

EnerPenn USA, LLC

April 29, 2014


Secretary of the Commission
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105

RE: *Load Serving Entity Compliance Requirement Form of EnerPenn USA, LLC,
license no. A-2011-2248532.*

Dear Sir or Madam,

Please accept for EnerPenn USA, LLC's ("EnerPenn") Proof of Registration as a PJM LSE.
Thank you for your attention to this matter.

Very truly yours,



Christian C. Bedortha, Esq.
Assistant General Counsel
EnerPenn USA, LLC

Enclosures

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SECRETARY'S BUREAU

LOAD SERVING ENTITY COMPLIANCE REQUIREMENT FORM

On an annual basis, EGSs providing retail electric supply service (i.e. take title to electricity) must file with the Commission this Load Serving Entity (LSE) Compliance Requirement Form. EGSs are directed to attach to this form documentation which provides the following:

- Proof of registration as a PJM LSE, or
- Proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

Examples of sufficient documentation to satisfy this compliance requirement include, but may not be limited to:

- A screen print showing that the EGS is listed as a Party to an effective version of the PJM Reliability Assurance Agreement (RAA), located at Schedule 17 of the RAA.
- Correspondence, such as an e-mail screen print or regular mail scan, from PJM verifying membership as an LSE.
- Documentation of an effective contract between the EGS and another party that serves as the LSE on behalf of the EGS. In such a case, the documentation must also include proof that the party fulfilling the LSE role is indeed registered with the PJM as an LSE

EGSs may mark all or portions of their filing confidential.

EGSs which do not provide retail electric supply service, such as brokers, must file an LSE Compliance Requirement Form with the appropriate box checked below. No attached documentation is necessary for EGSs whom operate in such a capacity.

SELECT ONLY ONE OF THE FOLLOWING

- EGS provides retail electric supply service and has attached compliance with the LSE requirement hereto.

Description of attachment (provide a brief description of the attachment below):

PJM certification letter.

- EGS does not provide retail electric supply service and therefore, is not presently obligated to provide such documentation.

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955 Jefferson Ave.
Valley Forge Corporate Center
Norristown, PA 19403-2497

June 24, 2011

Mr. Kevin Boudreaux
EnerPenn USA, LLC
7660 Woodway Dr., Suite 471A
Houston, TX 77063

Dear Mr. Boudreaux,

Welcome to PJM!

As promised, enclosed are the signed membership agreements for your records. To ensure your needs are met, PJM has assigned Client Manager Don Williams, as your primary point of contact. He can be contacted at willid@pjm.com or 610-666-4644. You may also contact our Customer Service Center at 866-400-8980 should you have any questions as well.

Thank you,

A handwritten signature in cursive script that reads 'Leslie Yeager'.

Leslie Yeager

PJM Interconnection

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of 6/24/2011, is entered into among EnerPenn USA, LLC and the President of the LLC acting on behalf of its Members.

2. EnerPenn USA, LLC has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate EnerPenn USA, LLC's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. EnerPenn USA, LLC agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. EnerPenn USA, LLC agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. EnerPenn USA, LLC hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Kevin Boudreaux, 7660 Woodway Drive, Ste. 471A, Houston, TX 77063

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include EnerPenn USA, LLC as a Member of the LLC thereto, effective as of June 24, 2011, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, EnerPenn USA, LLC and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston
Name: Terry Boston
Title: President & CEO

By: Kevin Boudreaux
Name: Kevin Boudreaux
Title: VP, Market Development

Issued By: Craig Glazer
Vice President, Government Policy
Issued On: April 30, 2004

Effective: May 1, 2004

Application for Membership
Between
PJM Interconnection, L.L.C.
and

EnerPenn USA, LLC
(Company's Name)

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ("Operating Agreement"). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at: <http://www.pjm.com/documents/agreements/pjm-agreements.aspx>.

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ("Tariff"). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM application approval per Schedule 3.

The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

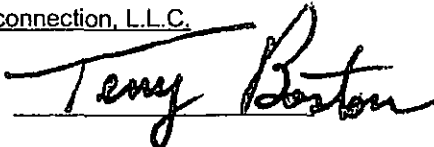
Signature: 

Name: Kevin Boudreaux

Title: VP, Market Development

Date: 6/10/11

PJM Interconnection, L.L.C.

Signature: 

Name: Terry Boston

Title: President & CEO

Date: 6/24/2011

From: (713) 358-8509
Christian Bedortha

Origin ID: NQIA



Ship Date: 29APR14
ActWgt: 0.1 LB
CAD: 103665795/NET3490

7660 Woodway Dr. Ste. 471

Houston, TX 77063



J14101402070326

SHIP TO: (717) 772-7777

BILL SENDER

Secretary of Commission
PA Public Utility Commission
Commonwealth Keystone Building
400 North Street, P.O. Box 3265
HARRISBURG, PA 17105

Delivery Address Bar Code



Ref #
Invoice #
PO #
Dept #

WED - 30 APR AA
STANDARD OVERNIGHT

TRK# 7986 9733 1120

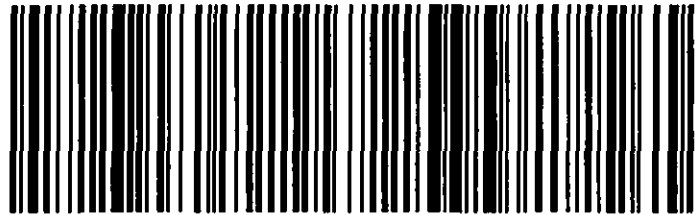
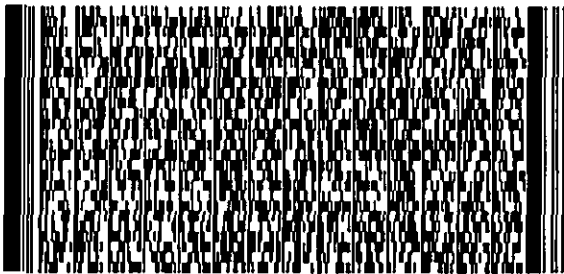
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17105

PA-US

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After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

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