



May 2, 2014

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

Dear Sir/Madam:

Attached for filing is LSE, LLC's application for a license to act as a Broker/Marketer engaged in the business of supplying natural gas services to the public in the Commonwealth of Pennsylvania. As per the Commission's instructions, we have included (i) a verified original, and (ii) a CD-ROM disk containing a pdf version of the entire application. Please note that Exhibit A-6, which contains confidential financial records, is being filed under seal and is not included with the verified original or the pdf version included on the CD-ROM. A check in the amount of \$350.00 payable to the Commonwealth of Pennsylvania is included with this filing.

Please note that Exhibit A-8 includes waivers of credit requirements from Peoples Natural Gas Company LLC, Peoples TWP LLC, the UGI companies, Valley Energy Inc., PECO and Columbia Gas of Pennsylvania, Inc. National Fuel Distribution will not release a waiver letter prior to our filing of this application. In addition, we are waiting on a response from Philadelphia Gas Works. Waiver letters from National Fuel Distribution and Philadelphia Gas Works will be filed as soon as they are received.

Applicant we will publish the required notices upon receipt of a docket number for this matter and we will file the Affidavit of Publication with the Commission shortly thereafter. If you have any questions regarding the attached filing, please do not hesitate to contact me at 202-422-2582 or via email at jon.moore@energyby5.com.

Regards,

Jonathan S. Moore
General Counsel

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of L5E, LLC, d/b/a "5", for approval to offer, render, furnish, or as a(n) Broker/Marketer engaged in the business of supplying natural gas services to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

L5E, LLC
130 E. John Carpenter Freeway
Irving, TX 75062
Tel: 972-445-9584
Fax: 855-329-3483

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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.

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:

Jonathan S. Moore
5320 Albemarle Street
Bethesda, MA 20816
Tel: 202-422-2582
Fax: 855-329-3483

- 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:

Josh Coleman
L5E, LLC
130 E. John Carpenter Freeway
Irving, TX 75062
Tel: 855- 275-3483
Fax: 855-329-3483

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

Jonathan S. Moore, General Counsel
L5E, LLC
5320 Albemarle Street
Bethesda, MA 20816
Tel: 202-422-2582
Fax: 855-329-3483

- 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:

Business Filings Incorporated
116 Pine Street
Suite 320
Harrisburg, PA 17101
Tel: 800-981-7183
Fax: 609-827-5501

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

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

"5"

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.

See Exhibit A-1 attached hereto.

or

The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

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

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

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

or

The Applicant is a:

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

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

See Exhibit A-2 attached hereto.

Give name and address of officers.

See Exhibit A-3 attached hereto.

The Applicant is incorporated in the state of Texas

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.

Broker/Marketer License No. A-2012-2334259

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

or

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

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

Broker/Marketer as contemplated by its application dated November 13, 2012.

or

- The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

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

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

The Applicant proposes to provide energy advisory and brokerage services for gas customers in the Commonwealth of Pennsylvania. The Applicant will not take title to energy and proposes to function only as an intermediary in the purchase of energy and related services from third party vendors of natural gas. Applicant's clients are expected to pay suppliers direct for these services and Applicant will not pay gas invoices on their behalf. In some instances, Applicant may act solely as a consultant to its clients. In those cases, Applicant will bill the clients directly for their services. As noted above, Applicant will not be taking payment from its clients for energy and will not provide bill payment on behalf of such clients.

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

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

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 (see below) _____ (approximate date).

Applicant proposes to being soliciting new customers upon granting of this license.

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:

<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 Peoples Division Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 email: Lynda.W.Petrichevich@peoples-gas.com</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 email: Lynda.W.Petrichevich@peoples-gas.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>Peoples Natural Gas Company LLC Equitable Division Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 email: Lynda.W.Petrichevich@peoples-gas.com</p>
<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 email: carlos.thillet@exeloncorp.com</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 PH: 215.684.6899 email: douglas.moser@pgworks.com</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.

See Exhibit A-4 attached hereto.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

See Exhibit A-5 attached hereto.

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.

The Applicant has never been and is not currently the defendant in a criminal or civil proceeding.

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.

Please see Exhibit A-2 attached hereto.

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

At this time Applicant is not serving residential customers in the Commonwealth of Pennsylvania. If Applicant elects to serve such customers, it will act as a broker or advisor only and will not ask such residential customers to contract with Applicant. The customers only contract for natural gas service will be with a licensed natural gas supplier.

- 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.

Applicant intends to provide only broker and aggregation services. This requirement does not apply to brokerage and aggregation services.

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.
- Published parent company financial and credit information.
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.

Confidential financials are filed under seal as Exhibit A-6.

- 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.

A recent Dun and Bradstreet Credit Report is attached as Exhibit A-7.

- 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
- Such other information that demonstrates Applicant's financial fitness.

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.

Attached as Exhibit A-8 hereto are waivers of bonding/credit requirements received as of the date hereof from Valley Energy Inc., UGI Central Penn, UGI Penn Natural, UGI, Peoples Natural Gas Company LLC (Peoples Division, Peoples TWP LLC and Equitable Division) PECO, Columbia Gas of Pennsylvania Inc. National Fuel Gas Distribution will not release such a letter prior to our filing of this Application. We have yet to receive a response from Philadelphia Gas Works. We will supplement our filing when we receive waivers from National Fuel Distribution Corp. and Philadelphia Gas Works.

- Identify Applicant's chief officers including names and their professional resumes.

Please see Exhibit A-9 attached hereto.

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

Josh Coleman, COO
L5E, LLC
130 E. John Carpenter Freeway
Irving, TX 75062
Tel: 855- 275-3483
Fax: 855-329-3483

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

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.

Please see Exhibit A-9 attached hereto.

- A copy of any Federal energy license currently held by the Applicant. N/A
- Proposed staffing and employee training commitments.

Please see Exhibit A-10 attached hereto.

- Business plans.

Please see Exhibit A-10 attached hereto.

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: LSE, LLC
By: 
Title: General Counsel

AFFIDAVIT

District of Columbia _____ :

ss.

County of _____ :

Jonathan Moore _____, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:
He is the General Counsel of L5E, LLC ; That he is authorized to and does make this affidavit for said Applicant;

That L5E, LLC, 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 L5E, 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 L5E, 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 L5E, 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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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

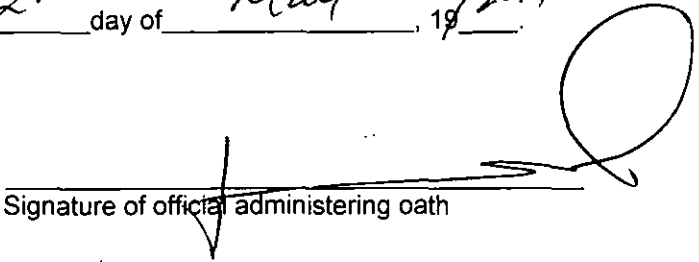
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections 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 2nd day of May, 192014



Signature of official administering oath

My commission expires 09/14/14

Jennife [unclear]
Notary Public
My Commission expires 09/14/2014
Columbia

AFFIDAVIT

District of Columbia

ss.

County of _____

Jonathan Moore, Affiant, being duly affirmed according to law, deposes and says that: He is the General Counsel of L5E, LLC. That he is authorized to and does make this affidavit for said Applicant;

That the Applicant herein L5E, 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 L5E, LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein L5E, LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

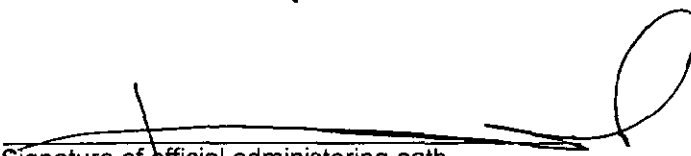
That the Applicant herein L5E, LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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 2nd day of May, 16 2014.



Signature of official administering oath

My commission expires 09/14/14

Jennife McCord
Notary Public, District of Columbia
My Commission Expires 9/14/2014

RECEIVED

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit A-1

Attached is a stamped copy of Applicant's Application for Registration of the Fictitious Name 5.

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MAY 12 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

5-five or 5

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

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

ENTITY NUMBER: 4137780

Moore, Jonathan S.
5320 Albemarle Street
Bethesda, MD 20816

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Application for Registration of Fictitious Name
54 Pa.C.S. § 311

Name Jonathan Moore		
Address 5320 Albemarle Street		
City Bethesda, MD	State MD	Zip Code 20816

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



Commonwealth of Pennsylvania
FICTITIOUS NAME 2 Page(s)



T1227747031

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: **5-five or 5**

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: **Energy brokerage and advisory services.**

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):
130 E. John Carpenter Freeway, Irving, TX 75062

Number and street	City	State	Zip	County
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4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

PA DEPT. OF STATE

OCT 01 2012

5. Each entity, other than an individual, interested in such business is (are):

L5E, LLC	Limited Liability Company	State of Texas
Name	Form of Organization	Organizing Jurisdiction
130 E. John Carpenter Freeway, Irving, TX 75062		
Principal Office Address		
Business Filings Incorporated, 116 Pine Street, Suite 320		
PA Registered Office, if any		
Harrisburg, PA 17101		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional: The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

25th day of Sept. 2012.

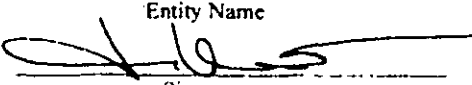
Individual Signature	Individual Signature
Individual Signature	Individual Signature
L5E, LLC	
Entity Name	Entity Name
	
Signature	Signature
Member	
Title	Title

Exhibit A-2

Attached is:

A stamped copy of Applicant's Registration as a Foreign LLC in Pennsylvania.

A copy of Applicant's Certificate of Formation as filed in the State of Texas on December 12, 2011

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Registration - Foreign

(15 Pa.C.S.)

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

Name	Jonathan S. Moore		
Address	5320 Albemarle Street		
City	State	Zip Code	
Bethesda	MD	20816	

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

←

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



T1228667174

Fee: \$250

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

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

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

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:
Jurisdiction: Texas Date of Formation: 12/12/11

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

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
<u>Business Filings Incorporated, 148 Pine Street, Suite 320, Harrisburg, PA 17101</u>				County
<u>Dauphin Co.</u>				

PA DEPT. OF STATE

OCT 01 2012

2012 OCT 11 PM 2:50

PA DEPT OF STATE

5. Check and complete one of the following:

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

Number and street City State Zip

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

130 E. John Carpenter Freeway, Irving, TX 75062

Number and street City State Zip

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

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

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

Name Business Address

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

Number and street City State Zip County

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

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

25th day of Sept. 2012.

L5E, LLC

Name of Partnership/Company



Signature

Jonathan Moore, Member

Title



Office of the Secretary of State

CERTIFICATE OF FILING OF

LSE, LLC
File Number: 801519166

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

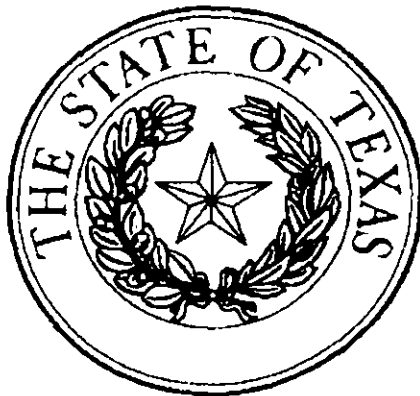
Dated: 12/12/2011

Effective: 12/12/2011

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MAY 12 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

DEC 12 2011

Corporations Section

CERTIFICATE OF FORMATION

OF
L5E, LLC

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Business Organizations Code (the "BOC"), do hereby adopt the following Certificate of Formation for such limited liability company (the "Company"):

ARTICLE I

The name of the Company is L5E, LLC

ARTICLE II

The period of duration of the Company is perpetual from the date this Certificate of Formation takes effect with the Secretary of State of Texas, unless earlier dissolved in accordance with either the BOC or the Limited Liability Company Agreement of the Company.

ARTICLE III

The purpose for which the Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the BOC.

ARTICLE IV

The address of the principal place of business of the Company is:

4617 Redwood Ct.
Irving, Texas 75038

ARTICLE V

The name and address of the initial registered agent of the Company in the State of Texas is:

H. Douglas Baer
Holman Robertson Eldridge, P.C.
5949 Sherry Ln., Ste. 1700
Dallas, Texas 75225-8013

ARTICLE VI

The Company is to be managed by a board of managers. The initial number of members of the board of managers is one (1). The number of members of the board of managers may be adjusted as provided in the Limited Liability Company Agreement of the Company.

The names and addresses of the persons who are to serve as the members of the board of managers of the Company until the first annual meeting of members of the Company or until such persons' successors are elected and qualified is as follows:

H. Douglas Baer
5949 Sherry Ln., Ste. 1700
Dallas, Texas 75225-8013

ARTICLE VII

Any action required by the BOC to be taken at any annual or special meeting of the board of managers, or any action which may be taken at any annual or special meeting of the board of managers, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all members of the board of managers.

ARTICLE VIII

Except as provided in the Limited Liability Company Agreement of the Company, no member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE IX

The right of members to cumulative voting in the election of managers is expressly prohibited.

ARTICLE X

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission by that manager in his or her capacity as a manager, except for liability of a manager for (a) a breach by a manager of his or her duty of loyalty to the Company or its members, (b) an act or omission by that manager not in good faith that constitutes a breach of duty of that manager to the Company or an act or omission by the manager that involves intentional misconduct or a knowing violation of the law by that manager, (c) a transaction by that manager from which that manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of his or her position as a manager, or (d) an act or omission by that manager for which the liability of that manager is expressly provided for by an applicable statute. If the BOC or other applicable law is amended to authorize action further eliminating or limiting the liability of a manager, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the BOC or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

ARTICLE XI

The name and address of the organizer is as follows:

H. Douglas Baer
Holman Robertson Eldridge, P.C.,
5949 Sherry Ln., Ste. 1700
Dallas, TX 75225-8013

ARTICLE XII

This document becomes effective when the document is filed by the Secretary of State.

ARTICLE XIII

This undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of December, 2011



H. Douglas Baer

Exhibit A-3

Names and Addresses of Officers

Name and Address	Title	Telephone Number
Josh Coleman 7204 John McCain Rd. Colleyville, TX 76034	Chief Operating Officer/Partner	817-301-3017
Brian Hayduk 600 Duke Saxony Dr. Lewisville, TX 75067	President and CEO/Partner	917-923-9988
Jonathan Moore 5320 Albemarle Street Bethesda, MD 20816	Chief Strategy Officer/Partner	202-422-2582
Eric Plateis 4515 Byron Circle Irving, TX 75038	Chief Risk Officer/Partner	214-208-3801
Jeff Schiefelbein 9418 Peninsula Drive Dallas, TX 75038	Chief Culture Officer/Partner	214-208-3801

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Exhibit A-4
CERTIFICATE OF SERVICE

On this the 2nd day of May 2014, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all non-confidential attachments have been served upon 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 300 North Second Street Harrisburg, PA 17101	Commonwealth of Pennsylvania Department of Revenue Bureau of Compliance Harrisburg, PA 17128-0946
David Beasten UGI Central Penn UGI UGI Penn Natural 25225 12 th Street, Suite 360 Reading, PA 19612-2677	Robert Crocker Valley Energy Inc. 523 South Keystone Avenue Sayre, PA 18840-0340
David D. Wolford National Fuel Distribution Corp. 6363 Main Street Williamsville, NY 14221	Lynda Petrichevich Peoples Natural Gas Company LLC Peoples Division Peoples TWP LLC Equitable Division 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212
Carlos Thillet, Manager, Gas Supply and Transportation PECO 2301 Market Street, S9-2 Philadelphia, PA 19103	Thomas C. Heckathorn Columbia Gas of Pennsylvania 200 Civic Center Drive Columbus, OH 43215
Douglas Moser Philadelphia Gas Works 800 West Montgomery Avenue Philadelphia, PA 19122	

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Jonathan Moore, Partner
LSE, LLC

Exhibit A-7

Attached is a recent Dun and Bradstreet Credit Report

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SECRETARY'S BUREAU

Credit eValuator Plus Report

L5E, LLC 130 E. John Carpenter Fwy Irving, TX 75062 Phone: 855 275-3483 D-U-N-S Number: 07-836-3414	Report as of : December 26, 2013 **
--	--



Need more in-depth information and analysis?

Upgrade to the Comprehensive Insight Plus Report and receive the credit for the amount of your evaluator purchase

[>Learn more](#)



**Included with this Credit eValuator Report are continuous tracking of key business changes and free Alert messages in the View My Reports/Alerts page. You can also choose to receive e-mail notifications of the important changes. IMPORTANT NOTE: You will not receive e-mail alerts if you have opted out of receiving communications from D&B.

Risk Summary



Lower Risk

Higher Risk

Risk of Late Payment

Risk of late payment is based on the following prioritized factors in addition to other information in D&B's files:

- No factors available

Indications of slowness can be the result of disputes over merchandise, skipped invoices, etc.



Unchanged

Payment Performance Trend

The payment performance trend for this company is Unchanged. The most recent payment information in D&B's files is:

- Payments currently: on terms.
- Payments 3 months ago: on terms.
- Industry average: 2 days beyond terms.

*Note: Payments to suppliers are averaged weighted by dollar amounts.

Credit Limit Recommendation

Recommendation **DEC 26**
Date: **2013**

Risk category for this business: **LOW**

D&B's Recommendations:

Conservative Credit Limit: **\$20,000**

Aggressive Credit Limit: **\$35,000**



Risk is assessed using D&B's scoring methodology and is one factor used to create the recommended limits. See [Help](#) for details.

Company Profile

Chief Executive:	Brian Hayduk, Mbr-Ceo	Line of business:
Type of business:	Partnership	
Years in business:	2	
Employees total:	16	

Legal Filings and Other Important Information

Bankruptcies:	None
Judgments:	None
Liens:	None
Suits:	None

Negative Payment Experiences:	None
Payments Placed for Collection:	None

**Included with this Payment Trend Report are continuous tracking of key business changes and free Alert messages in the View My Reports/Alerts page. You can also choose to receive e-mail notifications of the important changes. IMPORTANT NOTE: You will not receive e-mail alerts if you have opted out of receiving communications from D&B.

Summary

L5E, LLC	D-U-N-S Number:	07-836-3414
130 E. John Carpenter Fwy	Primary Industry SIC:	4911
Irving, TX 75062	Description:	Electric services
This is a single location.		

PAYMENT ACTIVITY:

Total Payment Experiences in D&B's File:	6
Payments Within Terms: (not dollar weighted)	100%
Total Placed For Collection:	0
Average Highest Credit:	\$83
Largest High Credit:	\$100
Highest Now Owning:	\$100
Highest Past Due:	\$0

Indications of slowness can be the result of dispute over merchandise, skipped invoices, etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

③ PAYDEX Scores - This Business

3- and 12- Month

Shows the D&B PAYDEX scores as calculated on the most recent 3 months and 12 months of payment experiences.

The D&B PAYDEX is a unique, dollar weighted indicator of payment performance based on up to 6 payment experiences as reported to D&B by trade references. A detailed explanation of how to read and interpret PAYDEX scores can be found at the end of this report.

Jump to: [How to Read the PAYDEX Score](#)

L5E, LLC DUNS 07-836-3414

3-Month D&B PAYDEX: 80

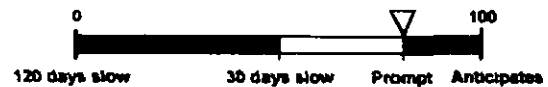
When weighted by dollar amount, payments to suppliers average within terms.



Based on payments collected over last 3 months.

12-Month D&B PAYDEX: 80

When weighted by dollar amount, payments to suppliers average generally within terms.



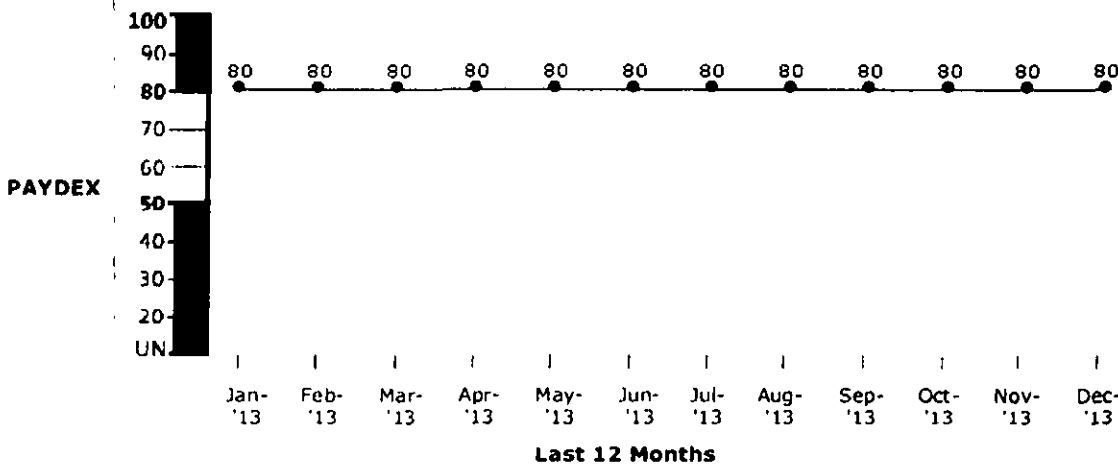
Based on payments collected over last 12 months.

③ PAYDEX Yearly Trend - This Business

12 Months

Shows the trend in D&B PAYDEX scoring over the past 12 months.

L5E, LLC DUNS 07-836-3414



Based on payments collected over the last 12 months.

- Current PAYDEX for this Business is 80, or equal to generally within terms
- The 12-month high is **80**, or equal to generally within terms
- The 12-month low is **80**, or equal to generally within terms

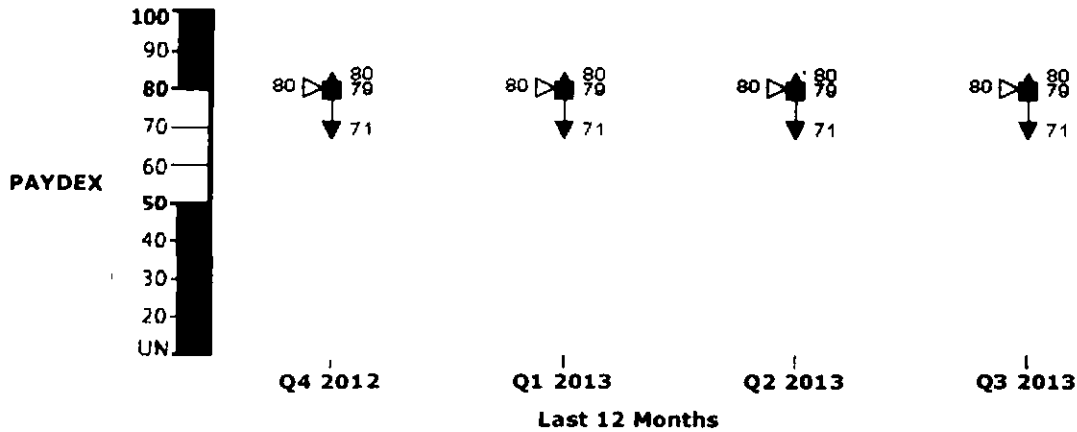
[Back to Top](#)

② **PAYDEX Score Comparison - Business to Primary Industry**

4 Quarters

Shows PAYDEX scores of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Electric services, based on SIC code 4911.

L5E, LLC DUNS 07-836-3414



Based on payments collected over the last 4 quarters.

Score Comparison Key:

- ▷ This Business
- ▲ Industry upper quartile
- Industry median
- ▼ Industry lower quartile

- Current **PAYDEX** for this Business is **80**, or equal to generally within terms
- The present industry **median score** is **79**, or equal to 2 days beyond terms.
- Industry **upper quartile** represents the performance of the payers in the 75th percentile
- Industry **lower quartile** represents the performance of the payers in the 25th percentile

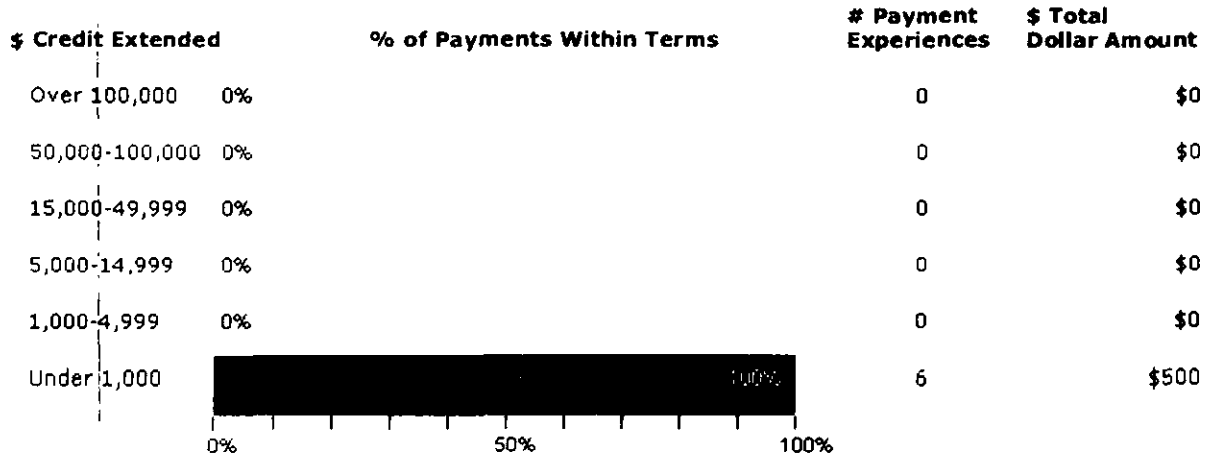
[Back to Top](#)

📍 Business Payment Habit by Amount of Credit Extended

12 Months

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences used to calculate the percentage, and the total dollar value of the credit extended.

L5E, LLC DUNS 07-836-3414



Based on payments collected over the last 12 months.

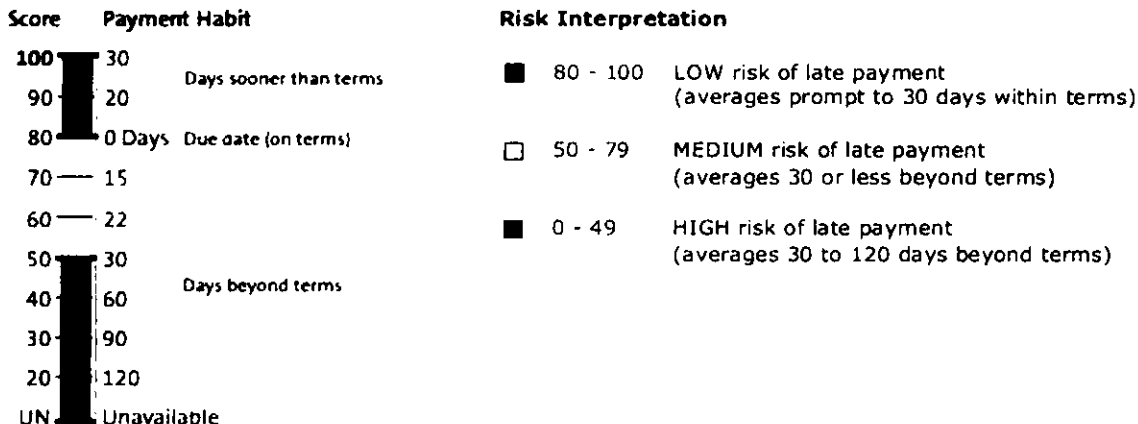
Payment experiences reflect how bills are met in relation to the terms granted. In some instances, payment beyond terms can be the result of disputes over merchandise, skipped invoices, etc.

[Back to Top](#)

How to Read the D&B PAYDEX Score

Use this key to help you interpret the D&B PAYDEX Score and meaning.

The D&B PAYDEX is a unique, dollar weighted indicator of a business' payment performance based on the total number of payment experiences in D&B's file.



Need more in-depth information and analysis? Upgrade to the Comprehensive Insight Plus Report and receive the credit for the amount of your evaluator purchase

This report is prepared and provided under contract for the exclusive use of Josh Coleman, L5E, LLC. This report may not be reproduced in whole or in part by any means of reproduction.

Exhibit A-8

Attached are waivers of credit requirements received as the date hereof.

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PEOPLES NATURAL GAS



PEOPLES TWP

375 N. Shore Drive, Suite 600
Pittsburgh, PA 15212

Lynda W. Petrichevich
Manager, Rates and Regulatory Affairs

Peoples Service Company LLC
Phone: 412-208-6528; Fax: 412-208-6577
Email: lpetrichevich@peoples-gas.com

May 1, 2014

Jonathan Moore, Partner
LSE, LLC (dba "5")
130 E. John Carpenter Freeway
Irving, TX 75062

Dear Mr. Moore:

We are pleased that LSE, LLC (dba "5") has applied for a license to provide natural gas broker/marketer services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, Peoples TWP, and Peoples Natural Gas LLC – Equitable Division ("the Companies").

LSE, LLC (dba "5") has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that LSE, LLC (dba "5") does not need a bond or other financial security requirement to provide these services to the Company's customers.

If the creditworthiness requirement or the Company's exposure to LSE, LLC (dba "5") provision of services on the Peoples' system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

If you have any questions feel free to contact me at 412-208-6528 or by email at Lynda.W.Petrichevich@peoples-gas.com.

Sincerely,

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

Cc: Steven Kolich
Carol Miller

SAFETY

CUSTOMER
COMMITMENT

TRUST

COMMUNITY



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

May 1, 2014

Jonathan Moore, Partner
LSE, LLC
130 E. John Carpenter Freeway
Irving, TX 75062

RE: LSE, LLC application to serve as a broker/marketer

Dear Mr. Moore,

Based on your assertion that LSE, LLC ("LSE") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities Inc. ("UGIU") has concluded that LSE 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 LSE will not be taking title to gas or directly serving end use customers. This also assumes that LSE 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 LSE 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, written over the word "Sincerely,".

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



An Exelon Company

April 30th, 2014

Jonathan Moore, Partner
L5E, LLC (dba "5")
130 E. John Carpenter Freeway
Irving, TX 75062

Re: Bonding Requirements

Dear Jonathan Moore:

PECO is aware that L5E, LLC has applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

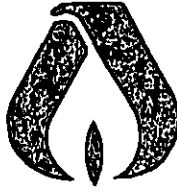
In making such an application, L5E, LLC could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. L5E, LLC has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers, 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 L5E, LLC 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 by L5E, LLC or the creditworthiness requirement for PECO's exposure to L5E, LLC changes in the future, PECO reserves the right to require L5E, LLC 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,

A handwritten signature in black ink that reads "Carlos P. Thillet".

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



VALLEY ENERGY

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

April 25, 2014

VIA EMAIL

Mr. Jonathan Moore, General Counsel
L5E, LLC (dba "5")
130 E. John Carpenter Freeway
Irving, TX 75062
jon.moore@energyby5.com

Dear Mr. Moore:

We understand that L5E, LLC 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 L5E, LLC intends to only provide natural gas aggregating, brokering and consulting services at this time, we have determined that L5E, LLC will not be required to post a bond or other form of financial security instrument to provide this service in our service area. However, if the service provided or failure to meet our requirements for credit worthiness changes in the future, we reserve the right to require security from L5E, LLC 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

April 28, 2014

Jonathan Moore
Partner
L5E, LLC
130 E. John Carpenter Freeway
Irving, TX 75062

Dear Moore:

We are pleased that L5E, LLC ("L5E, LLC") 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, L5E, LLC 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. L5E, LLC has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that L5E, LLC 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 L5E, LLC changes in the future, Columbia Gas might deem it appropriate to require L5E, LLC 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 of Choice and Nominations

Exhibit A-9

Applicant's officers are listed on Exhibit A-3. Summary resumes of these officers are attached.

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The Team

Brian Hayduk

Brian has been in the deregulated electricity market since it began in the late 1990s. Prior to launching 5, Brian served as President of First Choice Power (FCP) where he had responsibility for all company operations and led the business to record growth and profit. His background includes corporate strategy, business development, marketing, M&A, portfolio management and development of retail energy business units in deregulated markets throughout North America.

Prior to FCP, he served as co-founder and President of Juice Energy, a retail electric provider in multiple states, including Texas. He previously served as a Senior Vice President at Constellation NewEnergy where his responsibilities encompassed half of the company revenue (approx. \$2B) and he helped profitably grow its retail businesses throughout North America from 4,000 to 16,000 peak megawatts while serving a majority of the Fortune 100. Brian is on the board of the Children's Advocacy Center for Denton County and is a member of the Young Presidents' Organization (YPO). He encourages sustainable practices at 5 and he's the only 5 partner who can claim pizza making and fishing boat mate on his resume.

M.S. Environmental Science, SUNY College of Environmental Science and Forestry; B.A. Economics, Lehigh University

Jon Moore

Jon served as Executive Vice President at Beowulf Energy LLC before the creation of 5. Beowulf Energy is a private power and infrastructure company with expertise in the development, acquisition and long-term operation of power generation and infrastructure projects. Jon also recently served as a director of MX Holdings. In 2006, Jon co-founded Juice Energy, Inc., a green-focused energy retailer, where he served as CEO from 2006 until 2008. From 2002 until 2006, he was COO of Constellation NewEnergy ("NewEnergy"). Under Jon's leadership, NewEnergy grew into the nation's largest competitive supplier of electricity with over 16,000 peak megawatts.

From 1994 until 2002, Jon worked for The AES Corporation, where he was part of the senior management team that led AES's acquisition of NewEnergy Ventures, which was one of the first companies to offer electricity to commercial and industrial customers in deregulated markets. In 2002, Jon was part of the team that negotiated the sale of AES's retail electricity business to Constellation Energy Group. Jon worked as a transactional attorney with O'Melveny & Myers in Washington, D.C. from 1988 to 1994. Jon's also the only partner in 5 with two national championship rings.

JD from Yale Law School; Magna Cum Laude from Princeton University's Woodrow Wilson School

Eric Plateis

Eric has over 30 years of experience in commodity trading and risk management. Eric served as the Vice President of Portfolio Risk Management at First Choice Power where he was responsible for all of the supply and risk management activities as well as retail pricing and load forecasting activities. Eric's previous roles include Senior Supply Officer for Juice Energy, Vice President of fixed price Natural Gas Trading at Bank of Montreal and Vice President of Trading at Constellation where Eric was responsible for the West and ERCOT region structured portfolios. Eric has been interviewed on McNeil Lehrer Hour and presented to the Argentine Consulate on hedging and risk management. He's also held Board seats at the Commodity Exchange, Inc., NYMEX and was Vice Chair of the COMEX Governors Committee.

Eric started his career in the "Pits" on the floor of the New York commodities exchanges where he traded for his own personal account; an experience that may have taken years off his life but pays dividends for our customers every day.

B.A. Accounting, Boston University

Jeff Schiefelbein

Jeff Schiefelbein has worked in the deregulated energy business for the past 10 years and served as the Vice President of Sales at First Choice Power. Jeff has a proven track record of leadership and innovation through his extensive experience in sales, company start-up, technology development, personal coaching, and strategic management. He has also been recognized nationally for the creation and implementation of two highly successful nonprofit corporations.

While at First Choice Power, Jeff developed a unique multi-team approach to sales that led to 6 straight quarters of double-digit growth. Jeff also launched an industry-leading online pricing portal that increased scale while reducing overhead. He continues to impact thousands each year through his motivational speaking and guest lecturing activities. Jeff is the recipient of the national Daily Points of Light Award, the Texas Governor's Volunteer Service Award and has been featured on ABC's "Volunteers Across America". Also, ask him about his off-Broadway performance sometime.

B.B.A. Business Management, Texas A&M University

Josh Coleman

Josh has worked in the energy business for his entire 30-year career as both a commercial/industrial energy manager, as well as in various operations leadership roles with retail electric providers. Josh served as First Choice Power's Vice President of Operations during a period of unprecedented profitability and growth that was coupled with record levels of customer satisfaction. While at First Choice Power and TXU, Josh refined his expertise in all aspects of operations, customer care, billing, credit/collections and contracting in the deregulated energy market.

Prior to entering the retail electric business, Josh worked in a variety of energy management and facilities leadership roles at Invensys, Teccor Electronics and Texas Instruments. Josh is the Board Chair for Camp Summit, an organization that promotes personal growth and independence through outdoor experiences for people with disabilities. Josh also enjoys his status as the only member of the 5 leadership team that has been paid to swim with a pig.

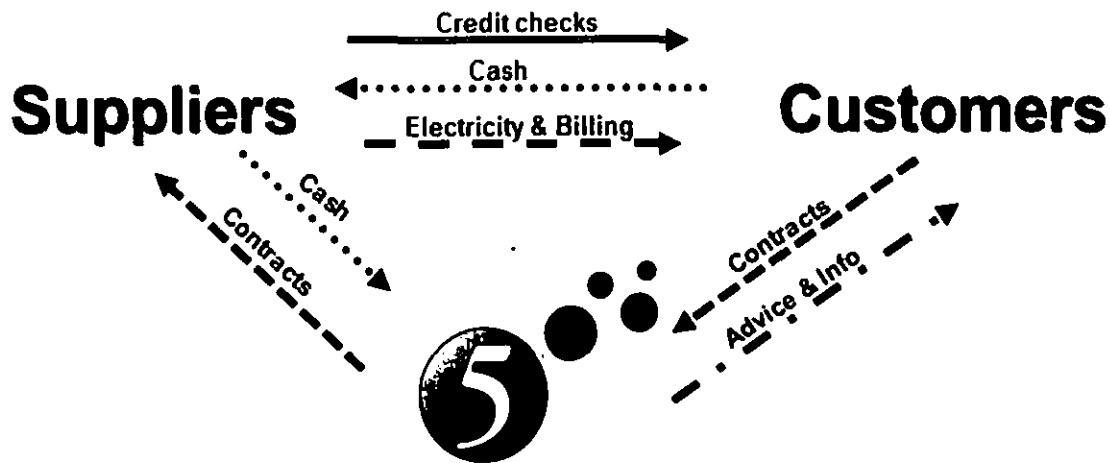
B.S. Mechanical Engineering, Texas A&M University; Professional Engineer, State of Texas (inactive)

SUMMARY BUSINESS PLAN OF L5E, LLC (doing business as “5”)

We formed 5 (the “Company”) to manage energy purchases for commercial and residential customers. Organizations and homeowners realize they are exposed to increasingly volatile energy prices. There is a need to manage this exposure in the same way they manage other market based financial exposures. The challenge for consumers is the overabundance of suppliers and products combined with ever changing commodity prices.

The Company introduces unique and innovative products that allow our sales team to effectively advise and broker electricity service between end users and licensed power and natural gas suppliers. A transformative proprietary web-based portal is being developed that provides for a seamless and transparent integration of customers, suppliers and market information. The team has extensive experience in similar portal development.

As an independent energy advisor whose only business is serving customers, 5 will use the portal and other tools to reach across the spectrum of suppliers and products to better service customers. 5 will not take title to any commodities and suppliers will provide all billing and required customer service. 5’s market expertise, training, platform and culture will allow our people to provide customers with superior service and improved management of energy price risk.



Prior to founding 5, Brian Hayduk, Josh Coleman, Eric Plateis, and Jeff Schiefelbein managed and restructured First Choice Power (FCP - subsidiary of PNM Resources), a leading provider of electricity to commercial and residential customers in Texas. The above team was established at FCP in 2009 after record losses in 2008. For 2009, the business achieved a year over year positive EBITDA change of almost \$100M. After continued record earnings, growth and debt repayment, the business was sold to Direct Energy in late 2011 for \$270M.

KEY DIFFERENTIATORS

5 has the ability and products to create scale in an industry challenged by the inability to efficiently provide products and services to larger numbers of customers. 5's team has vast operational and analytical experience in retail energy markets. Members of the 5 team were the lead architects of the "best in industry" broker portal while at First Choice Power. The portal created dramatic efficiencies for both the broker and FCP that were critical to FCP's unprecedented growth (6 consecutive quarters of double digit commercial business growth).

Key differentiators for 5 will ultimately include:

- Proprietary market analytics and product decision engine
- Knowledge of retail energy industry (risk, trading, systems, pricing models, etc.)
- Unique broker and customer facing portal
- Depth of industry relationships
- Agent network for lead generation

INDUSTRY & MARKET OPPORTUNITY

As the \$250 billion U.S. electricity industry continues to deregulate, it provides consumers the opportunity to design strategies and select products that better manage their energy costs and risks. The first deregulated electricity began flowing in 1997. Currently, 15 states are deregulated within the United States with an estimated electricity market of over 700 million megawatt hours (MWhs) and annual revenues over \$50B. Over 50% of all commercial transactions in the deregulated markets occur through brokers, also referred to as aggregators or consultants.

The brokerage industry developed soon after deregulation started as a response to the overwhelming complexity in the marketplace. Many consumers seek an intermediary that can assess the market, products, and suppliers and provide advice on the appropriate strategy and timing. This same need has developed in other complex industries such as insurance or financial management.

There are an estimated 500-600 energy brokerage firms in the U.S. The vast majority of these are very small firms (1-3 people) with little scale, capital, systems, or expertise. As with many advisory businesses, it's easy to be small, but very difficult to be large. There are a handful of large national players (e.g., Summit Energy, Tradition Energy, and Prenova). The company began operations in the 1st Quarter of 2012 in Texas.

STAFFING AND TRAINING

Given the relatively small size of our current operations, all training is now done on a one-on-one basis with our core leadership team. Training involves all aspects of the business including: (i) operations, (ii) compliance, and (iii) supply and risk management. The team responsible for training our sales staff is led by our sales director, Jeff Schiefelbein, with support from all of the other partners. Training is also incorporated into our all-hands meetings that occur three times a year at our office in Irving, Texas.

Applicant has an extensive back office that supports our sales team in all aspects of our business. The attached organization chart reflects that 12 members of our team are involved in training and/or support of our sales efforts.

MANAGEMENT

The management team has extensive experience in all aspects of the deregulated energy industry throughout North America and has served many Fortune 500 companies in multiple markets.

Brian Hayduk

Brian has been in the deregulated electricity market since it began in the late 1990s. His most recent role was as President of First Choice Power (FCP) where he had responsibility for all company operations and led the business to record growth and profit. His background includes corporate strategy, business development and marketing, M&A, portfolio management and development of retail business units in deregulated electricity markets throughout North America.

Prior to FCP, he served as co-founder and President of Juice Energy, Inc., a retail electric provider in three states, including Texas. He previously served as a Senior Vice President at Constellation NewEnergy where his responsibilities encompassed half of the company revenue (approx. \$2B) and he helped profitably grow its retail businesses throughout North America from 4,000 to 16,000 megawatts. Brian's on the board of Keep Lewisville Beautiful and encourages 5 to engage in sustainable practices. He's the only 5 partner who can claim pizza making and fishing boat mate on his resume.

M.S. Environmental Science, SUNY College of Environmental Science and Forestry; B.A. Economics, Lehigh University

Jon Moore

Jonathan Moore served as Executive Vice President at Beowulf Energy LLC from 2008-2011. Beowulf Energy is a private power and infrastructure company with expertise in the development, acquisition and long-term operation of power generation and infrastructure projects. Jon also recently served as a director of MX Holdings. In 2006, Jon co-founded Juice Energy, Inc., a green-focused energy retailer, where he served as CEO from 2006 until 2008. From 2002 until 2006, he was COO of Constellation NewEnergy ("NewEnergy"). Under Jon's leadership, NewEnergy grew into the nation's largest competitive supplier of electricity with over 16,000MW.

Exhibit A-10 – Staffing and Training/Business Plans

From 1994 until 2002, Jon worked for The AES Corporation (“AES”), where he was part of the senior management team that led AES’s acquisition of NewEnergy Ventures, which was one of the first companies to offer electricity to commercial and industrial customers in deregulated markets. In 2002, Jon was part of the team that negotiated the sale of AES’s retail electricity business to Constellation Energy Group. Mr. Moore worked as a transactional attorney with O’Melveny & Myers in Washington, D.C. from 1988 to 1994. Jon’s also the only partner in 5 with two national championship rings.

JD from Yale Law School; Magna Cum Laude from Princeton University’s Woodrow Wilson School

Eric Plateis

Eric has 30 years of experience in commodity trading and risk management. Eric’s most recent experience was as Vice President of Portfolio Risk Management at First Choice Power, where he was responsible for all of the supply and risk management activities as well as retail pricing and load forecasting activities. Eric’s previous roles include Senior Supply Officer for Juice Energy, Vice President of fixed price Natural Gas Trading at Bank of Montreal and Vice President of Trading at Constellation where Eric was responsible for the West and ERCOT region structured portfolios. Eric has been interviewed on McNeil Lehrer Hour and presented to the Argentine Consulate on hedging and risk management. He’s also held Board seats at the Commodity Exchange, Inc., NYMEX and was Vice Chair of the COMEX Governors Committee.

Eric started his career in the “Pits” on the floor of the New York commodities exchanges where he traded for his own personal account; an experience he is always happy to share with anyone foolish enough to ask.

B.A. Accounting, Boston University

Jeff Schiefelbein

Jeff Schiefelbein has worked in the deregulated energy business for the past 8 years and most recently served as the Vice President of Sales at First Choice Power. Jeff has a proven track record of leadership and innovation through his extensive experience in sales, company start-up, technology development, personal coaching, and strategic management. He has also been recognized nationally for the creation and implementation of two highly successful nonprofit corporations.

While at First Choice Power, Jeff developed a unique multi-team approach to sales that led to 6 straight quarters of double-digit growth. Jeff also launched an industry-leading online pricing portal that increased scale while reducing overhead. He continues to impact thousands each year through his motivational speaking and guest lecturing activities. Jeff is the recipient of the national Daily Points of Light Award, the Texas Governor’s Volunteer Service Award and has been featured on ABC’s “Volunteers Across America”. Also, ask him about his run on Broadway sometime.

B.B.A. Small Business and Entrepreneurship, Texas A&M University

Josh Coleman

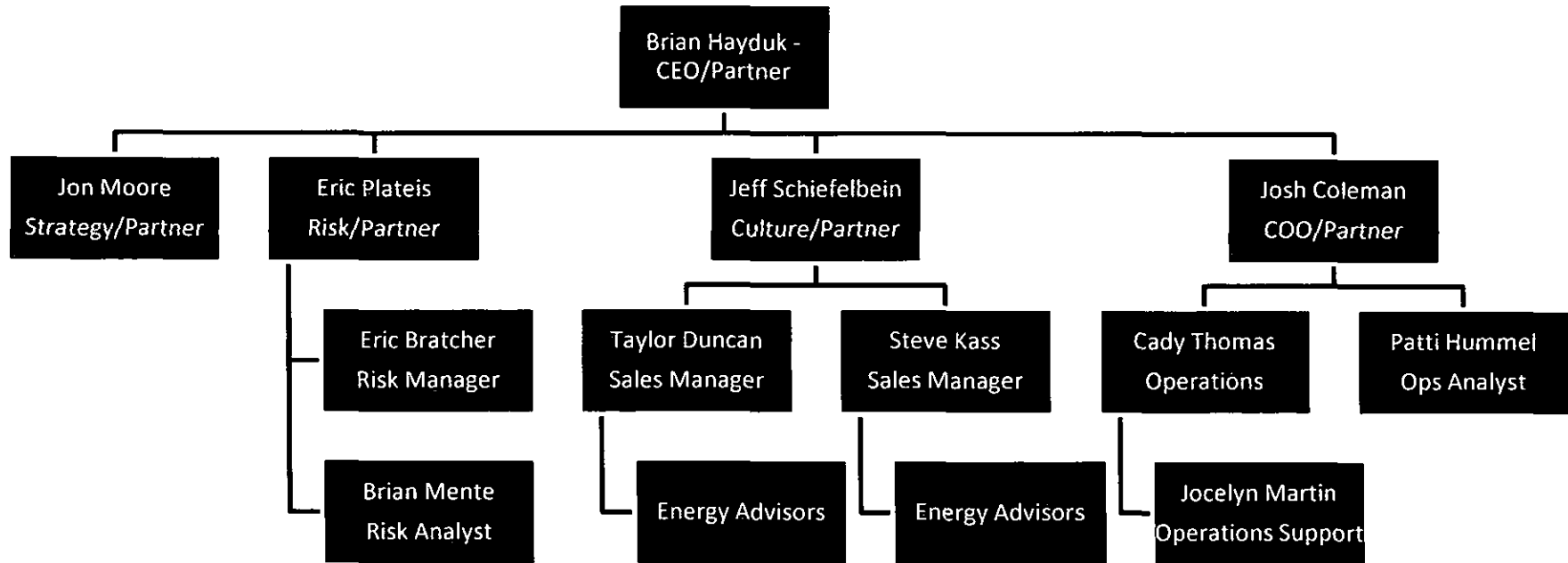
Exhibit A-10 – Staffing and Training/Business Plans

Josh has worked in the energy business for his entire 27-year career as both a commercial/industrial energy manager, as well as in various operations leadership roles with retail electric providers. Most recently, Josh served as First Choice Power's Vice President of Operations during a period of unprecedented profitability and growth that was coupled with record levels of customer satisfaction. While at First Choice Power and TXU, Josh refined his expertise in all aspects of operations, customer care, billing, credit/collections and contracting in the deregulated energy market.

Prior to entering the retail electric business, Josh worked in a variety of energy management and facilities leadership roles at Invensys, Teccor Electronics and Texas Instruments. Josh is the Board Chair for Camp Summit, an organization that promotes personal growth and independence through outdoor experiences for people with disabilities. Josh also enjoys his status as the only member of the 5 leadership team that has been paid to swim with a pig.

B.S. Mechanical Engineering, Texas A&M University; Professional Engineer, State of Texas (inactive)

L5E, LLC Organization Chart



From: (202) 422-2582
Jonathan Moore

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J14101402070328

5320 Albemarle Street

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CAD: 103933403/INET3490

Delivery Address Bar Code



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Secretary
Pennsylvania Public Utility Comm.
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400 North Street
HARRISBURG, PA 17120

Ref #
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PO #
Dept #

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STANDARD OVERNIGHT

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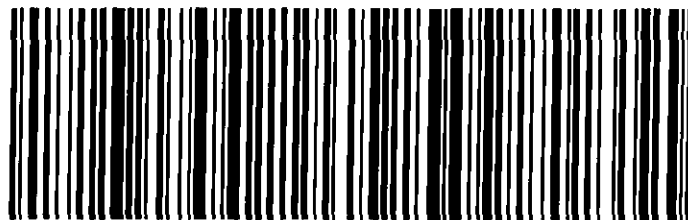
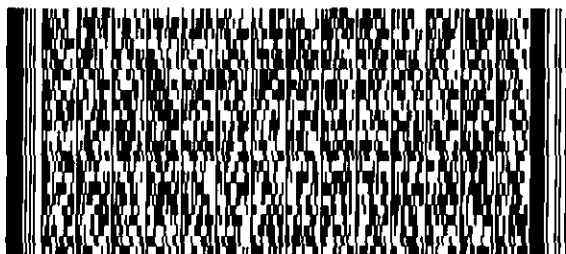
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