

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Burton Energy Group, Inc., d/b/a Burton Energy Group, Inc.,
for approval to offer, render, furnish, or as a 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:

Burton Energy Group, Inc.
3650 Mansell Road
Suite 350
Alpharetta, GA 30022
www.burtonenergygroup.com
p: (866) 975-8777
f: (678) 829-0534

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.

Not applicable

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:

Kristen Murphy
Vice President, Energy Supply
3650 Mansell Road
Suite 350
Alpharetta, GA 30022
Phone: (678) 829-4007
Fax: (678) 829-0534
kmurphy@burtonenergygroup.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:

Rob Joseph
Hill, Kertscher & Wharton, LLP
3350 Riverwood Parkway, Suite 800
Atlanta, Georgia 30339
Phone: (770) 953-0995 ext. 115
Fax: (770) 953-1358
Email: rrj@hkw-law.com

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

Rob Joseph
Hill, Kertscher & Wharton, LLP
3350 Riverwood Parkway, Suite 800
Atlanta, Georgia 30339

Phone: (770) 953-0995 ext. 115
Fax: (770) 953-1358
Email: rrj@hkw-law.com

- 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:

Burton Energy Group, Inc.
c/o Corporation Service Company
2595 Interstate Dr., Suite 103
Harrisburg, PA 17110
Phone: 800-927-9800
Fax: 302-636-5454

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

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

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

or

X The Applicant will not be using a fictitious name.

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

The Applicant is a sole proprietor.

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

or

The Applicant is a:

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

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

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

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

or

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.
Please see Attachment A

Additionally, provide a copy of the Applicant's Articles of Incorporation.
Please see Attachment B

Give name and address of officers.

Brent Burton
3650 Mansell Road
Suite 350
Alpharetta, GA 30022

Mark Breuker
3650 Mansell Road
Suite 350
Alpharetta, GA 30022

George Plattenburg
3650 Mansell Road
Suite 350
Alpharetta, GA 30022

The Applicant is incorporated in the state of _____ Georgia _____.

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

Applicant does not have any affiliates doing business or applying to do business.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JUNE 9, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Burton Energy Group, Inc.

is duly qualified as a Foreign Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation 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.

Carol Aichele

Secretary of the Commonwealth

STATE OF GEORGIA

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

CONTROL NUMBER : 0224966
DATE INC/AUTH/FILED : May 13, 2002
JURISDICTION : Georgia
PRINT DATE : 9/16/2013 11:16:26 AM

CERTIFICATE OF EXISTENCE

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

BURTON ENERGY GROUP, INC.
A Domestic Corporation

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

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

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



A handwritten signature in black ink that reads "B. P. Kemp".

Brian P. Kemp
Secretary of State

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

CONTROL NUMBER: 0224966
EFFECTIVE DATE: 05/13/2002
JURISDICTION : GEORGIA
REFERENCE : 0092
PRINT DATE : 05/15/2002
FORM NUMBER : 311

D.H. ROBERTSON & ASSOCIATES
2154 FOUNTAIN SQUARE
SNELLYVILLE, GA 30078

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

BURTON ENERGY GROUP, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

BUSINESS SERVICES AND REGULATION

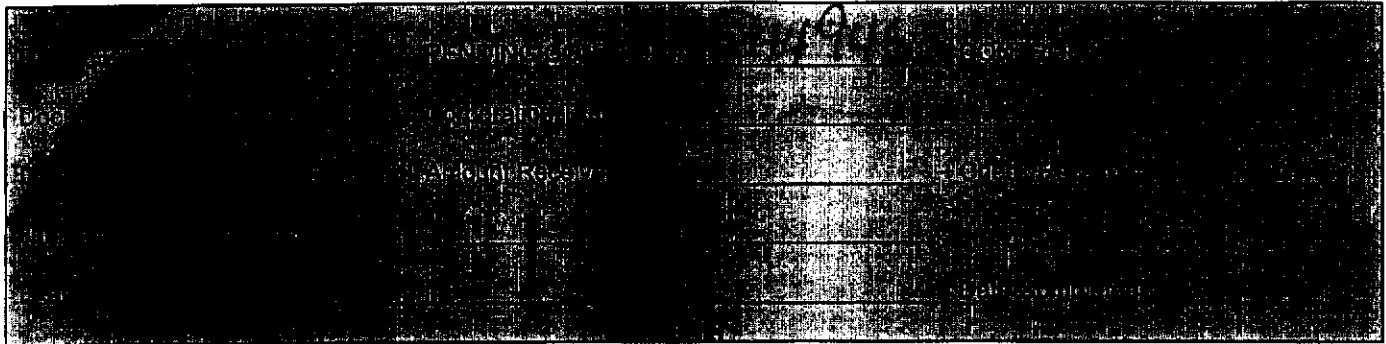
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

CATHY COX
Secretary of State
State of Georgia

**TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS**

WARREN RARY
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY



**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM**

021290301		
1.	Corporate Name Reservation Number	BURTON ENERGY GROUP, INC.
Corporate Name (exactly as appears on name reservation)		
2.	Applicant/Attorney	David H. Robertson (770) 736-5182
Address		2154 Fountain Square
City		Snellville, GA 30078
State		
Zip Code		
3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)		
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)		
2. ORIGINAL ARTICLES OF INCORPORATION		
3. ONE COPY OF ARTICLES OF INCORPORATION		
I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.		
Authorized Signature		Date
		May 13, 2002

BSR Form 227

**ARTICLES OF INCORPORATION
OF
BURTON ENERGY GROUP, INC.**

1.

The name of the corporation is:

BURTON ENERGY GROUP, INC.

2.

The corporation shall have authority to issue not more than 10,000 shares of \$1.00 par value stock.

3.

The Corporation is a statutory close corporation pursuant to O.C.G.A. §14-2-901, et seq.

4.

The holders of the shares of the Corporation's stock shall have preemptive rights to acquire on pro-rata basis by law any unissued shares of its stock which the Corporation intends to issue subsequently, said pro-rata rights to be based upon the individual holder's existing percentage of ownership at the time of the proposed issuance.

5.

The initial registered office of the corporation shall be at 2513 Hampton Park Court, Marietta, Cobb County, Georgia 30062. The initial registered agent of the corporation at such address shall be MICHAEL BRENT BURTON.

6.

The mailing address of the initial principal office of the corporation is:

2513 Hampton Park Court
Marietta, GA 30062

7.

The name and the address of the incorporator is:

David H. Robertson
D.H. Robertson & Associates, P.C.
2154 Fountain Square
Snellville, GA 30078

8.

No director shall be liable to the corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability:

- a. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
- b. For acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. For the types of liabilities set forth in O.C.G.A. § 14-2-832; or
- d. For any transaction from which the director received an improper personal benefit,

provided, however, that the within article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date hereof.

9.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent. It is provided, however, that the within article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



DAVID H. ROBERTSON

David H. Robertson
D.H. Robertson & Associates, P.C.
2154 Fountain Square
Snellville, GA 30078
(770) 736-5182

SECRETARY OF STATE
2002 MAY 13 P 11:18
CORPORATIONS DIVISION

- 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.

Burton Energy Group, Inc. is currently licensed as a broker/marketer of electricity within the Commonwealth of Pennsylvania. A-2011-2280726

- 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
 - X Other. (Identify the nature of service being rendered.)
Applicant is currently acting as a Broker

or

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- X Broker/Marketer engaged in the business of supplying natural gas services.
- Aggregator engaged in the business of supplying natural gas services.

Other (Describe):

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

Burton Energy Group is a privately held, independent company providing energy management services for commercial businesses with multi-site, geographically diverse facilities. We work with our clients to design and manage an energy plan to reduce energy consumption, improve environmental performance, mitigate price risk, stabilize utility budgets, and lower overall energy operating costs. We provide a number of service offerings, including "Strategic Assessment & Planning", "Utility Information Management", "Supply and Risk Management", "Energy and Water Conservation", "Annual Utility Budget Guidance", and "Sustainability Initiatives." More detailed information is available on our website, www.burtonenergygroup.com.

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

UGI Central Penn, Peoples TWP LLC, UGI Penn Natural, PECO, Philadelphia Gas Works, National Fuel Gas Distribution Corp., Peoples Natural Gas Company LLC Peoples Division, UGI, Equitable Gas Company, Peoples Natural Gas Company LLC Equitable Division and Columbia Gas of Pennsylvania Inc.

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

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

12. **START DATE:** The Applicant proposes to begin delivering services on July 1, 2014 _____ (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:

<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: heckathorn@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>	

*Need
Tozzet*

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.

The Loyalton Group, Inc. v Burton Energy Group, Inc., U.S. District Court, D. Minnesota, Civil Case No. 09

This was a civil suit by a former subcontractor for breach of contract. Burton Energy Group, Inc. determined that the claims were without merit and vigorously defended against all claims. A majority of the claims were dismissed in the Summary Judgment stage of the case. With respect to the remaining claims, Burton Energy Group, Inc. reached a confidential settlement agreement with The Loyalton Group, Inc. and the case has been dismissed.

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.

Kristen Murphy
Vice President, Energy Supply and Risk Management
3650 Mansell Rd, Suite 350
Alpharetta, GA 30022
Phone: (678) 829-4007
Fax: (678) 325-6702
kmurphy@burtonenergygroup.com

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

Applicant does not have standard contracts because they are not a supplier and are not providing services to residential customers.

c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

17. **FINANCIAL FITNESS:**

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

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- 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.
- 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 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.

Please see **Attachment C**

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.

Please see **Attachment D**. National Fuel Gas Distribution Corp. requires a docket number to verify a financial instrument is not required for a Broker. We have also reached out to PECO and PGW, but are waiting a response.

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

Brent Burton, Mark Breuker, George Plattenburg

Please see **Attachment E**

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

R. Banks Quarles Jr
 Director of Finance and Accounting
 3650 Mansell Rd, Suite 350
 Alpharetta, Ga 30002
 678.829.4012

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.

Brent Burton, Mark Breuker, George Plattenburg

Please see **Attachment E**

- A copy of any Federal energy license currently held by the Applicant.
 Burton Energy Group, Inc. does not currently hold a Federal energy license
- Proposed staffing and employee training commitments.
- Business plans.

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

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



UGI Utilities, Inc.
2525 North 12th Street
Suite 366
Post Office Box 12677
Reading, PA 19612-2677

(610) 796-3400 Telephone

May 2, 2014

Kristen Murphy
Vice President, Energy Supply & Risk Management
Burton Energy Group
3650 Mansell Road | Suite 350
Alpharetta, GA 30022

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

Dear Ms. Murphy,

Based on your assertion that Burton Energy Group ("BURTON ENERGY") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities Inc. ("UGIU") has concluded that BURTON ENERGY 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 BURTON ENERGY will not be taking title to gas or directly serving end use customers. This also assumes that BURTON ENERGY 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 UGIU tariffs. If BURTON ENERGY 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 written in a cursive style with a large initial "D".

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



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

April 14, 2014

Brent Burton
Burton Energy Group, Inc.
3650 Mansell Road
Suite 350
Alpharetta, GA 30022

Dear Mr. Burton:

We are pleased that Burton Energy Group, Inc. 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 and Peoples Natural Gas LLC – Equitable Division (“the Companies”).

Burton Energy Group, Inc. has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Burton Energy Group, Inc. 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 Burton Energy Group, Inc. 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

April 29, 2014

Kristen Murphy
Vice President, Energy Supply and Risk Management
Burton Energy Group
3650 Mansell Road, Suite 350
Alpharetta, GA 30022

Dear Ms. Murphy:

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

M. Brent Burton

2513 Hampton Park Court
Marietta, Georgia 30062

404.307.3946
bburton@burtonenergygroup.com

Experience

Burton Energy Group, Inc.

Atlanta, GA

Energy consulting company established to assist commercial businesses with reducing their energy and water usage and costs.

Founder and Managing Partner

September 2001 to Present

- Revenue increase of 428% over last three years, resulting in Inc. magazine listing of #733 of fastest growing companies.
- Responsible for corporate energy program management for clients that include FelCor Lodging Trust, Staples, McDonald's, Starwood Hotels, Aimbridge Hospitality, Outback Steakhouse, Walgreen's, Chick-fil-A, Pillar Hotels, Destination Hotels and Resort, amazon, Michael's and Racetrac.
- Implementation of energy programs for Staples to win consecutive EPA Energy STAR Partner Of The Year Awards and Platt's Global Energy Award.
- Recognized as the Preferred Energy Partner of the American Hotel Lodging Association and Amerinet Healthcare.
- Manage the daily business operations of Company, with consistent profitability and no dept since inception.

Retx, Inc.

Atlanta, GA

Market provider of fully integrated Web-based transaction services for retail energy companies.

Vice President, Marketing

June 2000 to August 2001

Senior manager with responsibility for strategic direction, planning and marketing, reporting to the CEO. Duties included managing internal Marketing staff and external Public Relations, Regulatory, Creative Design and Web Development, Energy Consulting and Legal companies.

- Worked with Sales to close contracts with ISO New England, New York ISO and regional energy service providers. Developed 5 distinct service packages with supporting pricing alternatives to satisfy varied customer requirements.
- Initiated and implemented Retx Identity Program, involving rebranding of Company Sales and Marketing documents.
- Worked with Regulatory and Legal Counsel to develop and file 42 U.S. and International patents to protect intellectual property for retail software applications. 39 of the patents were granted.
- Developed Corporate Business Plan and Sales/Marketing Plan. Assisted with Company Prospectus and presented to prospective investment partners.

WattWorks Group

Houston, TX

Energy services and consulting firm specializing in business solutions for utility, hospitality and technology concerns.

Principal

December 1998 to June 2000

- Responsible for generating and closing sales leads.
- Negotiated exclusive rights to provide energy management services for 12 hospitality companies, collectively representing 250 locations, generating sales of \$2.5M.
- Consulted with first Internet utility company to direct new retail product launch, introducing services marketed that included dial-up Internet, DSL, long distance and appliance service plans. Customer base increased from 12k to 52k.
- Worked with client to establish Sales and Marketing programs promoting electronic business transaction services in newly competitive electricity markets.

ATTACHMENT E
Team Resumes

Enron Energy Services

Houston, TX

Leading provider of wholesale and retail energy, broadband and risk management products.

Director, Market Development

December 1996 to December 1998

Mid-level executive directing Business Development and Channel Management in various Commercial markets.

- Negotiated and finalized strategic joint venture with *Motorola, Lucent, Scientific Atlanta* and *SkyTel* to drive sales and channel management.
- Created EES Business Services Plan, which articulated how products would be differentiated, positioned, promoted, distributed, priced, supported and serviced in the commercial sector.

American Innovations, Ltd.

Austin, TX

Small technology company that pioneered a microprocessor-based solution for automated electricity metering, and built the only retrofit power-line carrier metering device for Echelon LonWorks networks.

Director of Marketing

May 1995 to December 1996

Reporting to President, responsible for design, execution and management of all Marketing and Business Development programs.

- Recruited by new ownership to grow company. Firm experienced record sales during 18 month tenure, increasing revenues +250% and workforce from 12 to 45 employees. Worked with Sales to close largest utility account in Company history, quadrupling the size of the previous account.
- Developed the most comprehensive economic modeling program in the industry, according to *Electrical World* magazine. Model incorporated cost justification methodologies for utility executives to utilize when evaluating products. Sales force referred to the model as their most valuable tool for closing accounts.

Entergy Corporation

November 1989 to May 1995

Fortune 200 company is a global energy company with power production, distribution operations, and related diversified services. Operates as the tenth largest revenue electric and gas utility in North America, with revenues of \$9.6 billion.

Manager, Product Development

Little Rock, AR

June 1991 to May 1995

Responsible for program management over four state region. Overall accountability for project planning, scheduling, budgeting, supervision of cross-functional teams and management of contractors.

- Directed the system-wide implementation of the Distribution Information System, Agent Information System and Automatic Meter Reading programs, which encompassed 2.6 million customers.
- Member of Entergy -Gulf States Utilities Merger team, formed to assess and capitalize on functional economies of scale and technology/skills transfer between the two entities. Post-merger activity involved integrating Product Development programs and systems.

Marketing Research Analyst

New Orleans, LA

November 1989 to June 1991

Assisted Marketing, Economic Development and Sales with research, modeling and analytical studies.

- Designed and conducted qualitative and quantitative marketing research studies in support of large industrial electric customers. Feedback illustrated need to assign utility representatives on-site at customers' operational facilities. Customer service index scores for the industrial sector increased 22% after changes were instituted.

Education

Mississippi State University
Starkville, MS

MBA - Marketing Concentration
December 1988

George Plattenburg, P.E.

George Plattenburg brings to this program more than 25 years of Experience with an exemplary track record in Energy Efficiency and Sustainability. Strategic thinker and business leader, has had full P&L responsibility for business units owned by publicly traded firms, private equity firms, and venture capital investors. Senior level Sales and Marketing executive, accustomed to being responsible for all elements of customer and partner facing strategy.

Experience

Burton Energy Group—Alpharetta, GA

Sr. Vice President, Sales & Marketing May 2012—Present Responsible for leading the company's efforts in sales and marketing as it continues to grow dramatically. Burton provides energy efficiency and sustainability services for many of the world's finest global and national retail organizations. Our clients typically see measurable recurring savings of 5+ times our fees for service, and consider us a strategic partner helping them to improve operating efficiency and reduce costs. We are one of the leading independent energy efficiency and sustainability advisory service providers in North America.

Servidyne—Marietta, GA

Sr. Vice President, Sales & Marketing April 2008—May 2012 Oversaw all aspects of Servidyne's sales and marketing efforts from strategy to execution. Responsible and accountable for the company's top line growth. Servidyne serves energy consumers in the commercial real estate, manufacturing & distribution, retail, and hospitality markets; utilities; and the investment community which owns large real estate portfolios. During my tenure the company's top line revenue grew by > 250% which led to unprecedented profitability at the operating level. Departed after company was sold to SCIEnergy

Continental Broadband—Atlanta, GA

Vice President, Integration & Marketing 2003—April 2008 Member of executive team which purchased, integrated, and operated data center and managed services companies in select markets across the United States. Responsible for development and coordination of sales and marketing efforts across various operating units. Lead acquisition target research, participated in due diligence, and helped to "on board" new units and teams. Came from parent Landmark Communications, where I was Vice President of Operations for New Ventures, the company's private venturing arm.

Prenova—Atlanta, GA

Vice President, Operations 2001—2003

Full P&L responsibility for national energy services firm serving the retail, manufacturing, and commercial real estate markets. Oversaw all account relationships and all service delivery areas, including energy supply management (electricity and natural gas), risk management, demand side consulting, and a NOC (national operations center). Company is now part of Ecova.

DukeSolutions—Charlotte, NC

Vice President, Strategic Accounts 1997—2001

Started Strategic Accounts business unit and had P&L responsibility for Duke Energy's retail services entity. Strategic Accounts was the company's second largest business unit. Oversaw sales and strategy to strategic national accounts where we bundled the company's diverse line of energy services to large commercial and industrial end users. Services included supply management, asset monetization, bill and information management, and performance contracting. Company is now part of Ameresco.

Indianapolis Power & Light Company—Indianapolis, IN

ATTACHMENT E
Team Resumes

Director, Demand Side Management Implementation 1990—1997 Responsible for achieving utility's goals for demand and energy reduction with 11 incentive and rebate programs offered to commercial, industrial, and residential customers. Programs focused primarily on existing buildings but also covered new construction. Later served as Director of Business Development for Mid-America Energy Resources (unregulated subsidiary), which owned and operated district heating and cooling plants and offered energy consulting services. Company is now part of AES.

Education & Credentials

BSME—Duke University; Durham, NC 1981

MBA—Washington University; St. Louis, MO 1988

Mark Breuker, P.E.

Mark Breuker is a senior business leader with the ability to develop and lead a team to deliver customer-focused energy management solutions. Demonstrated expertise in developing, selling, and delivering energy management solutions for retail, commercial, and industrial customers. Successful in management of cross-functional teams, building strong client relationships, product development, and expanding revenue through upselling of new solutions to an existing client base.

Experience

Burton Energy Group, Alpharetta, GA 2008-Present

Managing Partner

Leading the growth of Burton Energy Group in the areas of client management and energy efficiency management for national customers including Staples, Walgreens, Amazon, and McDonald's. Providing support for energy kaizen programs, retro-commissioning, energy audits and project management, and overall energy demand program strategies.

Advantage IQ, Alpharetta, GA 2008

Director, Client Solutions

Leading the structuring and sale of fully bundled energy/sustainability and telecom solutions to Advantage IQ clients and prospects. Responsibilities include assisting the marketing group with proposal and sales/marketing materials development, providing support to the sales team on complex cross-product solutions, and being a key point of coordination between product development, client relations, professional services, legal, and the sales team to grow revenue of the business by \$30 million in three years.

Advantage IQ, Alpharetta, GA 2006 - 2008

Director, Energy Consulting

Provided strategic leadership to facilitate the rapid growth of the Advantage IQ energy consulting business as an extension of the core utility bill management business, doubling revenue in each of the first two years after arriving to over \$3.8 million/yr currently. Primary responsibilities included top-line revenue growth for the consulting business, sales strategy and support, recruiting, management and training of energy management staff. Playing key role in the development of strategies for sustainability solutions, delivery of energy efficiency through strategic partnerships, and regular customer communication and marketing efforts.

Prenova Inc, Marietta, GA 2005-2006

Director – Business Development

Senior Executive tasked with leading the company effort to expand revenue across the existing client base by developing and upselling new solutions while continuing full responsibilities of managing existing customers as Account Executive.

Account Executive 2002-2005

Senior Executive tasked with strategic management of Prenova's largest accounts in the industrial, commercial, and retail sectors. Leading the delivery of solutions from energy teams in a matrix environment. Achieved upsell revenue of over \$2 million in 2003 and 2004.

Service Resources, Inc (later became Prenova Inc.). Marietta, GA

Director – National Energy Accounts 2000-2002

Team leader initially responsible for managing the national team of account managers as well as a client-focused cross-functional team focused on the delivery of energy services to existing clients. Supported sales and product development efforts.

Senior Account Manager 1999-2000

ATTACHMENT E
Team Resumes

Managed the customer relationship and the delivery of energy supply-side and demand-side solutions to large national accounts. Company leader in the identification and application of real-time price-responsive load management strategies.

DukeSolutions, Indianapolis, IN 1998-1999

Senior Project Engineer

Worked with commercial and industrial clients to identify and apply efficiency improvement technologies such as the targeted application of on-site generation, lighting and lighting controls, waste heat recovery, and improved process control.

Carrier Corporation, Indianapolis, IN 1997-1998

Senior Engineer

Tested residential air conditioners to improve energy efficiency and reduce compressor failures. Published and directed research in smart building technology through involvement with professional trade organizations (ASHRAE).

Ray W. Herrick Laboratories, Purdue University, West Lafayette, IN 1995-1997

Research Assistant

Developed and testing automated methods to detect and diagnose problems that reduce the efficiency and reliability of air conditioning equipment.

Conoco Inc., Farmington, New Mexico 1992-1995

Project Engineer

Completed rigorous Management Development Program in the natural gas and gas products division (50% failure rate) to provide a broad knowledge of energy industry fundamentals. Engineered and lead the construction of a \$2 million natural gas liquid pipeline and pump station.

Education & Credentials

Purdue University

M.S. in Mechanical Engineering, 1998

Special focus on energy utilization

University of Michigan

B.S. in Mechanical Engineering, 1992

Certified Energy Manager

LEED Accredited Professional

Registered Professional Engineer

Additional expertise from team members include:

Kristen Murphy

Vice President of Energy Supply & Risk Management

Kristen has more than 10 years of industry experience, and serves as the leader of Burton's supply procurement and risk management team. Our clients look to Kristen to continue Burton's track record of providing superior energy supply and risk management services that generate significant returns on reasonable investments. Kristen manages risk positions and designs hedge strategies for our clients. She is responsible for evaluating and executing electricity and natural gas trades, and also leads our regulated market services include regulatory reporting and rate negotiation assistance.

Prior to joining Burton, Kristen served as Manager of Energy Procurement for Prenova in Atlanta, where she supervised energy buying activities and optimized costs for clients. Previously, she led external affairs at Newsouth Energy LLC in Atlanta. Kristen began her career in government affairs, serving as Deputy Director of the Political Action Committee for Koch Industries in Washington, D.C., and as State and Federal Government Affairs Associate and PAC Administrator for Mirant in Atlanta.

Kristen earned a BS in Economics from Arizona State University.

Jennifer Kessling

Senior Energy Analyst

Jen brings 5 years of experience in the U.S. energy markets to Burton's team, working primarily on energy forecasts, rate design and cost studies. Her principal responsibility at Burton is reviewing clients' electric and natural gas portfolios for third-party supply opportunities in deregulated markets across the United States. Along with recommending contracting opportunities, she presents short and long term hedging strategies based upon individual clients' risks tolerance and primary objectives in regards to energy spend. Prior to joining Burton in 2011, Jen worked as an Engineer for GDS Associates, Inc., a leading utility consulting firm. She played an integral role in developing long and short term energy forecasts for numerous electric utilities and analyzing various rate structures to develop cost-effective rate designs.

Jen obtained her Bachelor of Science in Industrial and Systems Engineering from Georgia Institute of Technology.

Colin Greer

Energy Analyst

Colin has more than 3 years of experience in energy, working on site-level bill audits, energy reporting, budgeting, rate analysis and utility rebates. At Burton, Colin generates monthly client reports, facilitates sales tax credits and exemptions on utility bills, identifies utility rebate opportunities, and assists in electricity procurement and energy cost budgeting. Before joining Burton in 2011, Colin worked for Utilities Analyses, Inc., an energy management consulting firm, where he generated reports highlighting potential savings opportunities and conducted electric rate analysis for selected facilities.

Colin received his Bachelor of Science in Spanish – International Business from Auburn University.

Experience, Plan, Structure

Burton Energy Group has been working with multi-site customers since 2001 to manage risk and lower energy costs. Burton provides clients with core services essential to an integrated energy management strategy including: strategic assessment and planning, utility information management, supply and risk management, energy and water conservation, annual utility budget guidance and sustainability initiatives. Burton is led by partners who are leaders in the energy management and sustainability field and able to deliver all aspects of an energy management solution, with experience in electric utilities, natural gas, energy consulting, energy engineering and risk management. The customers Burton currently works with span across the hospitality, retail, quick-serve and full-serve restaurant, healthcare, banking, and multi-family industries. The majority of customers are within the hospitality sector with locations in the CAISO, ERCOT, PJM, MISO, New England and New York territories.

ATTACHMENT E
Team Resumes

Burton currently employs 21 full-time employees, who are divided amongst three departments including: energy supply and risk management, utility management, and demand-side and conservation programs. In addition to offering demand/conservation services to customers within the Commonwealth, Burton Energy Group plans to act as a Broker of natural gas services to help customers achieve competitive prices and manage to their budgets.

- 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: BURTON ENERGY GROUP INC
By: M. B. [Signature]
Title: MANAGING PARTNER

AFFIDAVIT

[Commonwealth/State] of Georgia :

: ss.

County of Fulton :

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

[He/she is the President (Office of Affiant) of Burton Energy Group, Inc. (Name of Applicant);]

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

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

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

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

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

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

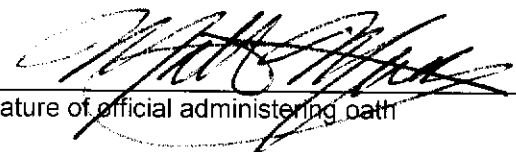
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections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



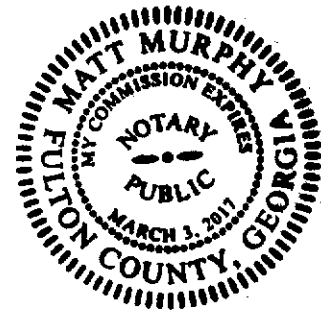
Signature of Affiant

Sworn and subscribed before me this 13 day of June, 2014.



Signature of official administering oath

My commission expires 3/3/17



AFFIDAVIT

[Commonwealth/State] of Georgia :

ss.

County of Fulton :

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

[He/she is the President (Office of Affiant) of Burton Energy Group, Inc. (Name of Applicant);]

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

That Burton Energy Group, Inc., the Applicant herein certifies that it has caused the notice of the filing of its license application to be published in the following newspapers:

The Patriot News (4/22/14), Pittsburgh Post-Gazette (4/22/14), The Tribune-Democrat (4/21/14), The Erie-Times News (4/21/14), The Scranton Times (4/18/14), Sun-Gazette (4/24/14) and The Philadelphia Daily News (4/21/14)

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

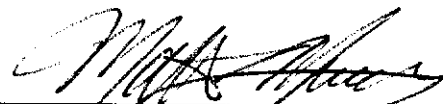
That Burton Energy Group, Inc., the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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

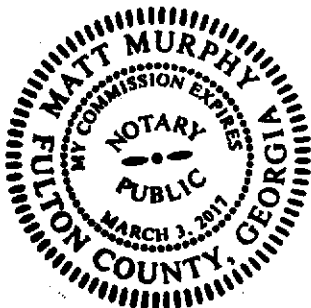


Signature of Affiant

Sworn and subscribed before me this 13 day of June, 2014.



Signature of official administering oath



My commission expires 3-3-17

APPENDIX A

COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME Burton Energy Group, Inc.	2. BUSINESS PHONE NO. (866) 975-8777 CONTACT PERSON(S) FOR TAX ACCOUNTS: Miles Thorman, CPA 3473 Lawrenceville-Suwanee Rd. Ste A Suwanee, GA 30024 (770) 813-0900
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3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS	(STREET, RURAL ROUTE, P.O. BOX NO.)	(POST OFFICE)	STATE)	(ZIP)
Burton Energy Group, Inc.	3650 Mansell Road, Suite 350	Alpharetta	GA	30022

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
Brent Burton	_____ - _____ - _____
Mark Breuker	_____ - _____ - _____
George Plattenburg	_____ - _____ - _____
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED).

A. SALES TAX LICENSE (8 DIGITS) _____ - _____ - _____ APPLICATION PENDING <input type="checkbox"/> N/A <input checked="" type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) 4 0 4 3 9 6 3 APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS) 9 0 0 0 3 6 9 1 2 APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/>	

10. Do you have PA employees either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

Miles Thorman, CPA (770) 813-0900	Miles Thorman	Miles Thorman
PA SALES AND USE TAX	EMPLOYER TAXES	CORPORATE TAXES
770-813-0900	770-813-0900	713-813-0900
PHONE	PHONE	PHONE

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

Appendix B

Sample Disclosure Statement Format for Natural Gas Suppliers

Burton Energy Group, Inc is applying to be a Broker engaged in the business of supplying natural gas services to the public in the Commonwealth of Pennsylvania. We will not be taking title of natural gas or directly serving end use customers. Therefore, we do not have an agreement with specific rates and service periods.

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
EXAMPLE FORM OF NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Application of **Company Name** (d/b/a "**Trade Name**") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. **A-125XXX**.*

On **Month Date, Year, Company Name** filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. **Company Name** 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 **Company Name** 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 **Company's Name** attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is

A-125XXX.

By and through Counsel: Attorney's Name

Company Name

Address

Address

Phone

FAX

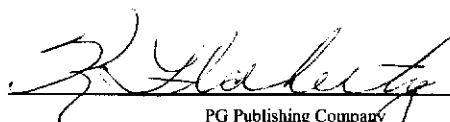
Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

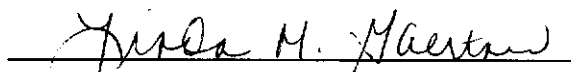
Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the _____ regular _____ editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

22 of April, 2014

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.


PG Publishing Company

Sworn to and subscribed before me this day of:
April 22, 2014



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2015
MEMBER PENNSYLVANIA ASSOCIATION OF NOTARIES

STATEMENT OF ADVERTISING COSTS

Burton Energy Group
Attn: Colin Greer
3650 Mansell Road
Suite 350
Alpharetta GA 30022

To PG Publishing Company

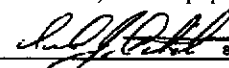
Total ----- \$397.50

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By  Samuel J. Arbutine

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Burton Energy Group For Approval To Offer, Render, Furnish Or Supply Natural Gas Or Natural Gas Generation Services As A Marketer/ Broker Engaged In The Business Of Supplying Natural Gas To The Public In The Commonwealth Of Pennsylvania

Burton Energy Group will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply natural gas or natural gas generation services as a broker/marketer engaged in the business of supplying natural gas. Burton Energy Group proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the Natural Gas Competition Law (House Bill No. 1331).

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group 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 Burton Energy Group's attorney at the address listed below.

By and through Counsel: Rob Joseph, Hill, Kertscher & Wharton, LLP, 3350 Riverwood Parkway, Suite 800, Atlanta, Georgia 30339; (770) 953-0995, (770) 953-1358

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

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publish
 that th
 of The
 in the
 of said publication are true.

By and through Counsel: Rob Joseph
Hill, Kertscher & Wharton, LLP
 3350 Riverwood Parkway, Suite 800
 Atlanta, Georgia 30339
 (770) 953-0995
 (770) 953-1358

County of Cambria, and Commonwealth of Pennsylvania and
 one matter published in said publication in the regular issues
 PA, on April 18, 2014; and that the Affiant is not interested
 and that all of the allegations as to time, place and character

Maryanne Rizzo

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this
 21st day of April, 2014.

Vivian Ohs

0.00 Lines @	\$2.50 per line	0.00
6 Inches @	\$25.00 per inch	150.00
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		157.50

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Vivian Ohs, Notary Public
 City of Johnstown, Cambria County
 My Commission Expires Dec. 6, 2016
 MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

To The Tribune-Democrat, Johnstown, PA
 For publishing the notice or publication
 attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

_____ for publisher of _____
 a newspaper of general circulation, hereby acknowledges receipt of the aforesaid
 and publication costs and certifies that the same has been duly paid.

 (Name of Newspaper)

By _____

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Burton Energy Group
3650 Mansell Road Suite 350
Alpharetta GA 30022

REFERENCE: 79385 63925
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Debra McGraw, being duly sworn, deposes and says that: (1) he/she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, a true and correct copy of which is attached, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 04/19/14

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 04/19/14

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
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By and through Counsel: Rob Joseph Hill, Kertscher & Wharton, LLP
3350 Riverwood Parkway, Suite 800
Atlanta, Georgia 30339
(770) 953-0995
(770) 953-1358

Sworn to and subscribed before me this 21 day of April 2014

Affiant: Debra McGraw

NOTARY: Laurene A. Daugherty

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Laurene A. Daugherty, Notary Public
City of Erie, Erie County
My Commission Expires Nov. 5, 2017
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)
Commonwealth of Pennsylvania, County of Lackawanna

BURTON ENERGY GROUP
COLIN GREER
3650 MANSELL RD STE 350 ALPHARETTA GA 30022

Account # 595050
Order # 81496181
Ad Price: 206.20

LEGAL NOTICE PENNSYLVANIA

Gina Krushinski

Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

04/18/2014

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me
this 18th day of April A.D., 2014

Sharon Venturi
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

LEGAL NOTICE
PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Application of Burton Energy Group
For Approval To Offer, Render, Furnish
Or Supply Natural Gas Or Natural Gas
Generation Services As A Marketer/
Broker Engaged In The Business Of
Supplying Natural Gas to The Public in
the Commonwealth of Pennsylvania.

Burton Energy Group will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply natural gas or natural gas generation services as a broker/ marketer engaged in the business of supplying natural gas. Burton Energy Group proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the Natural Gas Competition Law (House Bill No. 1331).

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of

Burton Energy Group may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3266, Harrisburg, PA 17105-3266. You should send copies of any protest to Burton Energy Group's attorney at the address listed below:

By and through Counsel: Rob Joseph
Hill, Kertcher & Wharton, LLP
2360 Riverwood Parkway,
Suite 300
Atlanta, Georgia 30338
(770) 963-0666
(770) 963-1968

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Florence Devlin being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

April 21, 2014

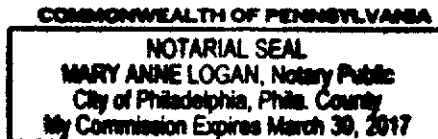
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



Sworn to and subscribed before me this 21st day of
April, 2014.


Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Burton Energy Group** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3266, Harrisburg, PA 17105-3266. You should send copies of any protest to **Burton Energy Group's** attorney at the address listed below.
By and through Counsel: **Rob Joseph**
325 Northpark & Wharton, LLP
2000 Riverwood Parkway, Suite 300
Atlanta, Georgia 30328
(770) 486-2266 (770) 486-1222

PROOF OF PUBLICATION OF NOTICE IN THE WILLIAMSPORT SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

Bernard A. Oravec Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport Sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

April 19, 2014

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice of publication. Conditions in the foregoing statement as to time, place and character of publication are true.

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Burton Energy Group 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 Burton Energy Group's attorney at the address listed below.

Bernard A. Oravec

SUN-GAZETTE COMPANY
Sworn to and subscribed before me
the *24th* day of *April* 2014
Cathy A. Billey
Notary Public

CATHY A. BILLEY, Notary Public
City of Williamsport, Lycoming County
My Commission Expires May 15, 2015

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates..... \$ *245.68*
Probated same..... \$
Total..... \$ *245.68*

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

hereby acknowledges receipt of the aforesaid advertising and publication costs been fully paid.

THE SUN-GAZETTE and certifies that By and through Counsel:
Rob Joseph Hill, Kertacher & Wharton, LLC
3350 Riverwood Parkway, Suite 800
Atlanta, Georgia 30339
(770) 953-0005
(770) 953-1358

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

The Patriot-News Co.
2020 Technology Pkwy
Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213

The Patriot-News
Now you know

BURTON ENERGY GROUP
3650 MANSELL ROAD, SUITE 350
ATTN: COLIN GREER

ALPHARETTA GA 30022

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

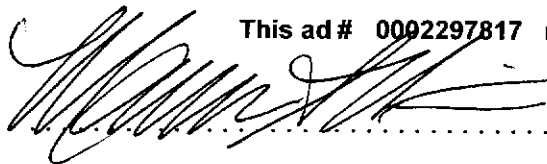
Marianne Miller, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

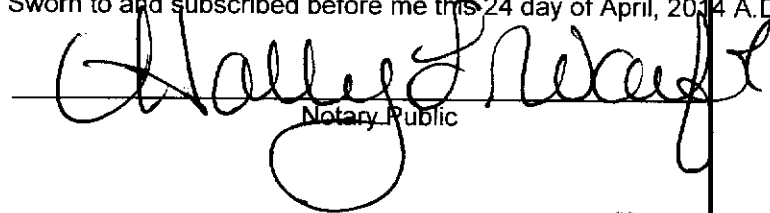
PUBLICATION COPY

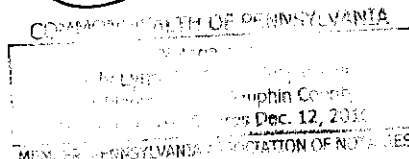


This ad # 0002297817 ran on the dates shown below:

April 22, 2014

Sworn to and subscribed before me this 24 day of April, 2014 A.D.


Notary Public



PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Burton Energy Group For Approval To Offer, Render, Furnish Or Supply Natural Gas Or Natural Gas Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas To The Public In The Commonwealth Of Pennsylvania.
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By and through Counsel: Rob Joseph Hill, Kartecher & Wharton, LLP
3350 Riverwood Parkway, Suite 900
Atlanta, Georgia 30337
(770) 953-6995
(770) 953-1358

AFFIDAVIT

[Commonwealth/State] of Georgia :

SS.

County of Fulton :

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

[He/she is the President (Office of Affiant) of Burton Energy Group, Inc. (Name of Applicant);]

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

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

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

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

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

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



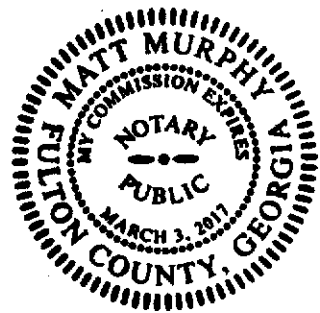
Signature of Affiant

Sworn and subscribed before me this 13 day of June, 2014.



Signature of official administering oath

My commission expires 3-5-17



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 buy 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.