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Michelle M. Skjoldal
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April 17, 2015

Via Hand Delivery

Rosemary Chiavetta, Secretary
PA Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Fl.
P. O. Box 3265
Harrisburg, PA 17105-3265

RECEIVED
2015 APR 17 AM 11:12
PA PUC
SECRETARY'S BUREAU

Re: **Notification of Amendments to Existing EGS License
held by Duke Energy Retail Sales, LLC;
PA PUC Docket No. A-2010-2199236.**

Dear Secretary Chiavetta:

On behalf of Dynegy Energy Services (East), LLC ("DESE"), pursuant to 52 Pa. Code § 54.34, enclosed for filing please find the original and two (2) copies of an amendment to the existing EGS license held by Duke Energy Retail Sales, LLC (PA PUC Docket No. A-2010-2199236).

Also enclosed is a CD containing a pdf version of this filing, as well as a check in the amount of \$350 made payable to Commonwealth of Pennsylvania.

This filing is intended to inform the Commission of certain amendments to the existing EGS License held by Duke Energy Retail Sales, LLC ("DERS"). On April 2, 2015, Dynegy Inc. acquired all outstanding stock of Duke Energy's retail energy unit, Duke Energy Commercial Enterprises, Inc., which includes DERS. As a result, DERS has been renamed Dynegy Energy Services (East), LLC. DESE is a wholly-owned subsidiary of Dynegy Energy Services, LLC ("DES").

DERS serves a single customer in Pennsylvania, and Dynegy plans to continue retail electric service to that customer on an uninterrupted basis under the existing contract, but

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under the new DESE name. DESE also may offer service to new commercial, industrial and governmental customers. DESE has retained both the Federal Employer Identification Number (“FEIN”) and Dun & Bradstreet’s Data Universal Numbering System (“DUNS”) numbers currently held by DERS. DESE also has retained a number of the current DERS employees.

Please return one time-stamped copy of this filing to our messenger. Thank you for your attention to this matter.

Sincerely,



Michelle M. Skjoldal

Enclosures

- c: Via E-Mail and Hand-Delivery
Darren Gill, PA PUC
Dan Mumford, PA PUC
Robert Young, Esquire, PA PUC
Via E-Mail and First-Class Mail
Judith S. Kim, Esquire, Dynegy Inc.
John Gomoll, Dynegy Inc.
Via E-Mail
Marc D. Machlin, Esquire

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BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Dynergy Energy Services (East), LLC, d/b/a Dynergy Energy Services, for approval to offer, render, furnish, or supply electricity or electric generation services as a generator and supplier of electric power and a broker/marketer engaged in the business of supplying electricity services 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:

This filing is intended to inform the Pennsylvania Public Utility Commission ("PUC"), pursuant to 52 Pa. Code § 54.34, of certain amendments to the existing EGS License held by Duke Energy Retail Sales, LLC ("DERS"), which was issued pursuant to Pennsylvania PUC Docket No. A-2010-2199236. On April 2, 2015, Dynergy Inc. acquired all outstanding stock of DERS. As a result, DERS has been renamed Dynergy Energy Services (East), LLC ("DESE"). DESE is a wholly-owned subsidiary of Dynergy Energy Services, LLC ("DES"). The contact information for DESE is as follows:

Dynergy Energy Services (East), LLC
601 Travis Street
Suite 1400
Houston, TX 77002
Phone: 713-507-6400

DES's website is: www.dynegyenergyservices.com

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- 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.

Registered Agent in Pennsylvania:

Capitol Corporate Services, Inc.
600 N. Second St.
Harrisburg, PA 17101

- 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.

John Gomoll
Dynergy Inc.
Senior Director, Regulatory and Legislative Affairs
P.O. Box 211

Saint Charles, IL 60174
Phone: 618-214-7109
Mobile: 630-465-0165
Fax: 713-356-2925
John.gomoll@dynegy.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.

Pennsylvania counsel:

Michelle M. Skjoldal
Pepper Hamilton, LLP
Suite 200
100 Market Street
P.O. Box 1181
Harrisburg, PA 17108-1181
Phone: 717-255-1169
Fax: 717-238-0575
skjoldalm@pepperlaw.com

Marc D. Machlin
Pepper Hamilton, LLP
Hamilton Square
600 Fourteenth Street, N.W.
Washington, DC 20005-2004
Phone: 202-220-1439
Fax: 202-220-1665
machlinm@pepperlaw.com

In-house counsel:

Judith S. Kim
Senior Counsel - Retail
Dynegy Inc.
601 Travis St., Suite 1400
Houston, TX 77002
Phone: 713-767-4012
Mobile: 832-398-1107
Fax: 713-356-2051
judy.kim@dynegy.com

- 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.

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Primary contact:

Bill Fleissner
Manager Retail Operations
Duke Energy Retail
105 East Fourth
Suite 100C
Cincinnati, OH 45202
Phone: 513-287-2127
Fax: 513-629-5630
William.Fleissner@dynegey.com

Alternate contact:

Mark Fanning
Director, Marketing and Customer Care
Dynegey Inc.
1500 Eastport Plaza Drive
Collinsville, IL 62234
Phone: 618-343-7756
Fax: 888-354-9837
mark.t.fanning@dynegey.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").

Dynegey Energy Services (East), LLC ("DESE") will market to customers in Pennsylvania under the name Dynegey Energy Services.

Provide a copy of the Applicant's filing with Pennsylvania's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953. See Exhibit A.

or

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

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)
- X** 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. **See Exhibit B.**
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. **DESE is an LLC formed under the laws of the State of Delaware.**
- Give name and address of officers. **See Exhibit B for a listing of officers. The address for all officers is 601 Travis St., Suite 1400, Houston, TX 77002, with the exception of Sheree Petrone, President. Ms. Petrone's address is 1500 Eastport Plaza Drive, Collinsville, IL 62234.**

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.

See Exhibit C for a current listing of Dynegy Inc.'s affiliates, none of which are jurisdictional public utilities.

Address for all of the listed affiliates:

601 Travis Street
Suite 1400
Houston, TX 77002

- 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.

DERS indicated in its original application that it was an affiliate of jurisdictional public utilities in Indiana and Ohio. After closing, which occurred on April 2, 2015, the EGS license holder is no longer an affiliate of a jurisdictional public utility.

Dynegy Inc. had a previous retail affiliate, Dynegy Energy Services, Inc., that was licensed in Pennsylvania as an EGS and as an NGS for several years. Please see the following table for further details:

DYNEGY ENERGY SERVICES, INC.

LICENSES HELD	DATE OBTAINED	DATE ABANDONED	PUC DOCKET NO.
Authority to do business in PA	08/23/93	05/20/09	n/a
Electric Generation Supplier	02/21/02	09/26/02	A-110153
Natural Gas Supplier	03/28/02	05/27/03	A-125106

4. OPERATIONS

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

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.

X 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
- broker/marketer engaged in the business of supplying electricity 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):*

DESE is not currently requesting any expansion of the existing authority granted to DERS under Docket No. A-2010-2199236.

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services
 - Check here to verify that your organization will not be taking title to the electricity nor will you be making payments for customers.
- Electric Cooperative and supplier of electric power
- Other (Describe):

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

At this time, Applicant has no changes to what DERS proposed in its original application. Specifically, DESE proposes to offer firm, full service electric supply to commercial (over 25 kW) and industrial (including governmental/institutional) end users throughout Pennsylvania, and later will consider offering renewable energy and demand response services.

d. PROPOSED SERVICE AREA: Check the box of each Electric Distribution Company for which the Applicant proposes to provide service.

- | | |
|---|--|
| <input type="checkbox"/> Citizens' Electric | <input type="checkbox"/> Pike |
| <input type="checkbox"/> Duquesne Light | <input type="checkbox"/> PPL |
| <input type="checkbox"/> Met-Ed | <input type="checkbox"/> UGI Utilities |
| <input type="checkbox"/> PECO | <input type="checkbox"/> Wellsboro |
| <input type="checkbox"/> Penelec | <input type="checkbox"/> West Penn |
| <input type="checkbox"/> Penn Power | |
- Entire Commonwealth of PA

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

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- Large Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

f. **START DATE:** Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

DESE began using the Dynegy Energy Services (East), LLC and Dynegy Energy Services names shortly after the transaction closed on April 2, 2015.

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.

To the best of DESE's knowledge and belief, none.

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.

To the best of DESE's knowledge and belief, 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.

On August 26, 2010, Dominion Retail Inc. and Springfield Township Board of Trustees filed with the Public Utilities Commission of Ohio a Complaint against Duke Energy Retail Sales, LLC (Case No. 10-1249-EL-CSS) alleging improper marketing practices.

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

The matter was settled, the complaint was dismissed, and no formal hearing was held.

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:

See Exhibit D.

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.

See Exhibit D.

West Penn:
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:

UGI:

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Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

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

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

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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** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

See Exhibit E, which is the bond replacing DERS' bond for this license.

Furnishing the **original** of another initial security for Commission approval, to ensure financial responsibility.

Filing for a modification to the \$250,000 requirement and furnishing the **original** 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:

- 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.

A copy of the relevant Dynegy Inc. organizational structure, including parent and affiliated or subsidiary companies, can be found at Exhibit F.

The latest financial and credit information for Dynegy Inc. can be found at the following SEC/EDGAR web address: <http://www.dynegy.com/investor-relations/sec-filings>

- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

DESE, as a Credit Party to Dynegy Inc.'s parent corporate credit facility, has access to credit and capital available thereunder. Dynegy Inc.'s publicly available primary corporate credit agreement, through which it obtains funding and credit for it and its subsidiaries, is available here:

http://www.sec.gov/Archives/edgar/data/1379895/000110465913032003/a13-10629_1ex10d1.htm

- d. **BROKER PAYMENT STRUCTURE:** If applicant is a broker/marketer, explain how your organization will be collecting your fees.

DESE will track its executed broker referral agreements and once a referred customer has sent in timely and full payment for its invoice, DES will pay the negotiated broker fees on a monthly basis.

- e. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

John Clint Walden
 VP & Chief Accounting Officer, Controller
 Dynegy Inc.
 601 Travis St., Suite 1400
 Houston, TX 77002
 Phone: 713-767-0905
John.c.walden@dynegy.com

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

See Exhibit G.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identification 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'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.

Dynegy Inc. currently holds two alternative retail electric supplier certificates in Illinois to offer service to all eligible residential and non-residential retail customers:

- o **Illinois Power Marketing Company d/b/a Homefield Energy.** The Illinois Power Marketing Company certificate dates back to August 18, 2000 (under the Ameren Energy Marketing Company name). The most recent Certification Order, ICC Docket 14-0015, was entered by the ICC on February 5, 2014.
- o **Dynegy Energy Services, LLC.** The most recent Certification Order, ICC Docket 14-0455, was entered by the ICC on August 13, 2014.

Background information regarding key managerial and technical personnel can be found at Exhibit H.

b. **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.
- External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

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

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

d. **OVERSIGHT OF MARKETING:** Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

DESE plans to continue using its own full-time employees to oversee all marketing efforts. DESE sales teams are divided into direct marketing (for C&I customers) and a broker channel that verifies all third party consultants who refer customers to DESE. In addition, Dynegy Inc. oversees a corporate-wide ethics and compliance training program on an annual basis. In addition, the Dynegy Inc. ethics and compliance office works with the procurement team to manage all outside corporate vendors.

e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations.

1. **Robert C. Flexon, CEO**
2. **Clint Freeland, CFO**
3. **Sheree M. Petrone, President**
4. **Siddharth Manjeshwar, Treasurer**
5. **Kelly Tlachac, Secretary**

Sheree Petrone has responsibility for Dynegy's retail business. Please see Exhibit H for her biographical information.

f. **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 Number ER14-1069 (effective March 2014).
- 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.

Not applicable.

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)

- X** AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10). See Exhibit I.
- 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, as well as any future amendments.

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.
- **Net Metering Reports:** Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.
- *Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis per 52 Pa. Code § 54.39(d).*
- 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.

See Exhibit J.

- 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.

See Exhibit J.

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.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburg Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Citizens' Electric						X	
Duquesne				X			
Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices H and I)

Not applicable.

13. SIGNATURE

Applicant: Dynege Energy Services (East), LLC

By: *Sheree M. Petrone*

Title: Sheree M. Petrone, 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: Dynergy Energy Services (East), LLC

✓	Signature	✓
✓	Filing Fee	✓
✓	Application Affidavit	✓
✓	Operations Affidavit	✓
2/a	Proof of Publication	
✓	Bond or Letter of Credit	✓
✓	Tax Certification Statement	✓
✓	Commonwealth Department of State Verification	✓
✓	Certificate of Service	✓

Applicant's Use

PUC Secretary's Bureau Use

EXHIBIT A

Relates to Section 2.a.

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PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

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

Name	PENNCORP SERVICEGROUP, INC.		
Address	600 NORTH SECOND STREET PO BOX 1210 10932		
City	HARRISBURG, PA 17108-1210		

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

Commonwealth of Pennsylvania
 FICTITIOUS NAME 2 Page(s)



Fee: \$70

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

1. The fictitious name is:
 Dynegy Energy Services

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
 Retail electricity sales and marketing

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

601 Travis Street, Suite 1400	Houston	TX	77002	Harris
Number and street	City	State	Zip	County

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

Name	Number and Street	City	State	Zip

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

Dynegy Energy Services (East), LLC	Limited Liability Company	DE
Name	Form of Organization	Organizing Jurisdiction
601 Travis Street, Suite 1400, Houston, TX 77002		
Principal Office Address		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
Capitol Corporate Services, Inc. Dauphin County, PA		
PA Registered Office, if any		

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

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

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

2nd day of April, 2015

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Dynegy Energy Services (East), LLC	Entity Name
<i>Kelly D. Tlachac</i>	Signature
Kelly D. Tlachac, Secretary	Title

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EXHIBIT B

Relates to Section 2.b.

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DUKE ENERGY RETAIL SALES, LLC", CHANGING ITS NAME FROM "DUKE ENERGY RETAIL SALES, LLC" TO "DYNEGY ENERGY SERVICES (EAST), LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A. D. 2015, AT 10:14 O'CLOCK A.M.


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150457168

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2258662

DATE: 04-02-15


STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
DUKE ENERGY RETAIL SALES, LLC

1. The name of the Limited Liability Company: Duke Energy Retail Sales, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Article 1 is amended to show a change of name: As amended the name of the limited liability company is DYNEGY ENERGY SERVICES (EAST), LLC

Article 2 is amended to show a change of Registered Office and Registered Agent. The Registered Office address of the limited liability company in the State of Delaware is changed to 1675 South State Street, Suite B, in the City of Dover, County of Kent 19901. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Capitol Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 2nd day of April, A.D. 2015.

By: 
Kelly D. Tlachac, Authorized Person

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CINERGY RETAIL SALES, LLC", CHANGING ITS NAME FROM "CINERGY RETAIL SALES, LLC" TO "DUKE ENERGY RETAIL SALES, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2006, AT 11:55 O'CLOCK A.M.

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060310824

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4640091

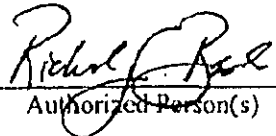
DATE: 04-03-06

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Cinergy Retail Sales, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company shall be: Duke Energy Retail Sales, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of March, A.D. 2006.

By: 
Authorized Person(s)

Name: Richard G. Beach
Print or Type

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Delaware

PAGE 1

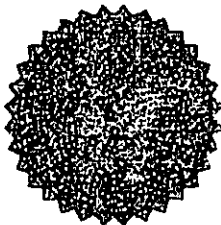
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CINERGY RETAIL SALES, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 2003, AT 3:24 O'CLOCK P.M.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030789704

AUTHENTICATION: 2798993

DATE: 12-10-03

CERTIFICATE OF FORMATION

OF

Cinergy Retail Sales, LLC

This Certificate of Formation of Cinergy Retail Sales, LLC (the "Company"), is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (as the same may be amended from time to time, the "Act"), 6 Del. C. §§ 18-101, et seq.

ARTICLE I

NAME

The name of the limited liability company shall be:
Cinergy Retail Sales, LLC

ARTICLE II

REGISTERED OFFICE, REGISTERED AGENT

The initial registered office of the Company shall be: c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, or such other location as the Company by consent shall determine. The initial registered agent of the Company shall be: The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801, or such other location as the Company by consent shall determine. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

AMENDMENTS

The Company reserves the right to amend this Certificate of Formation from time to time in accordance with the Act, provided, that the unanimous approval of the members of the Company to such amendment has been duly obtained.

In Witness Whereof, the undersigned has executed this Certificate of Formation on this 9th day of December 2003.

Cecilia Temple

Cecilia Temple
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:47 PM 12/09/2003
FILED 03:24 PM 12/09/2003
SRV 030709704 - 3737334 FILE
117810

**OFFICER SLATES FOR THE DUKE LEGAL ENTITIES
TO BE ACQUIRED BY DYNEGY**

** Note: Names of the legal entities listed herein are under the current Duke name

4. Retail Entities

- Duke Energy Retail Sales, LLC

Robert C. Flexon	Chief Executive Officer
Sheree Petrone	President
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Carolyn J. Burke	Executive Vice President and Chief Integration Officer
Catherine B. Callaway	Executive Vice President, General Counsel and Chief Compliance Officer
Mario Alonso	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President, Gas
Daniel P. Thompson	Executive Vice President, Coal
Shannon L. Brown	Vice President, Asset Management - MISO
Mark Chamblee	Vice President, Financial Trading
Jeffrey Coyle	Vice President, Operations Support
Dean Ellis	Vice President, Regulatory Affairs
James Horsch	Vice President, Internal Audit
Rocco Ivanovich	Vice President, Information Technology
Heidi D. Lewis	Vice President, Group General Counsel and Assistant Secretary
Siddharth Manjeshwar	Vice President and Treasurer
Mathew J. Parker	Vice President and Chief Risk Officer
R. Alan Padgett	Vice President, Asset Management - CAISO
Harry ("Les") Parlette	Vice President, Asset Management - NY/NE
Mike Sharp	Vice President, Asset Management - PJM
David Sladic	Vice President and Group General Counsel
J. Clinton Walden	Vice President and Chief Accounting Officer
John Phil Williamson	Vice President, Tax
Kelly D. Tlachac	Secretary
Kimberly M. Peck	Assistant Treasurer

EXHIBIT C

Relates to Section 3.a.

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Dynegy Inc. Current Affiliate List April 16, 2015

Name	Entity Type
BLACK MOUNTAIN COGEN, INC.	Corporation
BLUE RIDGE GENERATION LLC	Limited Liability Company
Brayton Point Energy, LLC	Limited Liability Company
Brayton Point Holdings, LLC	Limited Liability Company
CASCO BAY ENERGY COMPANY, LLC	Company
Coffeen and Western Railroad Company	Corporation
Dighton Power, LLC	Limited Liability Company
DYNEGY ADMINISTRATIVE SERVICES COMPANY	Company
Dynegy California Wave Holdings, LLC	Corporation
Dynegy Coal Generation, LLC	Limited Liability Company
Dynegy Coal Holdco, LLC	Limited Liability Company
Dynegy Coal Investments Holdings, LLC	Company
DYNEGY COAL TRADING & TRANSPORTATION, L.L.C.	Limited Liability Company
Dynegy Commercial Asset Managment, LLC	Limited Liability Company
Dynegy Conesville, LLC	Limited Liability Company
Dynegy Dicks Creek, LLC	Limited Liability Company
Dynegy Energy Services (East), LLC	Limited Liability Company
Dynegy Energy Services, LLC	Limited Liability Company
DYNEGY EQUIPMENT, LLC	Limited Liability Company
Dynegy Estero Bay Wave Park, LLC	Limited Liability Company
Dynegy Fayette II, LLC	Limited Liability Company
Dynegy Gas Generation, LLC	Limited Liability Company
Dynegy Gas Holdco, LLC	Limited Liability Company
DYNEGY GAS IMPORTS, LLC	Limited Liability Company
Dynegy Gas Investments Holdings, LLC	Limited Liability Company

Dynegy Inc. Current Affiliate List April 16, 2015

	Company
	Limited Liability
Dynegy Gas Investments, LLC	Company
	Limited Liability
Dynegy GasCo Holdings, LLC	Company
	Limited Liability
Dynegy Generation Holdco, LLC	Company
DYNEGY GLOBAL LIQUIDS, INC.	Corporation
	Limited Liability
Dynegy Hanging Rock II, LLC	Company
DYNEGY INC. (new DE)	Corporation
	Limited Liability
DYNEGY KENDALL ENERGY, LLC	Company
	Limited Liability
Dynegy Killen, LLC	Company
	Limited Liability
Dynegy Lee II, LLC	Company
	Limited Liability
DYNEGY MARKETING AND TRADE, LLC	Company
	Limited Liability
Dynegy Miami Fort, LLC	Company
	Limited Liability
Dynegy Midwest Generation, LLC	Company
	Limited Liability
DYNEGY MORRO BAY, LLC	Company
	Limited Liability
DYNEGY MOSS LANDING, LLC	Company
	Limited Liability
DYNEGY OAKLAND, LLC	Company
DYNEGY OPERATING COMPANY	Corporation
	Limited Liability
Dynegy Orchid Hill, LLC	Company
	Limited Liability
Dynegy Point Estero Wave Park, LLC	Company
DYNEGY POWER GENERATION INC.	Corporation
	Limited Liability
DYNEGY POWER MARKETING, LLC	Company
	Limited Liability
DYNEGY POWER, LLC	Company
	Limited Liability
Dynegy Resource Holdings, LLC	Company
	Limited Liability
Dynegy Resource I, LLC	Company
	Limited Liability
Dynegy Resource II, LLC	Company
	Limited Liability
Dynegy Resource III, LLC	Company

Dynegy Inc. Current Affiliate List April 16, 2015

Dynegy Resources Generating Holdco, LLC	Limited Liability Company
Dynegy Resources Holdco I, LLC	Limited Liability Company
Dynegy Resources Holdco II, LLC	Limited Liability Company
Dynegy Resources Management, LLC	Limited Liability Company
DYNEGY SOUTH BAY, LLC	Limited Liability Company
Dynegy Stuart, LLC	Limited Liability Company
Dynegy Washington II, LLC	Limited Liability Company
Dynegy Zimmer, LLC	Limited Liability Company
ECP II-B (Brayton Point IP) Corp	Corporation
ECP II-C (Brayton Point IP) Corp	Corporation
Electric Energy, Inc.	Corporation
Elwood Energy Holdings II, LLC	Limited Liability Company
Elwood Energy Holdings, LLC	Limited Liability Company
Elwood Energy LLC	Limited Liability Company
Elwood Expansion Holdings, LLC	Limited Liability Company
Elwood Expansion LLC	Limited Liability Company
Elwood II Holdings, LLC	Limited Liability Company
Elwood III Holdings, LLC	Limited Liability Company
Elwood Services Company, LLC	Limited Liability Company
EquiPower Resources Corp.	Corporation
HAVANA DOCK ENTERPRISES, LLC	Limited Liability Company
Illinois Power Fuels and Services Company	Corporation
Illinois Power Generating Company	Corporation
Illinois Power Holdings II, LLC	Limited Liability Company
Illinois Power Holdings, LLC	Limited Liability Company
Illinois Power Marketing Company	Corporation
Illinois Power Resources Generating, LLC	Limited Liability Company

Dynergy Inc. Current Affiliate List April 16, 2015

Illinois Power Resources, LLC	Limited Liability Company
ILLINOVA CORPORATION	Corporation
Joppa and Eastern Railroad Company	Corporation
Kincaid Energy Services Company, LLC	Limited Liability Company
Kincaid Generation, L.L.C.	Limited Liability Company
Kincaid Holdings, LLC	Limited Liability Company
Lake Road Generating Company, L.P.	Limited Partnership
Lake Road Holdings GP, LLC	Limited Liability Company
Lake Road Holdings LP, LLC	Limited Liability Company
LEP Holdings, LLC	Limited Liability Company
Liberty Electric Generation Holdings, LLC	Limited Liability Company
Liberty Electric PA 2, LLC	Limited Liability Company
Liberty Electric Power, LLC	Limited Liability Company
MASSPOWER	General Partnership
Masspower Holdco, LLC	Limited Liability Company
Masspower Partners I, LLC	Limited Liability Company
Masspower Partners II, LLC	Limited Liability Company
Met-South, Inc.	Corporation
Midwest Electric Power, Inc.	Corporation
Milford Power Company, LLC	Limited Liability Company
MORRO BAY MUTUAL WATER COMPANY	Not For Profit Corporation
MOSS LANDING MUTUAL WATER COMPANY	Not For Profit Corporation
NGC CORPORATION CAPITAL TRUST I	Business Trust
ONTELAUNEE POWER OPERATING COMPANY, LLC	Limited Liability Company
Richland Generation Expansion, LLC	Limited Liability Company
Richland-Stryker Generation LLC	Limited Liability Company
RSG Power, LLC	Limited Liability Company

Dynegy Inc. Current Affiliate List April 16, 2015

SITHE ENERGIES, INC.	Corporation
SITHE/INDEPENDENCE FUNDING CORPORATION	Corporation
SITHE/INDEPENDENCE LLC	Limited Liability Company
SITHE/INDEPENDENCE POWER PARTNERS, L.P.	Limited Partnership
Tomcat Power, LLC	Limited Liability Company

EXHIBIT D

Relates to Section 6.a.

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EXHIBIT F
Relates to Section 7.b.

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Dynegy Inc.
(a Delaware corporation)

Dynegy Energy
Services, LLC
(a Delaware limited liability
company)

Formerly:
Duke Energy
Retail Sales, LLC
(a Delaware limited liability
company)
Now:
Dynegy Energy
Services (East),
LLC

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EXHIBIT H

Relates to Section 8.a.

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Dynegy Energy Services, LLC (DES)
Managerial Personnel

Sheree Petrone
Vice President, Retail, Dynegy

Ms. Petrone has four or more years of experience with enterprise financial and administrative responsibilities including profit and loss responsibilities.

- Relevant Occupational Experience: Vice President, Retail, Dynegy.

Description of Duties Personally Responsible for in above Role: Responsible for all aspects of Dynegy's retail market business including profit and loss responsibilities.

Duration performed above duties: August 2013 to Present.

- Relevant Occupational Experience: Vice President, Commercial Integration, Energy Trading & Marketing, Constellation

Description of Duties Personally Responsible for in above Role: Led integration for Exelon and Constellation marketing and wholesale trading organizations.

Duration performed above duties: 2012 to August 2013.

- Relevant Occupational Experience: Vice President, Fuels, Environmental Trading and Marketing, Power Team, Exelon.

Description of Duties Personally Responsible for in above Role: Led commodities trading team to deliver and hedge natural gas, coal and oil supply for power generation and retail customers.

Duration performed above duties: 2010 to 2012.

- Relevant Occupational Experience: Vice President, Retail Energy Company, Exelon Energy

Description of Duties Personally Responsible for in above Role: Led retail energy company providing retail electric service in Illinois, Michigan and Ohio.

Duration performed above duties: 2005 to 2010

Ms. Petrone has four or more years of experience buying and selling power and energy in wholesale markets.

- Relevant Occupational Experience: Vice President, Fuels, Environmental Trading and Marketing, Power Team, Exelon.

Description of Duties Personally Responsible for in above Role: Led commodities trading team to deliver and hedge natural gas, coal and oil supply for power generation and retail customers.

Duration performed above duties: 2010 to 2012.

- Relevant Occupational Experience: Vice President, Retail Energy Company, Exelon Energy

Description of Duties Personally Responsible for in above Role: Led retail energy company providing service in Illinois, Michigan and Ohio.

Duration performed above duties: 2005 to 2010

Ms. Petrone has four or more years electric system operational experience.

Relevant Occupational Experience: Director, Finance and Planning, PECO

Description of Duties Personally Responsible for in the above Roles: Managed financial planning for electric and gas transmission and distribution business.

Duration performed above duties: 1999-2004

Additional biographical information:

Ms. Petrone is an accomplished energy executive with broad general management and business development experience in trading and marketing, power generation, transmission and distribution. Ms. Petrone received her M.B.A. in Finance from Drexel University, Philadelphia, PA. She is a graduate of the University of Delaware, Newark, DE, where she was a double major in Chemistry and Art History. She has also completed the General Management Executive Education Program at Harvard Business School, Cambridge, MA.

Alan Potts
Director, Retail Sales, Dynegy

Mr. Potts has four or more years' experience with enterprise financial and administrative responsibilities including profit and loss responsibilities.

Relevant Occupational Experience: Director, Retail Sales, Illinois Power Marketing and Ameren Energy Marketing

Description of Duties Personally Responsible for in above Roles:

Mr. Potts directs a staff of 9 sales professionals responsible for sales and contracting for power and energy deliveries in Illinois' retail markets. He is responsible for managing the profit and loss of retail power agreements held by DES. His administrative responsibilities also include risk management documentation for retail commercial and industrial sales.

Duration performed above duties: 7 years

Additional biographical information:

Mr. Potts joined Illinois Power Marketing Company in 2013, assuming the role of Director, Retail Sales after Ameren Energy Marketing was acquired by Dynegy Inc. Prior to that, Mr. Potts joined Ameren Corporation in 1997 after serving in several capacities with Central Illinois Public Service Company during the prior 20 years, and has 16 years of experience developing power supply contracts in Illinois' retail markets. Since 2005, he has been responsible for all retail power sales activities for Ameren Energy Marketing, and subsequently Illinois Power Marketing, overseeing the development of power supply contracts with retail customers. Mr. Potts holds a B.S. in Marketing from Southern Illinois University at Carbondale.

Mark Fanning
Director, Marketing and Customer Care, Dynegy

Mr. Fanning has four or more years of experience with enterprise financial and administration responsibilities including profit and loss responsibilities. In addition, Mr. Fanning has four or more years electric system operational experience.

Relevant Occupational Experience: Managing Supervisor, Account Management

Description of Duties Personally Responsible for in above Role:

Mr. Fanning is responsible for customer account management, including contract administration, account switching processes (DASRs), complaint resolution, and administration of tariff requirements and interface with utility personnel as required for ARES operations. He is also responsible for transmission organization (PJM, MISO) settlements and reconciliation with contract revenue.

Duration performed above duties: 7 years

Additional biographical information:

Mr. Fanning joined Illinois Power Marketing in 2013, assuming the role of Director, Marketing and Customer Care after Ameren Energy Marketing was acquired by Dynegy Inc. Since 2005, he has supervised the account management staff. Mr. Fanning is responsible for ensuring sales, marketing and account management efforts are implemented through back office systems and support personnel. Prior to joining Ameren Energy Marketing, Mr. Fanning had 10 years prior experience in marketing and customer account administration with various electric companies. He holds a B.J. in Advertising and a B.A. in Political Science from the University of Missouri.

Dennis Beutler

Senior Director, Origination and Wholesale Marketing, Dynegy

Mr. Beutler has four or more years' experience buying and selling power and energy in wholesale markets.

Relevant Occupational Experience: Managing Supervisor, Wholesale Sales

Description of Duties Personally Responsible for in above Role:

Mr. Beutler has extensive experience buying and selling power and energy in wholesale markets. Mr. Beutler is responsible for the wholesale sales and the origination desk and possesses an in-depth knowledge of the MISO.

Duration performed above duties: Mr. Beutler has performed the duties described above since 2000.

Additional biographical information:

Dennis R. Beutler brings more than 40 years of experience in the energy field to Dynegy.

Prior to joining Ameren Energy Marketing in May of 2000, Mr. Beutler was a Key Account Executive for Ameren Services. There he was responsible for the account management of more than a dozen key customers.

For six years until 1997, Mr. Beutler was the General Supervisor of Planning at the Meramec Generating Station. He was responsible for planning activities in both the Operations and Maintenance areas.

Mr. Beutler began his energy career in the early 1970's, working in various capacities for Union Electric Company. He possesses extensive hands-on experience in both the operating and maintenance areas associated with power generation.

Mr. Beutler holds a Bachelor of Science degree in Business Management from Maryville University, in St. Louis, Missouri.

Jason Anderson
Senior Director, Trading, Dynegy

Mr. Anderson has at least four years of experience buying and selling power and energy in wholesale markets.

Relevant Occupational Experience: Asset Manager for Dynegy, Power Trader for Dynegy, Power Scheduler for Dynegy.

Description of duties in above Roles: Traded in the MISO and PJM based markets as well as the physical bilateral markets in the Midwest. Scheduled power in the Midwest markets pre-MISO.

Duration performed above duties: More than 10 years.

Shannon Brown
Vice President, Asset Management, Dynegy

Mr. Brown has four or more years' electric system operational experience related to financial reporting, settling and supporting wholesale market activities.

Relevant Occupational Experience: Managing Director, Coal Procurement & Transportation; Senior Director, Asset Management

Description of Duties Personally Responsible for in above Roles:

Currently manages and directs a staff of 23 responsible for the procurement and delivery of fuel to coal-fired facilities in the Midwest, financial reporting, bidding, scheduling and trading wholesale transactions in the MISO and PJM markets. Mr. Brown has extensive experience originating and managing energy and capacity in wholesale markets.

Duration performed above duties: Mr. Brown has performed the duties described above since 2001.

Additional biographical information:

Mr. Brown joined Dynegy in 2000 and concentrated on financial planning and analysis. Prior to joining Dynegy, Mr. Brown had 5 years of experience in various energy roles, including finance and accounting. He holds a BA in Accounting from Texas State University.

Dynegy Energy Services, LLC (DES)
Technical Personnel

Jason Anderson
Senior Director, Trading, Dynegy

Mr. Anderson has at least four years of experience buying and selling power and energy in wholesale markets.

Relevant Occupational Experience: Asset Manager for Dynegy, Power Trader for Dynegy, Power Scheduler for Dynegy

Description of duties in above Roles: Mr. Anderson traded in the MISO and PJM based markets as well as the physical bilateral markets in the Midwest. He also scheduled power in the Midwest markets pre-MISO.

Duration performed above duties: More than 10 years.

Mark Chamblee
Managing Director, Financial Trading, Dynegy

Mr. Chamblee has at least four years of experience buying and selling power in wholesale energy markets.

Relevant Occupational experience: Senior Director, Financial Trading for Dynegy; Vice President, West Trading for Fortis; Senior Trader, West Power Trading for BP Energy; Senior Trader, West Power Trading for Dynegy.

Description of duties in above roles: Mr. Chamblee's duties in the above-mentioned roles include wholesale buying/selling both physical and financial power and financial gas and oil for the purpose of both asset management and financial speculation.

Duration performed above duties: 14 years.

Brian Daschbach
Term Trader, Dynegy

Mr. Daschbach has at least four years of experience buying and selling energy in wholesale markets.

Relevant Occupational experience: Power Trader / Analyst, Term Trading for Ameren Energy Marketing; Real Time Power Trader for Constellation Energy Group.

Description of duties in above roles: Mr. Daschbach's duties currently include managing the short-term hedge portfolio for a merchant fleet of coal and gas generation in MISO and PJM. At Constellation Energy Group, Mr. Daschbach's duties included economically supplying hourly load requirements in Entergy Services, Inc. (EES) and Southern Company Services, Inc. (SOCO) control areas.

Duration performed above duties: More than six years.

Jinna Hopson
Term Trader, Dynegy

Ms. Hopson has at least one year of scheduling experience working for Ameren Energy Marketing, an entity that is both a member of PJM and a market participant in the Midwest ISO.

Relevant Occupational Experience: Real Time Power Trader; Power Scheduler II for AEM.

Description of Duties Personally Responsible for in above Role: Ms. Hopson's duties include scheduling the transportation of physical power to customers and negotiating and executing short-term hedge transactions. In her prior role as Power Scheduler II, Ms. Hopson performed power scheduling duties for AEM's participation in retail and wholesale markets in PJM and MISO. Her responsibilities included managing AEM's daily financial trading and delivery obligations, transmission tagging and scheduling procedures.

Duration performed above duties: Power Scheduler II from 2004 to 2011. Real Time Power Trader from 2011 to Present.

Additional biographical information:

Ms. Hopson has seven years of relevant energy marketing experience with the front office, primarily related to scheduling power deliveries in multiple Illinois control areas. She earned her B.S. in business, finance, and economics from University of Missouri – St. Louis.

Robert Nelson
Senior Director, Asset Management, Dynegy

Mr. Nelson has been a certified NERC System Operator for 17 years.

Relevant Occupational Experience: Senior Director, Asset Management, Dynegy

Description of Duties Personally Responsible for in above Roles:

Mr. Nelson is responsible for managing the Dynegy Real-Time 24 Hour Desk for MISO and PJM assets. He also manages bidding of Day Ahead offers into MISO.

Duration performed above duties: 2005 to Present

Additional biographical information:

- NERC Certification # RC200512474 Expires 12/6/16
- Over 40 years experience in the operation of Transmission and Generation Dispatch

EXHIBIT I

Relates to Section 10.a.

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PJM Interconnection
2750 Monroe Blvd.
Audubon, PA 19403

Faith K. Daley
Paralegal/Contract Administrator
Ph 610.666.8875 | Fax 610.666.8211
faith.daley@pjm.com

April 1, 2014

Via Email Only

Jason Cox, Sr. Director, Regulatory Affairs
Dynergy Energy Services, LLC
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Dear Mr. Cox:

Dynergy Energy Services, LLC was approved for PJM membership on March 31, 2014. This company is currently a member in good standing.

Please feel free to contact me if further information is required.

Very truly yours,

A handwritten signature in cursive script that reads "Faith K. Daley".

Faith K. Daley
Paralegal/Contract Administrator

/fkd

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EXHIBIT J
Relates to Section 11

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Appendix A
APPLICATION AFFIDAVIT

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State of Illinois:

: ss.

County of Madison :

Sheree M. Petrone, Affiant, being duly sworn according to law, deposes and says that:

She is the President (Office of Affiant) of Dynegy Energy Services (East), LLC;

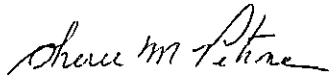
That the Applicant herein, Dynegy Energy Services (East), LLC, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein Dynegy Energy Services (East), LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Dynegy Energy Services (East), 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 Dynegy Energy Services (East), 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 her knowledge, information, and belief, and that she expects said Applicant to be able to prove the same at hearing.



Signature of Affiant

Sworn and subscribed before me this 13th day of April, 2015.



Signature of official administering oath

My commission expires January 2, 2017



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Appendix B

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OPERATIONS AFFIDAVIT

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State of Illinois:

: ss.

County of Madison :

Sheree M. Petrone, Affiant, being duly sworn according to law, deposes and says that:

She is the President (Office of Affiant) of Dynegy Energy Services (East), LLC;

That Dynegy Energy Services (East), LLC, the Applicant herein, acknowledges that Dynegy Energy Services (East), LLC 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 Dynegy Energy Services (East), LLC, the Applicant herein, asserts that 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 Dynegy Energy Services (East), 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.

That Dynegy Energy Services (East), 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 to the best of his knowledge, information, and belief.

Shirley M. P. [Signature]
Signature of Affiant

Sworn and subscribed before me this 13th day of April, 2015.



Christine D. Brown [Signature]
Signature of official administering oath

My commission expires January 2, 2017.

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CERTIFICATE OF SERVICE

On this the 17th day of April, 2015, I certify that a true and correct copy of the foregoing notification of amendments to the existing Electric Generation Supplier License held by Duke Energy Retail Sales, LLC (PA PUC Docket No. A-2010-2199236) and all relevant attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, 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

West Penn:
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

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Met-Ed, Penelec, and Penn Power:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

Citizens' Electric Company:

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

Wellsboro Electric Company:

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

UGI:

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

Pike County Light & Power Company:

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


Michelle M. Skjoldal

Counsel for Dynegy Inc.

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