



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

**Application Form for Parties Wishing to Offer, Render, Furnish, or Supply
Electricity or Electric Generation Services to the Public in the Commonwealth
of Pennsylvania**

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Worthington Energy Consultants, LLC, d/b/a Worthington Energy Consultants, for approval to offer, render, furnish, or supply electricity or electric generation services as a 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:

**Worthington Energy Consultants, LLC
(dba: Worthington Energy Consultants)
445 Hutchinson Avenue, Suite 800
Columbus, Ohio 43235
www.worthingtonenergyconsultants.com**

- 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.

**National Registered Agents, Inc., Dauphin County, Pennsylvania.
116 Pine Street, 3rd Floor, Suite 320
Harrisburg, Pennsylvania 17101
800-562-6429**

(Registration attached.)

- 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.

**Fred J. Graft
President
Worthington Energy Consultants, LLC
445 Hutchinson Avenue – Suite 800
Columbus, Ohio 43235
614-989-3030
614-408-2035 fax
fgraft@worthingtonenergyconsultants.com**

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- 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.

Worthington Energy Consultants, LLC is not currently using an attorney in Pennsylvania.

- 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 EGSs.

**Fred J. Graft
President
Worthington Energy Consultants, LLC
445 Hutchinson Avenue – Suite 800
Columbus, Ohio 43235
614-989-3030
614-408-2035 fax
fgraft@worthingtonenergyconsultants.com**

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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:

foreign limited liability company (15 Pa. C.S. §8981)

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

Please see attached.

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

Worthington Energy Consultants, LLC is organized in the State of Ohio.

The charter document is attached.

- Give name and address of officers.

**Fred J. Graft
President
Worthington Energy Consultants, LLC
445 Hutchinson Avenue – Suite 800
Columbus, Ohio 43235
614-989-3030
614-408-2035 fax
fgraft@worthingtonenergyconsultants.com**

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.

Worthington Energy Consultants, LLC does not currently have any affiliates doing business or 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.

Worthington Energy Consultants, LLC has no predecessors that have done business.

4. OPERATIONS

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

Other.

Worthington Energy Consultants, LLC's registered with the Commonwealth of Pennsylvania on July 20, 2014 for the purpose of doing business as a Broker/Marketer.

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

Broker/Marketer engaged in the business of supplying electricity services acting as an intermediary in the sale and purchase of electricity but will not take title to electricity energy.

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

Worthington Energy Consultants, LLC proposes to act as an intermediary in the sale and purchase of electricity between customers and licensed electricity suppliers. Worthington Energy Consultants, LLC will not take title to electric energy.

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

Allegheny Power
Duquesne
Met-Ed
PECO
Penelec
Penn Power
PPL

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

- x Small Commercial Customers - (25 kW and Under)
- x Large Commercial Customers - (Over 25 kW)
- x Industrial Customers
- x Governmental Customers

- f. **PROPOSED MARKETING METHOD** (*check all that apply*)
- Internal – Applicant will use its own internal resources/employees for marketing**
- g. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?
- No**
- h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.
- Immediate.**

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.

There have been no such proceedings.

- 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.

Applicant has no actions or complaints to list.

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

N/A

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 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.

Worthington Energy Consultants, LLC will not take title to electricity and will not pay electricity bills on behalf of its customers.

(Copy of bond is attached.)

APPENDIX G
EXAMPLE FORM OF NOTICE FOR COMBINED EGS AND NGS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Applications of **Worthington Energy Consultants, LLC** (d/b/a "**Worthington Energy Consultants**") For Approval To Offer, Render, or Furnish Services as a Supplier, Aggregator, and Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Electricity Supply or Electric Generation Services, To The Public In The Commonwealth Of Pennsylvania.*

Worthington Energy Consultants will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. **Worthington Energy Consultants** will also be filing an application with the PUC for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity. **Worthington Energy Consultants** proposes to sell electricity, natural gas, and related services throughout all of Pennsylvania under the provisions of the Natural Gas Choice and Competition Act and 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 **Worthington Energy Consultants** 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 **Worthington Energy Consultants** attorney at the address listed below.

By and through Counsel: Attorney's Name
Shawn J. Organ
Organ + Cole, LLP
1335 Dublin Road
Suite 104D
Columbus, Ohio 43215
614-481-0900
614-481-0904 fax

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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:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
Not applicable.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
Not applicable.
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
Attached and marked "Confidential".
- 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.
Not applicable.
- 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.
Insurance certificate is attached.
- Audited financial statements exhibiting accounts over a minimum two year period.
Not applicable.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.
Attached and marked "Confidential".

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.

Rea & Associates
5775 Perimeter Drive, Suite 200
Dublin, Ohio 43017-3224
Phone: 614-889-8725
Fax: 614-889-0159
Gene.Spittle@reacpa.com

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.

Tax Certification Statement is attached.

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's previous experience in the electricity industry.

Worthington Energy Consultants, LLC is licensed and operating in multiple states. Worthington has the privilege of serving state and local governments, religious organizations, charitable organizations, cultural organizations, non-profits, manufacturing, mining, industrial, medical, health care, long term care, industrial, commercial, real estate, property management, restaurant, affordable housing and other clients. Operating for approximately four years, Worthington Energy Consultants, LLC has established a reputation for a high level of customer representation and service. Worthington Energy Consultants, LLC is a channel partner to nearly 20 quality electricity suppliers.

- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

Worthington Energy Consultants is licensed in Ohio and Illinois.

(Copy of Licenses attached.)

- Type of customers and number of customers Applicant currently serves in other jurisdictions.

See above.

- Staffing structure and numbers as well as employee training commitments.

Administrative, accounting and sales all report to the President who directly oversees all operations. Training is through a direct mentoring program.

- Business plans for operations within the Commonwealth.

Worthington Energy Consultants, LLC will primarily provide services to its existing and future clients with multi-state operations and facilities in the Commonwealth of Pennsylvania.

- 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.

Not applicable.

- 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.

**Fred J. Graft
President**

Resume attached.

c.) FERC FILING: Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number _____.
- 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.

Worthington Energy Consultants is 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.

Worthington Energy Consultants will not take title to electricity.

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).
- 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.

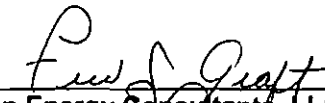
Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

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)

13. SIGNATURE

Applicant: 
 Worthington Energy Consultants, LLC

By: **Fred J. Graft**

Title: **President**

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14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

Applicant: Worthington Energy Consultants, LLC

Applicant's Use	✓	Signature	
	✓	Filing Fee	
	✓	Application Affidavit	
	✓	Operations Affidavit	
	✓	Proof of Publication	
	✓	Bond or Letter of Credit	
	✓	Tax Certification Statement	
	✓	Commonwealth Department of State Verification	
	✓	Certificate of Service	

PUC Secretary's Bureau Use

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APPLICATION AFFIDAVIT

State of Ohio :
County of Franklin :

Fred J. Graft, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Worthington Energy Consultants, LLC.

That he is authorized to and does make this affidavit for said Applicant;

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

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

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

Signature of Affiant (Fred J. Graft)

Sworn and subscribed before me this 3rd day of NOVEMBER, 2014.

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PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

Signature of official administering oath (Robert A. Ladue, Jr.)

My commission expires



ROBERT A. LADUE, JR. Notary Public, State of Ohio My Commission Expires 08-27-2016

Appendix B

OPERATIONS AFFIDAVIT

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State of Ohio :

: ss.

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County of Franklin :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Fred J. Graft, Affiant, being duly sworn according to law, deposes and says that:

He is the President of Worthington Energy Consultants;

That he is authorized to and does make this affidavit for said Applicant;

That Worthington Energy Consultants, 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 Worthington Energy Consultants, LLC, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric broker/marketer 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 Worthington Energy Consultants, LLC, the Applicant herein, certifies to the Commission that it is subject to , will pay, 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 as appropriate. 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 Worthington Energy Consultants, 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.



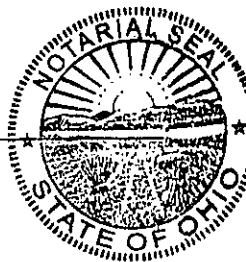
Signature of Affiant

Sworn and subscribed before me this 3RD day of NOVEMBER, 2014.



Signature of official administering oath

My commission expires _____



ROBERT A. LADUE, JR.
Notary Public, State of Ohio
My Commission Expires 08-27-2016

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Appendix C

**Example
CERTIFICATE OF SERVICE**

On this the 3RD day of NOVEMBER 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 all attachments have been served upon 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

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

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

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

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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

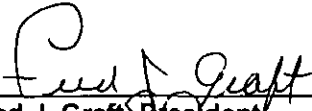
Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

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

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Fred J. Graft, President
Worthington Energy Consultants, LLC

Appendix D

Page 1 of 2

Electric Generation Supplier License Bonds

Bonds submitted in order to satisfy the licensing process must comply with the following:

The bond in the amount of \$250,000 should name the Pennsylvania Public Utility Commission as the obligee or beneficiary, and should contain the following language:

This bond is written in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. C.S. § 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. §§101, et seq., and the rules and regulations of the Pennsylvania Public Utility Commission by the Principle as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. § 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangements. Payment of claims shall have the following priority: (i) The Commonwealth; (ii) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (iii) Private individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for payment of any other tax obligations owed to the Commonwealth.

The original and two copies of the bond must be submitted to the Office of the Secretary, Pa. Public Utility Commission, P.O. Box 3265, Harrisburg, PA 17105-3265. The entry date of the Commission's Order will be the effective date for the license.

**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.

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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

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SECRETARY'S BUREAU

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@uqi.com	Email

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Entity #: 4286165
Date Filed: 07/30/2014
Carol Aichele
Secretary of the Commonwealth
PA037N-08/19/2013

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: FLINDA SCHORY
Address: PENNCORP SERVICEGROUP, INC
600 NORTH SECOND ST. 8910
City: PO BOX 1210 State: PA Zip Code: 17108-1210
HARRISBURG, PA 17108-1210

Document will be returned to the
name and address you enter to
the back

Commonwealth of Pennsylvania
APPLICATION FOR REGISTRATION 3 Page(s)



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:

WORTHINGTON ENERGY CONSULTANTS, 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:

WORTHINGTON ENERGY CONSULTANTS, LLC

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

Jurisdiction: OHIO Date of Formation: 9/15/2011

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

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider County
National Registered Agents, Inc. Dauphin

PA DEPT. OF STATE

