-2

BUSINESS PLANS OF APPLICANT

The Applicant proposes to operate as a marketer/broker for other suppliers of natural gas. Customers will continue to pay directly to supplier, as they do now, and will not pay AGR directly. The Applicant does not take title to the natural gas it markets.

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AGR GROUP NEVADA, LLC

SCHEDULE 13

PROOF OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties listed below, in accordance with the requirements of 52 Pa. Code Section 1.54 (relating to service by a party). Each party below was served via first class mail and will be receiving one copy of the signed and verified application with attachments.

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

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Dated this 11 day of January, 2014


Name: HERB ZERJEN
Title: CFO

ON BEHALF OF AGR GROUP NEVADA, LLC



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AGR GROUP NEVADA, LLC
2725 E DESERT INN RD
STE 200
LAS VEGAS NV 89121-3613

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PO BOX 3265
HARRISBURG PA 17105-3265



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