



March 4, 2014

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

Dear Secretary,

Please find attached the PUC filing for Marathon Power LLC. Please note that the financial statements submitted in response to Section 7 – Financial Fitness and certain answers in Section 8 – Technical Fitness are to be treated as Confidential and not to be made available to the public. These items have been clearly stamped CONFIDENTIAL and have been submitted under seal.

Please let me know any questions.

We are looking forward to completing the process and commencing operations in Pennsylvania.

Best Regards,

Jeff Grygier

CFO

Marathon Energy Corp.

Main: 718.564.2211

Cell: 201.757.2964

Jeff@mecny.com

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JUN 03 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Marathon Power LLC, d/b/a _____, for approval to offer, render, furnish, or supply electricity or electric generation services as a supplier, aggregator, and broker/marketer to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:

Marathon Power LLC	www.mecny.com
868 39 th Street	718-435-2200
Brooklyn, NY 11232	888-779-7255

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

InCorp Services, Inc.
7208 Red Top Road
Hummelstown, PA 17036

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Jeff Grygier, CFO	T. 718-564-2211
868 39 th Street	F. 718-435-3096
Brooklyn, NY 11232	E. jeff@mecny.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

No attorney.

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, FAX number, and e-mail 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 the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSSs.

Penny Guida, Director of Operations	T. 718-564-2210
868 39 th Street	F. 718-435-3096
Brooklyn, NY 11232	E. penny@mecny.com

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2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

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

Provide a copy of the Applicant's filing with Pennsylvania'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.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**
(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

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.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * 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

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X The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- 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 (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. New York
- Give name and address of officers.
Jerry Drenis, President
Jeff Grygier, CFO
Address for both:
868 39th Street
Brooklyn, NY 11232

3. AFFILIATES AND PREDECESSORS

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

Marathon Energy Corp.
Marathon Mechanical LLC

Neither are applying to do business in Pennsylvania

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

None.

4. OPERATIONS

a. **APPLICANT'S PRESENT OPERATIONS:** *(select and complete the appropriate statement)*

- The Applicant is presently doing business in Pennsylvania as a
- municipal electric corporation
 - electric cooperative
 - local gas distribution company
 - provider of electric generation, transmission or distribution services
 - Other; Identify the nature of service being rendered.

or

- The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a *(may check multiple)*:

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services
- Electric Cooperative and supplier of electric power
- Other (Describe):

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

c. **PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

Company proposes to offer competitive electricity supply to commercial, industrial, & residential customers under a plethora of pricing plans including variable, fixed, indexed, and capped options.

Company may offer the above services as a supplier, aggregator, or broker/marketer.

d. **PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.

PPL, PECO

e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Large Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- X All of above
- Other (Describe):

f. **PROPOSED MARKETING METHOD** (*check all that apply*)

- X Internal – Applicant will use its own internal resources/employees for marketing
- X External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- X External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

g. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- X No

If yes, will the Applicant be using a Third Party Verification procedure?

- Yes
- No

If yes, describe the Applicant's Third Party Verification procedures.

- h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.

August 1, 2014 or as soon as licensed.

5. COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

None.

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

Not applicable.

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. If the Applicant has no actions or complaints to list, explicitly state such.

None.

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Not applicable.

6. PROOF OF SERVICE

(Example Certificate of Service is attached at Appendix C)

- a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

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

Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

- b.) **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. 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. Contact information for each EDC is as follows.

Allegheny Power:
Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

PECO:
Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Duquesne Light:
Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

PPL:
Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Met-Ed, Penelec, and Penn Power:
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI:
UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company:
Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Pike County Light & Power Company:
Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company:
Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

7. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

X Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.

Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must 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:

APPLICANT HAS SUBMITTED CONFIDENTIALLY UNDER SEAL

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- 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, evidence of Moody's, S&P, or Fitch ratings, and/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 exhibiting accounts over a minimum two year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

c. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records. Marathon Power LLC, 868 39th Street, Brooklyn, NY 11232

d. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

APPLICANT HAS SUBMITTED CONFIDENTIALLY UNDER SEAL

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

b.) **OFFICERS:** Identify Applicant's chief officers including names and their professional resumes.

APPLICANT HAS SUBMITTED CONFIDENTIALLY UNDER SEAL

c.) **FERC FILING:** Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- X Received approval from FERC to be a Power Marketer at Docket or Case Number ER11-4357-000.
- Not applicable

9. DISCLOSURE STATEMENT:

Disclosure Statements: If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.

- Electricity 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.

Not applicable for an applicant applying for a license exclusively as a broker/marketer.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

(Select only one of the following)

- AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- X AGREED - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

b. **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. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43.

X AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

X AGREED

d. **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 2809(D). Transferee will be required to file the appropriate licensing application.

X AGREED

e. **ASSESSMENT:** The Commission does not presently assess Electric Generation Suppliers for the purposes of recovery of regulatory expenses; see *PPL Energyplus, LLC v. Commonwealth*, 800 A.2d 360 (Pa. Cmwlth. 2002).

X ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

X AGREED

- g. **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.

X AGREED

- h. **NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

X AGREED

- i. **CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

X AGREED

- j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at appendix J.

X AGREED

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

X PAYMENT ENCLOSED

11. AFFIDAVITS

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

12. NEWSPAPER PUBLICATIONS

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	<u>Duquesne</u>	<u>Met Ed</u>	<u>PECO</u>	<u>Penelec</u>	<u>Penn Power</u>	<u>PPL</u>	<u>UGI</u>	<u>West Penn</u>	<u>Entire Commonwealth</u>
Philadelphia Daily News		X	X			X			X
Harrisburg Patriot-News		X		X		X		X	X
Scranton Times Tribune		X		X		X	X		X
Williamsport Sun Gazette				X		X		X	X
Johnstown Tribune Democrat				X				X	X
Erie Times-News				X	X				X
Pittsburgh Post-Gazette	X				X			X	X

(Example Publication is provided at Appendix H)

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13. SIGNATURE

JUN 03 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Applicant: Marathon Power LLC
 By: Jeff Krygier
 Title: CFO

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of New York :

: ss.

County of Kings :

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

[He/she is the CFO (Office of Affiant) of Marathon Power LLC (Name of Applicant);]

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

That the Applicant herein Marathon Power LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

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

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

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

[Signature]
Signature of Affiant

Sworn and subscribed before me this 4th day of March, 2014.

[Signature]
Signature of official administering oath

My commission expires _____.

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JUN - 3 2014

CHRISOULA VLACHOU DRENIS
Notary Public, State of New York
No. 01VLE130085
Qualified in Kings County
Commission Expires July 05, 2017

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OPERATIONS AFFIDAVIT

JUN - 3 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of New York :

: ss.

County of Kings :

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

[He/she is the CFO (Office of Affiant) of Marathon Power LLC
(Name of Applicant);]

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

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

That Marathon Power LLC the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric 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 Marathon Power LLC, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, 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 Gross Receipts and power 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).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), 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.

Appendix B (Continued)

That Marathon Power LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) 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 Bureau of Public Liaison 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 4th day of March, 2014.



Signature of official administering oath

My commission expires _____
CHRISTINA VLACHOU DRENIS
Notary Public, State of New York
No. 01VLE813005
Qualified in Kings County
Commission Expires July 05, 2017

CERTIFICATE OF SERVICE

On this day, March 3, 2014, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and a Natural Gas Supplier and all attachments have been served upon:

Office of Consumer Advocate

5th Floor, Forum Place

555 Walnut Street

Harrisburg, PA 17120

Office of the Attorney General

Bureau of Consumer Protection

Strawberry Square, 14th Floor

Harrisburg, PA 17120

Small Business Advocate

Commerce Bldg, Suite 1102

300 North 2nd Street

Harrisburg, PA 17101

Commonwealth of Pennsylvania

Department of Revenue

Bureau of Compliance

Harrisburg, PA 17128-0946

Manager Energy Acquisition

PECO Energy Co

2301 Market Street

Philadelphia, PA 19101-8699

PPL

Legal Department

Attn Paul Russell

2 North 9th Street

Allentown, PA 18108-1179



Jeff Grygier

CFO

Marathon Power LLC

**Sample Disclosure Statement Format
for Electric Generation Suppliers**

This is an agreement for electric generation service, between EGS name and customer's name and full address.

Background

- We at EGS's name are licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is A-XXXX-XXXXXXX.
- We set the generation prices and charges that you pay. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services.
- Include one of the two following options:
 - 1) You will receive a single bill from billing agent name that will contain distribution utility name charges and EGS's name charges.
 - 2) You will receive a separate bill from EGS Name for generation charges and a separate bill from distribution utility name for its charges.
- Right of Rescission - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Generation Charge - Charge for production of electricity.
- Transmission Charge - Charge for moving high voltage electricity from a generation facility to the distribution lines of an electric 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 EGS rate per kWh for electric generation service.
Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

(Note to EGS applicants: this statement should include transmission charges if applicable. Contact the electric distribution utility to determine if transmission charges are included in their price-to-compare.)

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

2. Length of Agreement

You will buy your electricity generation service for the above street address from EGS's name beginning date through date of expiration, if any.

Appendix G (Continued)

- 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/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 two advance written notices either in our bills or in separate mailings between 45 and 90 days before either the expiration date or the effective date of the changes. We will explain your options in these two advance notices.

8. 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.

9. Contact Information

Generation Supplier Name: _____

Address: _____

Phone Number: _____

Internet Address: _____

Electric Distribution Company Name: _____

Appendix G (Continued)

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)

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

Choice Hotline Number: 1-800-692-7380

Universal Service Program Name: _____

Phone Number: _____

Appendix H

EXAMPLE FORM OF NOTICE PUBLICATION

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of **Company Name** (d/b/a "**Trade Name**") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.*

Company Name will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. **Company Name** proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer 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.

By and through Counsel: Attorney's Name

Company Name

Address

Address

Phone

FAX

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

The Patriot-News
Now you know

RECEIVED

JUN - 3 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

MARATHON ENERGY CORPORATION
868 39TH STREET

BROOKLYN NY 11232

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 directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002292950 ran on the dates shown below:

March 11, 2014

Sworn to and subscribed before me this 17 day of March, 2014 A.D.

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Holly Lynn Warfel, Notary Public
Washington Twp., Dauphin County
My Commission Expires Dec. 12, 2016

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE
Application of Marathon Power LLC, for approval to offer, render, furnish or supply electricity or electric generation services as a generator and supplier of electric power, a marketer/broker, engaged in the business of supplying electricity; and an aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.
Marathon Power LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity; and (3) an aggregator engaged in the business of supplying electricity. Marathon Power LLC proposed to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Marathon Power LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, PO Box 3245, Harrisburg, PA 17105-3245. You should send copies of any protest to Marathon Power LLC at the address listed below.
Marathon Power LLC
Attn: General Counsel
868 39th Street
Brooklyn, NY 11232
T: 718.435.2200
F: 718.435.3096

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:

March 6, 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, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

LEGAL NOTICES

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Marathon Power LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a generator, and supplier of electric power, a marketer/broker, engaged in the business of supplying electricity, and an aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.
Marathon Power LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator, and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity.
Marathon Power LLC proposed to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

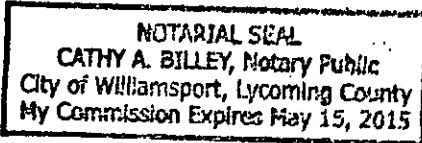
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Marathon Power LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, PO Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Marathon Power LLC at the address listed below:
Marathon Power LLC
Attn: General Counsel
868 39th Street
Brooklyn, NY 11232
T: 718.435.2200
F: 718.435.3096

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me
the 6th day of March 2014

Cathy A. Billey
Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached
hereto on the above state dates.....\$ 243.88
Probated same.....\$
Total.....\$ 243.88

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

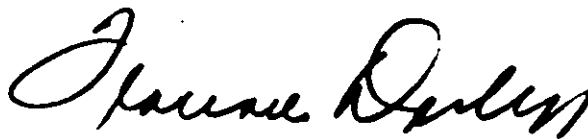
Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

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:

March 7, 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.

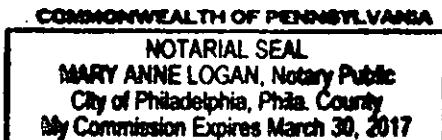


Sworn to and subscribed before me this 7th day of
March, 2014.



Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE
Application of Marathon Power LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a generator and supplier of electric power, a marketer/broker engaged in the business of supplying electricity, and an aggregator engaged in the business of supplying electricity, to the public in the Commonwealth of Pennsylvania.
Marathon Power LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity.
Marathon Power LLC proposed to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Marathon Power LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, PO Box 3266, Harrisburg, PA 17105-3266. You should send copies of any protest to Marathon Power LLC at the address listed below.
Marathon Power LLC
Attn: General Counsel
888 39th Street, Brooklyn, NY 11232
T. 718.435.2200 F. 718.435.3086

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

MARATHON ENERGY CORPORATION
JEFF GRYGIER
868 39TH STREET BROOKLYN NY 11232

Account # 593561
Order # 81465409
Ad Price: 233.95

LEGAL NOTICE PENNSYLVANIA

Gina Krushinski

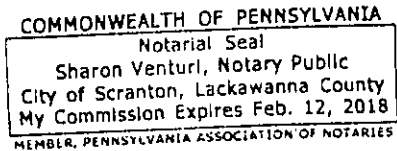
Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication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

03/06/2014 03/06/2014

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 6th day of March A.D., 2014

Sharon Venturi
(Notary Public)



LEGAL NOTICE
PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Marathon Power LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a generator and supplier of electric power, a marketer/broker engaged in the business of supplying electricity, and an aggregator engaged in the business of supplying electricity, to the public in the Commonwealth of Pennsylvania.

Marathon Power LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Marathon Power LLC proposed to sell electricity and related services throughout all of Pennsylvania under the provisions of the Electricity Generation Customer Choice and Competition Act.

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

Marathon Power LLC
Attn: General Counsel
868 39th Street
Brooklyn, NY 11232
T. 718.435.2200
F. 718.435.3096

Appendix I

Electronic Data Interchange and Internet Requirements

Prior to doing business in an EDC service territory, the EGS must meet the Electronic Data Interchange (EDI) certification requirements of the EDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the EGS is encouraged to contact the EDC as early as possible after filing an application for a license with the Commission, since certification may require as many as four months to complete and customer service contract dates may not commence prior to certification. EDC requirements of new suppliers may be found on the respective EDC home web page. Pennsylvania's industry stakeholder group the Electronic Data Exchange Working Group (EDEWG) develops and maintains the EDI transactions and related business practices, which are found on the Pa. PUC website at http://www.puc.pa.gov/filing_resources/issues_laws_regulations/electronic_data_exchange.aspx. The EDEWG meets telephonically the first Thursday of each month at 2:00pm ET to discuss EDI change control requests and other issues.

To keep current with Pennsylvania EDI practices and policies, a newly licensed EGS is strongly encouraged to participate in the EDEWG by contacting the following:

PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Lee Yalcin	717-787-6723	lyalcin@pa.gov	None
PA PUC	Jeff McCracken	717-783-6163	jmccracken@pa.gov	None
PA EDEWG LDC Co-Chair	Sue Scheetz	610-774-3616	smscheetz@pplweb.com	Email
PA EDEWG ESP Co-Chair	Matthew Sigg	713-236-4311	Matt.Sigg@Constellation.com	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	Brandon.Siegel@itelometry.com	Email

PA EDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
Duquesne Light Co	Supplier Service Center	412-393-6282	DLC_SSC@duqlight.com	Email
FirstEnergy - Metropolitan Edison Co, Pennsylvania Electric, Penn Power, JCP&L, WPP & Potomac Edison	Supplier Support	330-761-4348	SupplierSupport@firstenergycorp.com	Email
PECO	Electric & Gas Choice Hotline	215-841-3700	egc@exeloncorp.com	Email
PPL Electric Utilities	Donna M. Hirst	610-774-6349	dmhirst@pplweb.com	None
	Susan Scheetz	610-774-3616	smscheetz@pplweb.com	Email
	Supplier Support	610-774-6396	PPLUtilitiesSupplier@pplweb.com	Email
	EDI Team	610-774-5757	EDIUtilAdm@pplweb.com	Email
UGI Utilities Inc.	EDI Technical Support	610-736-5471	edi@ugj.com	Email

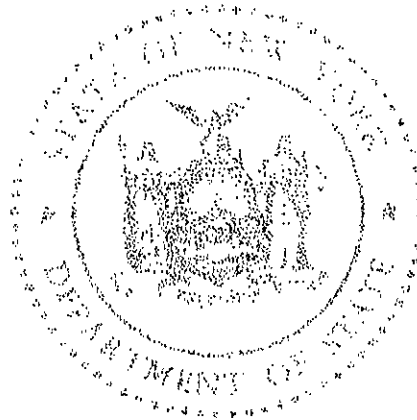
State of New York
Department of State } **ss:**

I hereby certify, that MARATHON POWER LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/24/2010, and that the Limited Liability Company is existing so far as shown by the records of the Department.

RECEIVED

JUN - 3 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 05th day of May two
thousand and eleven.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular outline.

First Deputy Secretary of State

FILING RECEIPT

ENTITY NAME: MARATHON POWER LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: KING

FILED:12/24/2010 DURATION:***** CASH#:101224000358 FILM #:101224000318

FILER:

EXIST DATE

THEODORE PAVLOUNIS ESQ
172 GRAVESEND NECK ROAD

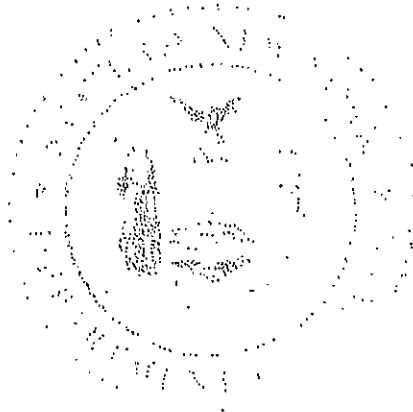
12/24/2010

BROOKLYN, NY 11223

ADDRESS FOR PROCESS:

THE LLC
868 39TH STREET
BROOKLYN, NY 11232

REGISTERED AGENT:



SERVICE COMPANY: GERALD WEINBERG, P.C. - 13

SERVICE CODE: 13 *

FEEs	225.00

FILING	200.00
TAX	0.00
CERT	0.00
COPIES	0.00
HANDLING	25.00

PAYMENTS	225.00

CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	225.00
OPAL	0.00
REFUND	0.00

**ARTICLES OF ORGANIZATION
OF
MARATHON POWER LLC**

Filed by:

Theodore Pavlounis, Esq.
172 Gravesend Neck Road
Brooklyn, New York 11223

ARTICLES OF ORGANIZATION
OF
MARATHON POWER LLC

Under Section 203 of the Limited Liability Company Law.

FIRST: The name of the limited liability company is **MARATHON POWER LLC**.

SECOND: The county within the state in which the office of the limited liability company is to be located is Kings.

THIRD: The Company does not have a specific date of dissolution in addition to the events of dissolution set forth by law.

FOURTH: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

868 39th Street
Brooklyn, New York 11232

FIFTH: The effective date of the Articles of Organization shall be the date of filing with the Secretary of State.

SIXTH: The limited liability company is to be managed by 1 or more members.

IN WITNESS WHEREOF, this certificate has been subscribed to this 23rd day of December, 2010 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Lawrence A. Kirsch

Lawrence A. Kirsch, Organizer

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

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

Name Marathon Power LLC		
Address 838 39th Street		
City Brooklyn	State NY	Zip Code 11232

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

RECEIVED

JUN - 3 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Fee: \$250

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

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

Marathon Power LLC

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

Marathon Power LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: NY Date of Formation: 12/24/2010

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

(a) Number and street	City	State	Zip	County
7208 Red Top Road	Hummelstown	PA	17036	Dauphin

(b) Name of Commercial Registered Office Provider	County
In Corp Services	

5. Check and complete one of the following:

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

868 39th Street	Brooklyn	NY	11232
Number and street	City	State	Zip

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

Number and street	City	State	Zip
-------------------	------	-------	-----

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

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

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

Name	Business Address

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

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

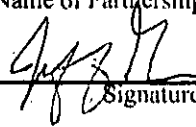
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

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

4th day of March 2014 .

Marathon Power LLC

Name of Partnership/Company



Signature

CFO

Title

Docketing Statement DSCB:15-134A (Rev 2012)
 Departments of State and Revenue

One (1) required

BUREAU USE ONLY:
 Dept. of State Entity # _____
 Dept. of Rev. Box # _____
 Filing Period _____ Date 3 4 5 _____
 SIC/NAICS _____ Report Code _____

Check proper box:

Pennsylvania Entities

business stock
 business non-stock
 professional
 nonprofit stock
 nonprofit non-stock
 statutory close
 management
 cooperative
 insurance
 benefit
 limited liability company
 restricted professional
 limited liability company
 business trust

Foreign Entities

State/Country NY / USA Date 12/24/10

business
 benefit
 nonprofit
 limited liability company
 restricted professional
 limited liability company
 business trust

Other

domestication
 division
 consolidation

1. Entity Name:
Marathon Power LLC

2. Individual name and mailing address responsible for initial tax reports:

Jeff Grygier	868 39th Street,	Brooklyn,	NY	11232
Name	Number and street	City	State	Zip

3. Description of business activity:
Electricity supply sales

4. Specified effective date, if any:
04/01/2010
 month/day/year hour, if any

5. EIN (Employer Identification Number), if any:
27-4929330

6. Fiscal Year End:
December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):

PA Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.state.pa.us/corps

401 North Street | 10-14 days
Room 206
Hburg 17120

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$250 made payable to the Commonwealth of Pennsylvania. Checks must contain a commercially pre-printed name and address.
- B. A foreign limited liability company/limited liability partnership/limited partnership may adopt a name to register and do business in the Commonwealth of Pennsylvania that is different from the name in its formation documents filed in its state of domicile. Both boxes 1 and 2 should be completed, even if the name of the entity will be the same in both jurisdictions.
- C. *Designators: Limited Partnership:* The name may contain the word "company", "limited" or "limited partnership" or abbreviation. *Limited Liability Partnership:* The name must contain the word "company", "limited" or "limited liability partnership" or abbreviation. *Limited Liability Company:* The name must contain the word "company," "limited" or "limited liability company" or abbreviation.
- D. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- E. The following, in addition to the filing fee, shall accompany this form:
- (1) *For Limited Liability Company Only:* One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- F. Under 15 Pa.C.S. § 8981 or § 8583, upon the filing of this form the applicant shall be authorized to do business in the Commonwealth of Pennsylvania and no certificate of authority will be issued to the applicant by the Department.
- G. This form and all accompanying documents shall be mailed to the address stated above.

PA Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057

Web site: www.dos.state.pa.us/corps

401 North Street | 10-14 days
Room 206
Hburg 17120

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$250 made payable to the Commonwealth of Pennsylvania. Checks must contain a commercially pre-printed name and address.
- B. A foreign limited liability company/limited liability partnership/limited partnership may adopt a name to register and do business in the Commonwealth of Pennsylvania that is different from the name in its formation documents filed in its state of domicile. Both boxes 1 and 2 should be completed, even if the name of the entity will be the same in both jurisdictions.
- C. *Designators: Limited Partnership:* The name may contain the word "company", "limited" or "limited partnership" or abbreviation. *Limited Liability Partnership:* The name must contain the word "company", "limited" or "limited liability partnership" or abbreviation. *Limited Liability Company:* The name must contain the word "company," "limited" or "limited liability company" or abbreviation.
- D. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- E. The following, in addition to the filing fee, shall accompany this form:
- (1) *For Limited Liability Company Only:* One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- F. Under 15 Pa.C.S. § 8981 or § 8583, upon the filing of this form the applicant shall be authorized to do business in the Commonwealth of Pennsylvania and no certificate of authority will be issued to the applicant by the Department.
- G. This form and all accompanying documents shall be mailed to the address stated above.

Financial Statement
ARGONAUT INSURANCE COMPANY
Statutory Basis as of 12/31/12

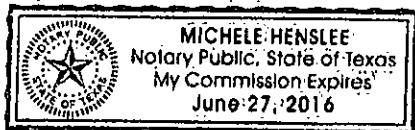
CASH & INVESTED CASH	80,689,125	UNEARNED PREMIUMS	152,541,086
BONDS	688,461,185	LOSSES	473,453,954
STOCKS	385,904,297	LOSS ADJUSTMENT EXPENSES	102,992,272
INVESTMENT INCOME DUE AND ACCRUED	7,237,135	COMMISSIONS	(3,694,098)
PREMIUM BALANCES	83,020,356	TAXES, LICENSES AND FEES	21,792,970
NET DEFERRED TAX ASSET	33,524,093	OTHER EXPENSES	4,392,666
REINSURANCE RECOVERABLE	40,748,534	FUNDS HELD UNDER REINSURANCE TREATIES	137,581,691
OTHER ASSETS	17,700,545	CURRENT FEDERAL AND FOREIGN INCOME TAXES	0
TOTAL ASSETS	<u>\$ 1,337,285,270</u>	REMITTANCES AND ITEMS NOT ALLOCATED	2,156,187
		AMOUNTS WITHHELD/RETAINED BY COMPANY FOR OTHERS	7,834,879
		PAYABLE TO PARENT, SUBSIDIARIES & AFFILIATES	3,629,736
		RETROACTIVE REINSURANCE RESERVE	0
		POLICYHOLDER DIVIDENDS	7,559
		PROVISIONS FOR REINSURANCE	15,419,003
		CEDED REINSURANCE NET PREMIUMS PAYABLE	31,194,487
		OTHER ACCRUED EXPENSES AND LIABILITIES	7,462,239
		TOTAL LIABILITIES	<u>\$ 956,764,631</u>
		CAPITAL STOCK	4,500,000
		PAID IN SURPLUS	183,407,124
		SPECIAL SURPLUS FUNDS - SSAP10R	0
		OTHER SURPLUS	192,613,515
		TOTAL SURPLUS TO POLICYHOLDERS	<u>\$ 380,520,639</u>
		TOTAL LIABILITIES & SURPLUS	<u>\$ 1,337,285,270</u>

Janice W. Zwinggi, being duly sworn, says that she is Vice President, CFO & Treasurer of Argonaut Insurance Company and that to the best of her knowledge and belief, the foregoing statement is a true and correct statement of the financial condition of said Company as of the 31st of December, 2012.

Subscribed and sworn to before me this 12 day of March 2013

Michele Henslee
 Notary Public

Janice W. Zwinggi
 Janice W. Zwinggi, Vice President, CFO & Treasurer



From: (718) 435-1733
Jerry Drenis
Marathon Energy Corp.
870 39th Street

Origin ID: FBTA



J14101402070326

Ship Date: 03JUN14
ActWgt: 1.0 LB
CAD: 102403718/NET3490

SHIP TO: (717) 783-5242

BILL SENDER

Secretary
PA Public Utilities Commission
Keystone Bldg
2nd Floor, Room N201
HARRISBURG, PA 17120

Delivery Address Bar Code



RECEIVED

Ref # POWER
Invoice #
PO #
Dept #

JUN 03 2014

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

WED - 04 JUN AA
STANDARD OVERNIGHT

TRK# 7701 8388 3437

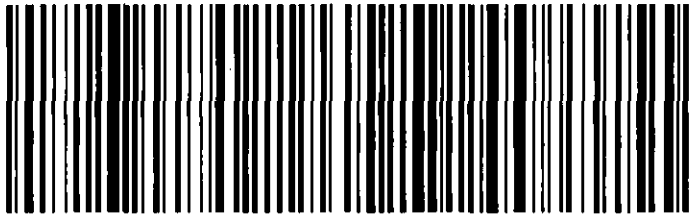
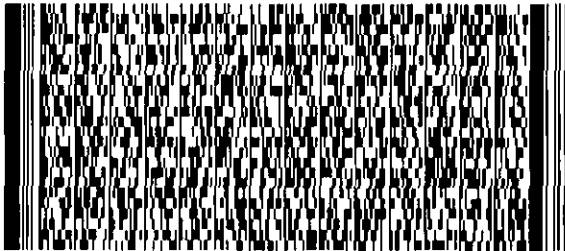
0201

17120

PA-US

MDT

EN MDTA



522G3/A26DF220

After printing this label:

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

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

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