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October 26, 2015

VIA E-FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
Harrisburg, PA 17120

Re: Application of GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy for Approval to Offer, Render, Furnish or Supply Natural Gas Services as a Supplier of Natural Gas Services to the Public in the Commonwealth of Pennsylvania, Docket No. _____

Dear Secretary Chiavetta:

On behalf of GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy ("Think Energy"), attached for filing with the Pennsylvania Public Utility Commission ("Commission") is an electronic copy of Think Energy's Application ("Application") for approval to offer, render, furnish or supply natural gas services as a Supplier in the service territories of: Columbia Gas of Pennsylvania, Inc.; National Fuel Gas Distribution Corp.; Peoples Natural Gas Company LLC; Peoples TWP LLC; and Peoples Natural Gas – Equitable Division. Included in this e-filing are the non-confidential Attachments to support Think Energy's Application, which constitutes the public version of this filing. The filing also includes commercially valuable and sensitive information for which Think Energy requests confidential treatment. A hard copy of the confidential documents, marked as Attachments 7 through 11, will be filed separately with the Commission. Think Energy respectfully requests that these confidential materials be maintained by the Commission under confidential seal.

The \$350 filing fee will be paid electronically concurrently with this e-filing.

Think Energy has caused notice of this Application to be published in the five applicable newspapers in Pennsylvania. The Proofs of Publication from these newspapers are attached as Attachment 14 to the Application.

Hard copies of Think Energy's Application and non-confidential Attachments are being served upon all the parties and natural gas distribution companies listed on the attached Certificate of Service. Please contact me or Gina Myers (gina.myers@bipc.com; 717-237-4821) if you have any questions regarding this filing.

Rosemary Chiavetta, Secretary
October 26, 2015
Page 2

Thank you for your attention to this matter.

Very truly yours,



John F. Povilaitis

JFP/gm
Attachments
cc: Certificate of Service

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **GDF SUEZ Retail Energy Solutions, LLC, d/b/a Think Energy**, for approval to offer, render, furnish, or supply natural gas supply services as a **Supplier of Natural Gas 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:

**GDF SUEZ Retail Energy Solutions, LLC
d/b/a Think Energy (“Think Energy” or “Applicant”)
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
Tel: (713) 636-0000
Fax: (713) 636-1601
Web: www.mythinkenergy.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.

**Registered Agent:
Capitol Corporate Services, Inc.
600 N. Second Street, Suite 401
Harrisburg, PA 17101
Tel: 800-345-4647
Fax: 800-432-3622**

- 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.

**Ray Cunningham
Vice President and Assistant General Counsel
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
Tel: 713-636-1980
Fax: 713-636-1601
E-mail: ray.cunningham@gdfsuezna.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.

**John F. Povilaitis
Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101-1357
Tel: 717-237-4825
Fax: 717-233-0852
E-mail: john.povilaitis@bipc.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 (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas 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 NGs.

MAIN CONTACT:

Julian Mithani, Counsel
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
Tel: (713) 636-1797
Fax: (713) 636-1601
E-mail: julian.mithani@gdfsuezna.com

ALTERNATE CONTACT:

Alicia Nieto, Account Services Director
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
Tel: (713) 636-1210
Fax: (713) 636-1601
E-mail: alicia.nieto@gdfsuezna.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

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

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

Provide a copy of the Applicant's filing with Pennsylvania's Department of State Pursuant to 54 Pa. C.S. §311. **See Attachment 1.**

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

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above. **See Attachment 1, Application for Registration as a Foreign LLC.**
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. **Delaware. See Attachment 2.**
- Give name and address of officers. **See Attachment 3.**

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.

**GDF SUEZ Energy Resources NA, Inc. ("GSERNA")
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056**

GDF SUEZ Energy North America, Inc. ("GSENA")
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056

Applicant Think Energy, an Electric Generation Supplier ("EGS"), was formed in 2011 to provide retail electric service to the residential and small commercial markets and currently operates as an EGS in 11 states as well as the District of Columbia: Pennsylvania, Connecticut, Massachusetts, Delaware, Illinois, Texas, New York, New Jersey, Maryland, Maine, and Ohio. As of September 30, 2015, Applicant was serving 52,643 accounts, comprising of 42,711 residential accounts and 9,932 commercial accounts in the above-referenced states.

Applicant's parent company and sole managing member is GSERNA, which is owned by a holding company, GSENA. GSERNA and GSENA are not jurisdictional public utilities. Applicant does not have any affiliates that are currently applying to do business in Pennsylvania.

GSERNA is a retail energy affiliate and does business in Pennsylvania as a licensed EGS serving medium and large commercial and industrial customers, at Docket No. A-110156, license issued 7/18/2002 and amended 5/2/2005, 9/18/2009 and 8/26/2011. GSERNA is also a licensed competitive retail electric supplier that serves over 5,000 businesses and 80,000 accounts in the United States in Pennsylvania, Connecticut, Massachusetts, Delaware, Illinois, Texas, New York, New Jersey, Maryland, Maine, Ohio, and the District of Columbia.

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

None.

4. OPERATIONS

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

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

- The Applicant is presently doing business in Pennsylvania as a

- natural gas interstate pipeline
- municipality providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- a broker/marketer engaged in the business of supplying natural gas services

Other. (Identify the nature of service being rendered)

Applicant is currently doing business in Pennsylvania as a retail EGS serving residential and small commercial customers, at Docket No. A-2011-2268361, license issued 12/16/2011 and amended 10/31/2013.

or

The Applicant is not presently doing business in Pennsylvania.

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

- Supplier or Aggregator of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
 - Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

c. **PROPOSED SERVICES:** Describe in detail the natural gas supply services which the Applicant proposes to offer.

Think Energy will initially market to and sell natural gas supply services in the competitive retail residential and small commercial markets in Pennsylvania, in the following natural gas distribution company service territories: Columbia Gas of Pennsylvania, Inc., National Fuel Gas Distribution Corp., Peoples Natural Gas – Equitable Division, The Peoples Natural Gas Company, and Peoples TWP LLC. Think Energy will offer a variety of natural gas supply products to customers including fixed-price products and index-based products.

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

- | | |
|--|---|
| <input checked="" type="checkbox"/> Columbia | <input type="checkbox"/> Philadelphia Gas Works |
| <input checked="" type="checkbox"/> National Fuel Gas | <input type="checkbox"/> UGI Central Penn |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Penn natural |
| <input checked="" type="checkbox"/> Peoples Gas – Equitable Div. | <input type="checkbox"/> UGI Utilities |
| <input checked="" type="checkbox"/> Peoples Natural Gas | <input type="checkbox"/> Valley Energy |
| <input checked="" type="checkbox"/> Peoples TWP | <input type="checkbox"/> All of the above |

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

- Residential Customers
- Small Commercial Customers - (Less than 6,000 Mcf annually)
- Residential and Small Commercial as Mixed Meter **ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)**
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe):

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

February 1, 2016

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.

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.

Applicant has no proceedings to list.

- 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.

See Attachment 4.

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

See Attachment 4.

6. PROOF OF SERVICE

***Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(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

Bureau of Investigation & Enforcement
 Pennsylvania Public Utility Commission
 Commonwealth Keystone Building
 400 North Street, 2 West
 Harrisburg, PA 17120

b.) **NGDCs:** 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 Natural Gas 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 NGDC is as follows.

<p>Columbia Gas of PA, Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 theckathorn@nisource.com</p>	
<p>Peoples Natural Gas – Equitable Division Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>
<p>The Peoples Natural Gas Company Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com</p>	<p>Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com</p>
<p>UGI Central Penn David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>	<p>UGI David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>
<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bobc@ctenterprises.org</p>	<p>UGI Penn Natural David Lahoff 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com</p>

7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require.

See Attachment 5 for the bond letter from Columbia Gas of Pennsylvania, Inc. and the joint bond letter for Peoples Natural Gas Company LLC, Peoples TWP LLC, and Peoples Natural Gas LLC-Equitable Division. The bond letter from National Fuel Gas Distribution Corporation, the fifth NGDC for which Applicant proposes to provide service, will be submitted to the Commission in a supplemental filing as soon as possible.

- 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. **See Attachment 6.**
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient).

Applicant is a wholly-owned sole member-managed subsidiary of GSERNA, which is a wholly-owned subsidiary of GSENA. See the Experian Credit Reports of GSERNA and GSENA at Attachment 7. CONFIDENTIAL

- Applicant's accounting statements, including balance sheet and income statements for the past two years. **See Attachment 8. 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.
Applicant is not rated by any credit agencies.
- 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. **See Attachment 9. CONFIDENTIAL**
- Audited financial statements exhibiting accounts over a minimum two year period.
See Attachment 10. CONFIDENTIAL
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

- 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.

To the extent that Applicant's revenues are insufficient to fund its operations, it will be funded by intercompany loans with its parent companies. See Attachment 11. CONFIDENTIAL

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

N/A

- 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.

Latonia Cooper, Accounting Manager
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
Tel: 713-636-1768
Fax: 713-636-1601
E-mail: latonia.cooper@gdfsuezna.com

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

See Appendix D.

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

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

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by natural gas distribution companies 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 natural gas industry. **Applicant will be acquiring through existing staff, inter-corporate exchanges and newly acquired staff, sufficient expertise in all the traditional competitive supply back office functions, gas supply, customer billing and service, legal and government relations functions in order to provide excellent service to its retail gas customers.**
 - Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions. **Applicant has a pending natural gas supplier application in Ohio.**
 - Type of customers and number of customers Applicant currently serves in other jurisdictions. **Applicant's direct parent company, GSERNA, provides retail electric services to over 5,000 businesses and 80,000 accounts in the United States in Pennsylvania, Connecticut, Massachusetts, Delaware, Illinois, Texas, New York, New Jersey, Maryland, Maine, Ohio, and the District of Columbia. As of September 30, 2015, Applicant was serving 52,643 accounts, comprising of 42,711 residential accounts and 9,932 commercial accounts in the above-referenced states.**
 - Staffing structure and numbers as well as employee training commitments. **See Attachment 12 for staffing structure. Applicant will provide training manuals, approved marketing scripts to its employees, contractors and subcontractors, and will strictly enforce its standards and policies.**
 - Business plans for operations within the Commonwealth. **Applicant will be pursuing competitive retail natural sales to residential, small commercial, large commercial, industrial, and governmental customers in multiple natural gas distribution company service territories through a variety of sales channels. Initially, products offered will be at fixed rates but Applicant will expand product offerings as feasible and appropriate.**

- Any other information appropriate to ensure the technical capabilities of the Applicant.

The depth of knowledge and experience of shared staff in the retail electric competitive market will be very useful as Think Energy expands into the retail natural gas competitive market.

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

- Internal – Applicant will use its own internal resources/employees for marketing
- External NGS – Applicant will contract with a **PUC LICENSED NGS**
- Affiliate – Applicant will use a **NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**
- External Third-Party – Applicant will contract with a **NON-NGS third party nontraditional marketer and/or non-selling marketer**
- Other (Describe):

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

- Yes **(small commercial customers only)**
- No

If yes, will the Applicant be using verification procedures?

- Yes
- No

If yes, describe the Applicant's verification procedures.

Applicant intends to use door-to-door sales agents for small commercial customers only (i.e. not residential). Such sales will be verified using a Third Party Verification (TPV) process that includes a recorded, scripted phone call by an independent TPV vendor. The TPV vendor will verify contract/product terms and customer agreement directly with the customer. Applicant will not enroll the customer for service until the TPV is successfully completed.

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.

Applicant will require its employees and subcontractors to comply with applicable laws and regulations, including those relating to ethical sales and marketing practices, disclosure, customer protection and customer complaints. Applicant will also provide its employees and subcontractors with marketing scripts and training regarding such practices, and will strictly enforce compliance.

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

See Attachment 13.

9. DISCLOSURE STATEMENT:

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

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

- Natural gas 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.

See Appendix E for Applicant's proposed disclosure statement.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **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 § 62.114.

X AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:

- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

X AGREED

- c. **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. § 2208(d). Transferee will be required to file the appropriate licensing application.

X AGREED

- d. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

X ACKNOWLEDGED

e. **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 § 62.105.

AGREED

f. **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.

AGREED

g. **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 thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

h. **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.

AGREED

i. **FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.**

FILING FEE WILL BE PAID ELECTRONICALLY

11. AFFIDAVITS

(All affidavits must be notarized before filing.)

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 Appendix A.**

b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B. **See Appendix B.**

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

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 Natural Gas Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each NGDC. 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. **See Attachment 14 for Proofs of Publication.**

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
Equitable Gas	X			X			
National Fuel Gas				X			
PECO			X				
Peoples Natural Gas	X			X			X
Peoples TWP LLC				X			
Philadelphia Gas Works			X				
UGI		X	X		X		
UGI Central Penn	X	X	X	X	X	X	X
UGI Penn Natural		X			X	X	
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices F and G)

13. SIGNATURE

Applicant: **GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy**

By:  _____
John Henderson



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 is complete.

Applicant: GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Applicant's Use	Signature	PUC Secretary's Bureau Use
	Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER)	
	Application Affidavit	
	Operations Affidavit	
	Proof of Publication	
	Tax Certification Statement	
	Commonwealth Department of State Verification	
	Certificate of Service	

Appendix A

APPLICATION AFFIDAVIT

State of TEXAS :

: ss.

County of Harris :

JOHN HENDERSON, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the SENIOR VICE PRESIDENT (Office of Affiant) of GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy (Name of Applicant);]

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

That the Applicant herein, GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an natural gas supplier pursuant to 66 Pa. C.S. § 2208 (c)(1).

That the Applicant herein, GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein, GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, 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, GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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

Signature of Affiant

Sworn and subscribed before me this 26th day of October, 2015.

Signature of official administering oath



My commission expires 05/18/2018

Appendix B

OPERATIONS AFFIDAVIT

State of Texas :
 :
 : ss.
County of Harris :

JOHN HENDERSON, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the SENIOR VICE PRESIDENT (Office of Affiant) of GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy (Name of Applicant);

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

That GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, 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 GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of 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 natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

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

That GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506 and the standards and billing practices of 52 PA. Code Chapter 56.

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

Appendix B (Continued)

That the facts above set forth are true and correct/true and correct to the best of his knowledge, information, and belief.

John C. Henderson Ar
Signature of Affiant: JOHN HENDERSON

Sworn and subscribed before me this 26th day of October, 2015.



Marsha Frost Griffin
Signature of official administering oath

My commission expires 05/18/2018.

Appendix C

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Example CERTIFICATE OF SERVICE

On this the ____ day of _____ 20__, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as a Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, 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
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
Columbia Gas of PA, Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 theckathorn@nisource.com	Bureau of Investigation & Enforcement Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street, 2 West Harrisburg, PA 17120
Peoples Natural Gas – Equitable Division Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com	National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com
The Peoples Natural Gas Company Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com	PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com
Peoples TWP LLC (Formerly T. W. Phillips) Lynda Petrichevich 225 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 e-mail: Lynda.w.petrichevich@peoples-gas.com	Philadelphia Gas Works Nicholas LaPergola 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6278 email: nicholas.lapergola@pgworks.com
UGI Central Penn David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com	UGI David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com

Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: bobc@ctenterprises.org	UGI Penn Natural David Lahoff 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3520 Email: dlahoff@ugi.com
--	--

John Doe, President ABC Corp.

Appendix E

Disclosure Statement for Natural Gas Supply Service

This is a Disclosure Statement (together with the attached Additional Terms and Conditions and any applicable Contract Summary, the "Contract") for natural gas supply service, between GDF SUEZ Retail Energy Solutions, LLC d/b/a "Think Energy" ("Think Energy") and [customer's name and full address] with Utility Account Number [Utility Account Number]. This Disclosure Statement, together with the attached Additional Terms and Conditions, make up your agreement for natural gas supply service with Think Energy.

Background

- We are licensed by the Pennsylvania Public Utility Commission ("PUC") to offer and supply natural gas services in Pennsylvania, and we are not representing or acting on behalf of the natural gas distribution company responsible for the service territory where you reside ("Natural Gas Distribution Company" or "NGDC"). Our PUC license number is A-2015-_____.
- This Contract sets the commodity prices and charges that you pay for gas supply. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- You will receive a single bill from [billing agent name] that will contain both [distribution utility name] charges and Think Energy charges.

Right of Rescission

You may cancel this agreement at any time before midnight of the third business day after receiving this Disclosure Statement. To cancel, contact Think Energy by telephone, in writing, or via email using the contact information provided in Section 6 of this Disclosure Statement.

Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Commodity Charges – Charges for basic natural gas supply service, which is sold by volume.

Terms of Service

1. Basic Service Prices

You will pay a fixed rate of [Rate] per (Mcf/Dth/ccf) for the commodity of natural gas which includes estimated total state taxes, including gross receipts tax, but excluding applicable state and local sales taxes.

2. Length of Agreement

You will buy your natural gas commodity for the above street address from Think Energy beginning on a date following [date] which is set by your Natural Gas Distribution Company (NGDC) and will continue for [Term] months.

3. Termination Provisions; PENALTIES, FEES AND EXCEPTIONS

Think Energy may terminate this Contract for any non-payment or any other breach of this Contract upon 30 days' prior written notice to you of such termination. If you fail to cure such non-payment or breach within the 30-day notice period, we may terminate the Contract even if you subsequently cure the non-payment or breach after such period has expired. Think Energy may also terminate this Contract upon 30 days' prior written notice to you due to a change in law or other act beyond our reasonable control or if we are no longer able to serve you. In addition, we reserve the right to reject your enrollment or terminate this Contract if: (1) you move within or outside of the NGDC's service territory or you fail to remain a NGDC distribution customer throughout the term under the applicable residential natural gas rate class; (2) you fail to be eligible for NGDC consolidated billing throughout the term; (3) you rescind your authorization for release of information provided in the "Privacy and Information Release Authorization" section of the Additional Terms and Conditions; or (4) you provide any false, inaccurate or misleading information to Think Energy or the NGDC.

Upon any termination of this Contract, you will return to receiving provider of last resort service from the NGDC unless you have selected another natural gas supplier. The effective date of any termination will be the next applicable meter read date after expiration of the required notice period. Upon any termination, you will remain responsible for all obligations, including payment for natural gas commodity and related costs and charges incurred under this Contract prior to the effective date of termination.

4. Renewal Provision/Agreement Expiration/Change in Terms

This Contract will automatically renew as provided in this Section 4. In order to cancel before an automatic renewal of this Contract, please notify us as described in this Section 4.

If you have a fixed term agreement with us that is longer than 3 months and it is approaching the expiration date, we will send you advance written notices at about 90 days and 60 days before the expiration date. If we propose to change our terms of service in any type of agreement, we will send you advance written notices at about 90 days and 60 days before the effective date of the change. If we are billing you directly for our services, then we will provide the notices as a bill message, a bill insert, or in a separate corresponding mailing. If the NGDC is billing our charges for us, then we will provide the notices in separate corresponding mailings. We will explain your options to you in these two advance notifications.

Unless you notify us that you do not want to renew this Contract in writing or by phone or email using the information in Section 6 below, no later than 30 days after the date you receive the second written notification, you will be deemed to have agreed to renew this Contract on the terms and conditions set forth in the second notice. You may, however, terminate the Contract during any renewal period at any time without incurring a cancellation fee, at which time you may choose a different product from Think Energy or return to receiving provider of last resort service from the NGDC unless you have selected another natural gas supplier.

5. Dispute Procedures

Contact us with any questions concerning this Contract. You may call the PUC using the information in Section 6 if you are not satisfied after discussing your terms with us.

6. Contact Information

Supplier Name: GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
 Address: PO Box 27004
 Lehigh Valley, PA 18002-7004
 Phone Number: 1 (866) 252-0078
 Internet Address: www.mythinkenergy.com

Email: customercare@mythinkenergy.com

Distribution Company Name: *[NGDC Name]*
[NGDC Contact Information, e.g. address, telephone, email]

Provider of Last Resort Name: *[POLR Name]*
 Address: *[POLR Address]*

Phone Number: *[POLR Phone Number]*

Public Utility Commission (PUC)
 Address: P.O. Box 3265 Harrisburg, PA 17105-3265
 Natural Gas Competition Hotline Number: 1 (888) 782-3228

Universal Service Program Name: *[Universal Service Program Name]*
 Phone Number: *[Universal Service Program Phone Number]*

Appendix F
EXAMPLE FORM OF NOTICE FOR NGS ONLY

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

*Application of **GDF SUEZ Retail Energy Solutions, LLC** (d/b/a "**Think Energy**") For Approval To Offer, Render, or Furnish Natural Gas Services as a **Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.***

Think Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. **Think Energy** proposes to sell natural gas and related services in the natural gas distribution company service territories of Columbia Gas of Pennsylvania, Inc., National Fuel Gas Distribution Corp., Peoples Natural Gas – Equitable Division, The Peoples Natural Gas Company, and Peoples TWP LLC within the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel: John F. Povilaitis
GDF SUEZ Retail Energy Solutions, LLC
d/b/a Think Energy
c/o Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101
717 237 4825
john.povilaitis@bipc.com

Appendix G
EXAMPLE FORM OF NOTICE FOR COMBINED EGS AND NGS

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

NOTICE

*Applications of **Company Name** (d/b/a "**Trade Name**") 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.*

Company Name will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as (1) a supplier of natural gas, and (2) a broker/marketer engaged in the business of providing natural gas services. **Company Name** will also be filing an application with the 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, natural gas, and related services [LIST NGDCSs AND EDCS HERE] under the provisions of the new 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 **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

Appendix H

Electronic Data Interchange and Internet Requirements

Any NGS suppliers and/or broker/marketers that wish to use the Electronic Data Interchange (EDI), in the NGDCs where its available, must meet the EDI certification requirements of the NGDC. Certification is a testing process using the Commission approved Internet protocol. To initiate this process, the NGS is encouraged to contact the NGDC 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. NGDC requirements of new suppliers may be found on the respective NGDC 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 NGS may choose to participate in the EDEWG by contacting the following:

PA EDEWG EDI Contacts

Entity Name	Contact Name	Telephone	Email	Preference
PA PUC	Jeff McCracken	717-783-6163	jmccracken@pa.gov	Email
PA PUC	Lee Yalcin	717-787-6723	lyalcin@pa.gov	Email
PA EDEWG LDC Co-Chair	Sue Scheetz	610-774-3616	smscheetz@pplweb.com	Email
PA EDEWG ESP Co-Chair	Christine Hughey	713-401-2296	christine.hughey@constellation.com	Email
PA EDEWG Secretary & Regional EDI Change Control Manager	Brandon Siegel	412-817-8004	brandon.siegel@intelometry.com	Email

PA NGDC EDI Contacts

Company Name	Contact Name	Telephone	Email	Preference
PGW	Sherri Pennington	215-684-6588	Sherri.Pennington@pgworks.com	Email
UGI Utilities Inc.	EDI Technical Support		edi@ugi.com	Email
UGI Utilities Inc.	David Lahoff	610-796-3520	dlahoff@ugi.com	email

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

**GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
Pennsylvania Gas License Application**

<u>ATTACHMENT</u>	<u>DESCRIPTION</u>
Attachment 1	Proof of compliance with Pennsylvania Department of State filing requirements
Attachment 2	Applicant's LLC State of Delaware filing documentation
Attachment 3	Names and Address of Applicant's Officers
Attachment 4	Summary of Customer/Regulatory/Prosecutory Actions
Attachment 5	Bond Letters from Natural Gas Distribution Companies
Attachment 6	Applicant's Organizational Structure
Attachment 7	<u>CONFIDENTIAL</u> – Credit Reports
Attachment 8	<u>CONFIDENTIAL</u> – Audited Consolidated Financial Statements
Attachment 9	<u>CONFIDENTIAL</u> – General Liability Insurance Information
Attachment 10	<u>CONFIDENTIAL</u> – Audited Financial Statements
Attachment 11	<u>CONFIDENTIAL</u> – Secretary's Certificate
Attachment 12	Staffing Structure and Resumes of Shared Operational Staff
Attachment 13	Resumes/Biographies of Applicant's Chief Officers
Attachment 14	Proofs of Publication for five newspapers covering proposed service territories

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 1

Copies of Application for Registration of
Fictitious Name and Application for Registration
as a Foreign Limited Liability Company

Ref. Application Sections 2.a. and 2.b.

Entity #: 4050080
Date Filed: 08/15/2011
Carol Aichele
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

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

Name	PENNCORP SERVICEGROUP, INC.		
Address	600 NORTH SECOND STREET		
	PO BOX 1210	15111	
City	State	Zip Code	
	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)



T1122960021

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: Think Energy

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: Sale of Retail Energy

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):
1990 Post Oak Blvd, Ste. 1900, Houston, Texas 77056 USA
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

2011 AUG 15 AM 10: 08
PA DEPT OF STATE

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

GDF Suez Retail Energy Solutions, Inc.	Corporation	Delaware
Name	Form of Organization	Organizing Jurisdiction
1990 Post Oak Blvd., Ste. 1900, Houston, TX 77056		
Principal Office Address		
Capitol Corporate Services, Inc. - 600 N 2nd St, Harrisburg, PA 17108, Dauphin County		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

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

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

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

10th day of August, 2011.

Individual Signature	Individual Signature
Individual Signature	Individual Signature
GDF Suez Retail Energy Solutions, LLC	Entity Name
<i>[Signature]</i>	Signature
Vice President, Genl. Counsel + Secretary	Title

Entity #: 4030189
Date Filed: 05/04/2011
Carol Aichele
Secretary of the Commonwealth

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)

PENNCORP SERVICEGROUP, INC.
600 NORTH SECOND STREET
PO BOX 1210 12821
HARRISBURG, PA 17108-1210

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 to be registered is:
GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC

2. (If the name set forth in paragraph 1 is not available for use in this Commonwealth, complete the following):

The name under which the limited liability company/limited liability partnership/limited partnership proposes to register as a business in this Commonwealth is:

GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC

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

Jurisdiction: DELAWARE Date of Formation: 4/18/2011

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
Capitol Corporate Services, Inc. Dauphin

2011 MAY -4 AM 10: 11

PA DEPT OF STATE

2011 MAY -9 PM 4: 15

PA DEPT OF STATE

5. Check and complete one of the following:

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

Number and street City State Zip

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

1990 POST OAK BLVD., STE. 1900, HOUSTON, TEXAS 77056

Number and street City State Zip

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

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

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

Name Business Address

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

Number and street City State Zip County

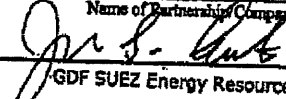
The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

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

28 day of APRIL 2011

GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC

Name of Partnership/Company



GDF SUEZ Energy Resources NA, Inc.

Secretary of Managing Member

Title

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 2

Copies of Certificate of Formation, Certificate of
Amendment and Good Standing Certificate

Ref. Application Section 2.b.

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 FORMATION OF "GDF SUEZ ENERGY SOLUTIONS, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 2011, AT 11:51 O'CLOCK A.M.



4970172 8100

110424850

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

A handwritten signature in black ink, appearing to read "J. Bullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8700231

DATE: 04-18-11


State of Delaware
Secretary of State
Division of Corporations
Delivered 11:54 AM 04/18/2011
FILED 11:51 AM 04/18/2011
SRV 110424850 - 4970172 FILE

CERTIFICATE OF FORMATION
OF
GDF SUEZ ENERGY SOLUTIONS, LLC

1. The name of the limited liability company is GDF SUEZ Energy Solutions, LLC.
2. The address of its registered office in the State of Delaware is 815 South Dupont Highway, in the City of Dover, County of Kent. The name of its registered agent at such address is Capitol Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of GDF SUEZ Energy Solutions, LLC this 15th day of April, 2011.

GDF SUEZ ENERGY RESOURCES NA, INC.


By: _____
Authorized Person
Name: Jason Austin, Vice President

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 "GDF SUEZ ENERGY SOLUTIONS, LLC", CHANGING ITS NAME FROM "GDF SUEZ ENERGY SOLUTIONS, LLC" TO "GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2011, AT 7:24 O'CLOCK P.M.



4970172 8100

110458301

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

A handwritten signature in black ink, appearing to read "J. Bullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8719331

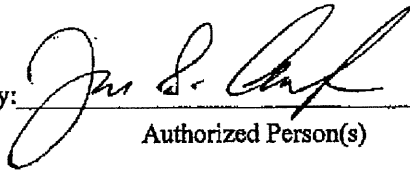
DATE: 04-27-11

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
GDF SUEZ Energy Solutions, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

1. The name of the limited liability company is GDF SUEZ Retail Energy Solutions, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 26th day of April, A.D. 2011.

By:  _____
Authorized Person(s)

Name: Jason Austin
Print or Type

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF APRIL, A.D. 2011.

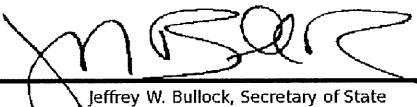
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9167885

DATE: 11-18-11

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
Pennsylvania Gas License Application

Attachment 3

Names and Address of Applicant's Officers

Ref. Application Section 2.b.



**OFFICERS & DIRECTORS OF
GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC d/b/a THINK ENERGY**

Sam Henry

President & CEO
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: sam.henry@gdfsuezna.com

John Henderson

Senior Vice President, Small Customer Business
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: john.henderson@gdfsuezna.com

Patrick Gaussent

Vice President, CFO & Treasurer
1990 Post Oak Blvd, Suite 1900
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F: 713-636-1601
Email: patrick.gaussent@gdfsuezna.com

Ray Cunningham

Vice President, Assistant General Counsel & Secretary
1990 Post Oak Blvd, Suite 1900
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Brenda Bayer

Vice President & Assistant Treasurer
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: brenda.bayer@gdfsuezna.com

Graham Leith

Vice President, Sales
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: graham.leith@gdfsuezna.com

J.D. Burrows

Vice President, Marketing
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T: 713-636-0000
F: 713-636-1601
Email: jd.burrows@gdfsuezna.com

Vikram Kulkarni

Vice President, Solar
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Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: vikram.kulkarni@gdfsuezna.com

William ("Bill") Jordan

Vice President, Supply
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056
T: 713-636-1622
F: 713-636-1601
Email: bill.jordan@gdfsuezna.com

H. Joon Chun

Vice President, Operations
1990 Post Oak Blvd, Suite 1900
Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: joon.chun@gdfsuezna.com

Douglas Stein

Vice President & Controller, Business Control
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Houston, TX 77056
T: 713-636-0000
F: 713-636-1601
Email: douglas.stein@gdfsuezna.com

Rachel W. Kilpatrick

Vice President

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F: 713-636-1601

Email: rachel.kilpatrick@gdfsuezna.com

Zin Smati

Vice President

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F: 713-636-1601

Email: Zin.smati@gdfsuezna.com

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 4

Summary of Customer/Regulatory/Prosecutory Actions

Ref. Application Sections 5.c. and 5.d.

FORMAL COMPLAINTS

Applicant:

**GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
("Think Energy" or "Applicant"):**

Customer	Jurisdiction	Date Filed	Docket #	Nature of Complaint	Final Resolution Date
Eric Alamo	PA PUC	01/15/2015	C-2015-2462452	Slamming allegation from a SOP Customer intended to file against utility, but erroneously filed against Applicant. A Certificate of Satisfaction was filed on 2/2/2015 resolving the case.	02/02/2015
William R. Cook d/b/a Dairy Queen	PA PUC	09/03/2015	C-2015-2501743	Think Energy enrolled the customer for July 2015 instead of July 2016 due to a system error. The customer notified Think Energy. We immediately requested copies of the ETF bills in order to issue a refund and make the customer whole. Think Energy has processed the refund request for both ETFs totaling \$2000.00. The customer has received the check via FedEx as of 9/16/2015. A Certificate of Satisfaction was filed on 9/17/2015 resolving the case.	09/17/2015

Affiliate:

GDF Suez Energy Resources NA, Inc. ("GSERNA") – affiliate of Applicant:

Customer	Jurisdiction	Date Filed	Docket #	Nature of Complaint / Status	Final Resolution Date
Carter Chevrolet Co Inc.	CT PURA	03/11/2014	N/A	Customer entered into a 3-year fixed price contract with GSERNA. The contract specified 3 options at the end of the 3-year term: 1) execute a new agreement with GSERNA; 2) transfer service to another supplier; or 3) provide a written request to transfer service back to the default service provider. If the customer does not exercise one of the options, the contract stated that GSERNA may continue serving the customer at the real time index rate posted by the ISO, plus a specified adder. The customer did not elect one of the 3 options. GSERNA continued serving the customer at the index rate allowed by the contract.	N/A. CT PURA did not formally close the matter, but it did not pursue any further action against GSERNA either.
Esplanade Hilltop LLC	CT PURA	09/29/2014	N/A	Customer entered into a 10 month fixed price contract with GSERNA. The contract specified 3 options at the end of the 10 month term: 1) execute a new agreement with GSERNA; 2) transfer service to another supplier; or 3) provide a written request to transfer to a default service provider. If the customer does not exercise one of the options, the contract stated that GSERNA may continue serving the customer at the real time index rate posed by the ISO, plus a specified adder. GSERNA continued serving the customer at the index rate allowed by the contract. Thereafter,	N/A. CT PURA did not formally close the matter, but it did not pursue further action against GSERNA either.

Customer	Jurisdiction	Date Filed	Docket #	Nature of Complaint / Status	Final Resolution Date
				<p>customers' consumption and the ISO's real time prices increased significantly due to extremely cold weather. Customer then refused to pay its bill. GSERNA offered to waive all margin, and settle for actual out-of-pocket costs over time. Customer rejected these offers, which has resulted in litigation, attorney's fees and additional costs. Customer then tried to avail itself through CT PURA'S complaint process. Customer has not asserted any violation of CT rules or regulations, and no violation has occurred. This is a simple debt collection matter for failure to pay outstanding monies due and owing by customer.</p>	

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
Pennsylvania Gas License Application

Attachment 5

Bond Letters from Natural Gas Distribution Companies for which
Applicant Proposes to Provide Service indicated in Section 4.d.

Ref. Application Section 7.a.

October 22, 2015

Ray Cunningham
Vice President and Assit. General Counsel
GDF SUEZ Retail Energy Solutions,LLC dba Think Energy
1990 Post Oak Blvd. Suite 1900
Houston, TX 77056

Dear Ray Cunningham:


We are pleased that GDF SUEZ Retail Energy Solutions,LLC dba Think Energy has applied for a license to provide Natural Gas Supply Service on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, GDF SUEZ Retail Energy Solutions,LLC dba Think Energy could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. We have determined at this time that GDF SUEZ Retail Energy Solutions,LLC dba Think Energy has met the financial security requirement to provide Natural Gas Supply Service to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to GDF SUEZ Retail Energy Solutions,LLC dba Think Energy changes in the future, Columbia Gas might deem it appropriate to require GDF SUEZ Retail Energy Solutions,LLC dba Think Energy to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-6841 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,



Debbie Vair
Manager of Gas Transportation Service and Nominations



PEOPLES NATURAL GAS



PEOPLES TWP

225 North Shore Drive
Pittsburgh, PA 15212

Lynda W. Petrichevich
Director, Rates and Requirements Forecasting

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

October 1, 2015

Ray Cunningham
Vice President and Assistant General Counsel
GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
1990 Post Oak Blvd., Suite 1900
Houston, TX 77056

Dear Mr. Cunningham:

We are pleased that GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy has applied for a license to provide natural gas services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, Peoples TWP, and Peoples Natural Gas LLC – Equitable Division (“the Companies”).

Since GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy is not currently operating a Pool on the Peoples systems, we have determined at this time that GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy does not need a bond or other financial security requirement to provide these services to the Company’s customers.

If a Pool is established which alters the creditworthiness requirement or the Company’s exposure to GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy provision of services on the Peoples’ system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

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

Sincerely,

Lynda W. Petrichevich
Director – Rates and Requirements Forecasting
Peoples Natural Gas Company LLC

Cc: Steven Kolich
Carol Miller

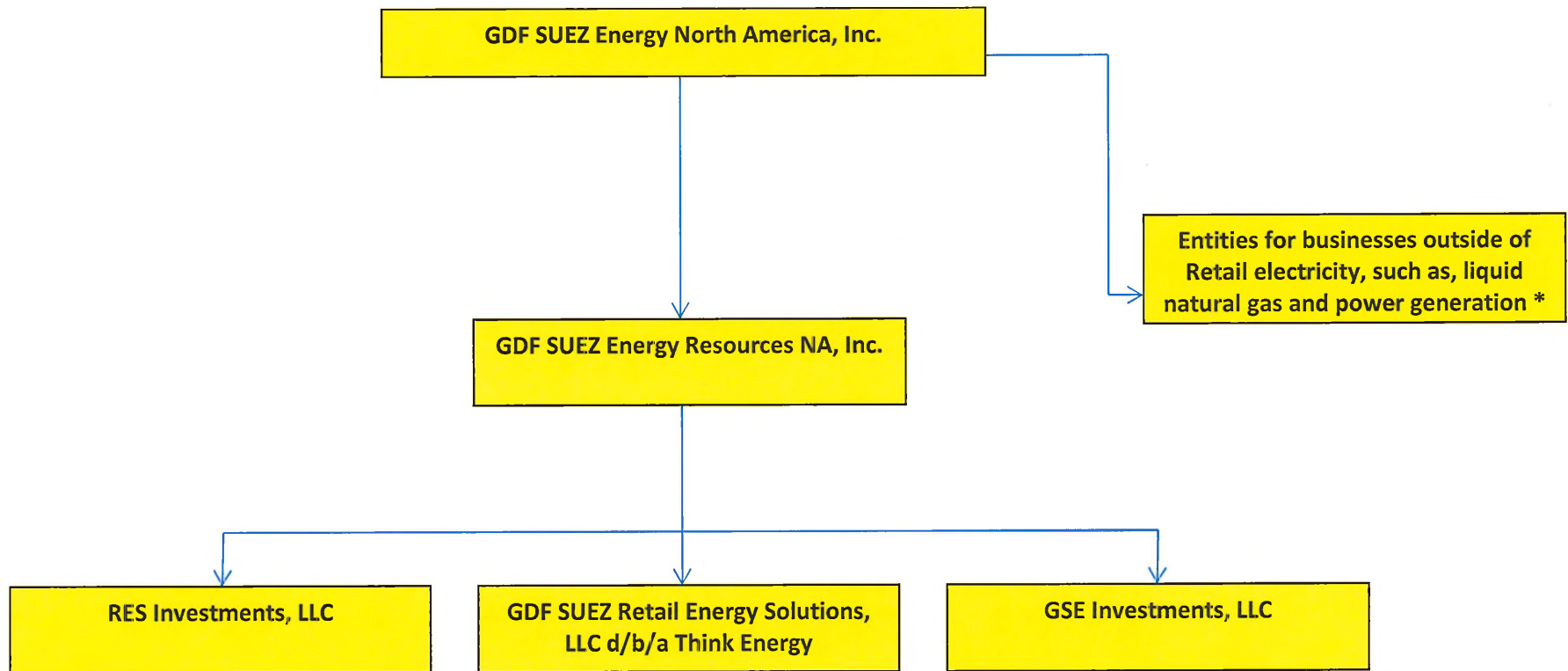
GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
Pennsylvania Gas License Application

Attachment 6

Applicant's Organizational Structure

Ref. Application Section 7.b.

GDF SUEZ Energy North America, Inc.
Organizational Chart – September 2015



*This represents our general North America structure. Only GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy will be a natural gas supplier.

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 7

Credit Reports

**FILED SEPARATELY UNDER SEAL
OF CONFIDENTIALITY**

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 8

Audited Consolidated Financial Statements

**FILED SEPARATELY UNDER SEAL
OF CONFIDENTIALITY**

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 9

General Liability Insurance Information

**FILED SEPARATELY UNDER SEAL
OF CONFIDENTIALITY**

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 10

Audited Financial Statements

**FILED SEPARATELY UNDER SEAL
OF CONFIDENTIALITY**

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy
Pennsylvania Gas License Application

Attachment 11

Secretary's Certificate

**FILED SEPARATELY UNDER SEAL
OF CONFIDENTIALITY**

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 12

Staffing Structure and
Resumes of Shared Operational Staff

Ref. Application Section 8.a.

STAFFING STRUCTURE

Applicant will use a contract vendor as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation, and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services and customer management.

Applicant will maintain an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the contract vendor's account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions, including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applications, back-office applications, and system integration; and (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements.

Applicant will offer e-services and after-hour services for 24/7 availability to customers.

Applicant will use Energy Services Group for support of EDI, XML and other data translation, transmission, auditing, archiving, business rule validation, exception identification and resolution, transaction management services, market portal, and data exchange.

Technical Qualifications

1. William (“Bill”) Jordan

Job Title: Vice President, Supply

Company: GDF Suez Energy Resources NA, Inc.

Relevant occupational experience:

- Approximately 20 years of experience managing Retail and Generation Portfolios.
- 2015: GSERNA - Vice President, Supply: responsible for Pricing and Portfolio management of retail load obligations for North America, including load forecasting and analytics.
- 2008-2014: GSEMNA – Director, Portfolio Management: overall gross margin P&L responsibility for GDF Suez’s generation portfolio within ERCOT. Direct all commercial operations of portfolio, including budget year term hedging, Day-Ahead and Real-Time optimization.
- 2003-2004: Centrica North America – Manager, Commercial Development.
- 2001-2003: Reliant Resources – Director, Retail Commodity Structuring.
- 1999-2003: Enron Energy Services – Manager, Commodity Risk Management.
- 1998-1999: Duke Solutions – Manager, Structured Transactions.
- 1997-1998: CSW Energy Services – Manager, Pricing.
- 1992-1997: CSW Energy Services – System Planning Engineer.

2. Michael Petrini

Job Title: Supply Manager

Company: GDF Suez Energy Resources NA, Inc.

Relevant occupational experience:

- 2010-2015: GSERNA - Small Commercial Senior Portfolio Manager for Portfolio Management - establish business processes, reports, and portfolio management strategy of GSERNA’s entry into the small customer market for PJM territory; Supplier Services – business development of wholesale energy supply solutions for retail electric providers in ERCOT, NYISO, NE-ISO, and PJM. Responsible for wholesale market operations, financial administration, and due diligence for potential clients.
- 2003-2010: Fulcrum Power Services – Senior Director: Retail Risk Management – risk advisory services for Fulcrum’s \$30MM per annum retail book in addition to seven (7) other retail providers with 150MW of combined load in ERCOT. Management of term contracts by wholesale product, full-

requirements pricing, mmbtu equivalency, credit monitoring, and mark-to-market value; Power Supply Procurement – managed day-ahead and term retail supply requirements of over 250MW of Fulcrum’s retail load in Texas with purchase authorization up to \$400,000 per trade day on dailies; Project Acquisition and Finance – evaluated and modeled over \$1.4 billion in power plant investment opportunities given the project’s existing contracts, operating characteristics, market environment, and new structure of hedged energy products to secure financing; Asset Management – Simple Cycle, Combined Cycle & Cogen – formulated daily trading and operational strategy for managed power assets in Texas (ERCOT) and power contract management in Mississippi (SERC). Bid, scheduled, and dispatched assets in real-time to optimize gross margin; Load Forecasting – developed and maintained methodology for retail load forecasting and reviewed accuracy of backcasts.

- 1999-2003: Dynegey Marketing and Trade – Senior Analyst: Strategic Assessment and Valuations – presented strategic recommendations regarding financial positions and physical power generation with respect to the market outlook for electric power in New York state (NYISO). Managed the reporting and effectiveness of cross-commodity hedging program; performed scenario shocks and modeled delta position in Risk Management system; Wholesale Risk Management – provide portfolio and valuation support regarding transfer valuations between Trading desks, validation of trades and price marks in Risk Management system, and end-of-day support to close and value power portfolios.

3. **Ken MacMahon**

Job Title: Director, Supply

Company: GDF Suez Energy Resources NA, Inc.

Relevant occupational experience:

- Mr. MacMahon has more than 14 years of experience working in deregulated electricity markets across the U.S. He currently directs the retail pricing and portfolio management activities for GSERNA in the PJM region. Mr. MacMahon received a BA from the University of Virginia, and his MBA from the University of Chicago. Mr. MacMahon directs a staff of five (5) individuals that handle all aspects of retail pricing, portfolio management and procurement.

4. **Andrew Elliott**

Job Title: Director, Supply & Portfolio Management

Company: GDF Suez Energy Marketing NA, Inc.

Relevant occupational experience:

- Mr. Elliott has more than 19 years of experience working within the natural gas and electricity markets across the U.S. He currently directs the retail portfolio management activities for GSERNA. Before joining GSERNA, Mr. Elliott held positions with Reliant Energy and Duke Energy where he worked in the roles of natural gas & power trading, origination/structured transactions and asset optimization. He received a BA from the University of Texas at Austin, and his MBA from University of Houston. Mr. Elliott maintains a staff of three (3) individuals that manage supply and supply analysis.

5. **Susan English**

Job Title: Manager of Commercial Operations

Company: GDF Suez Energy Marketing NA, Inc.

Relevant occupational experience:

- 2001-present: Over fourteen (14) years of experience with GSEMNA buying, selling, and scheduling power and energy in wholesale markets; Schedule PJM, ISONE and NYISO; Process all PJM and ISONE Demand Bids, Inc Offers, Dec Bids, ICAP, E-schedules; Model and test enhancements to power scheduling application ACES as well as the day-to-day functions imperative to keep the system current; Provide training to all ACES users; Oversee all ERCOT plant testing as well as submitting and updating all planned outages to ERCOT; Liaison between the marketing and retail groups; Power Scheduling; Back-up Scheduling for PJM, ISONE, NYISO, MISO, ERCOT and Entergy

6. **Paula Torres**

Job Title: Senior Power Scheduler

Company: GDF Suez Energy Marketing NA, Inc.

Relevant occupational experience:

- 2008-present: approximately seven (7) years of experience buying, selling and scheduling power and energy in all NERC wholesale markets.
- 2014-present: GSEMNA – Senior Power Scheduler: schedule PJM, MISO and NYISO; manage all user access and security clearances for PJM, MISO and NYISO; manage bids and offers for wholesale auctions in PJM and NYISO; back-up scheduler for PJM, ERCOT and ISO-NE.
- 2011-2013: JPMorgan Ventures Energy Corp – Mid Marketer and Originator: negotiate pricing between customers and trade desks for prompt month and long-term transactions; execute ISDAs, EEIs and NAESB agreements between JPMorgan and customers; price non-standard wholesale energy products for customers such as asset management services, options, tolling agreements, and PPAs.

- 2008-2011: JPMorgan Ventures Energy Corp – Scheduler: scheduled MID-C, Palo Verde, CAISO, create tags for energy delivery in non-ISO controlled regions; forecast and schedule power from wind farms, manage power delivery schedules to and from generation assets; plan and purchase transmission for delivery schedules.

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 13

Resumes/Biographies of
Applicant's Chief Officers

Ref. Application Section 8.e.

**CHIEF OFFICERS OF
GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC d/b/a THINK ENERGY**

Sam Henry

President & CEO
1990 Post Oak Blvd, Suite 1900
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John Henderson

Senior Vice President, Small Customer Business
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Email: vikram.kulkarni@gdfsuezna.com

William ("Bill") Jordan

Vice President, Supply
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H. Joon Chun

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F: 713-636-1601
Email: joon.chun@gdfsuezna.com

Douglas Stein

Vice President & Controller, Business Control
1990 Post Oak Blvd, Suite 1900
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T: 713-636-0000
F: 713-636-1601
Email: douglas.stein@gdfsuezna.com

SAM HENRY - President & CEO

Sam Henry is the President and CEO of GDF Suez Energy Resources NA, Inc. (GSERNA), one of the nation's leading energy providers serving commercial and industrial customers and a subsidiary of GDF Suez Energy North America (GSENA), active in the development, acquisition, and operation of electricity and cogeneration facilities, the marketing and sales of products and services, and the import and distribution of natural gas and LNG. Prior to joining GSERNA, from 2004 to 2012, Mr. Henry was the President and CEO of GDF Suez Energy Marketing, Inc., the trading and portfolio management operating group of GSENA. His responsibilities included all commercial activities surrounding power generation plants and the hedging of commodity price risks for the company in North America. **Mr. Henry has 35 years of experience in the energy industry**, mainly focused on asset and risk management. Prior to joining the GSENA group, Mr. Henry was Vice President of Risk Management at Edison Mission Energy, a company with 25,000 MW of generation in the United States, United Kingdom and Australia. Mr. Henry also served as Vice President of Trading and Risk management for Conoco's natural gas and gas liquids division, as well as its affiliated power marketer, Dupont Power Marketing. Mr. Henry also held positions at Chevron in the crude oil, gas liquids, and natural gas marketing sectors in Texas and New York. Mr. Henry is a member of the Global Association of Risk Professionals and has been a member of the New York Mercantile Exchange advisory committees on propane, natural gas, and electricity trading. He also serves on the Advisory Board of the Hankamer School of Business at Baylor University. Mr. Henry holds a bachelor's of science in environmental studies and a masters of business administration.

JOHN HENDERSON – Senior Vice President, Small Customer Business

Mr. Henderson joined GSERNA in October 2012 to focus on strategies for extending the company's commercial and industrial capabilities to the B2C market. Previously, Mr. Henderson served as Vice President, Central Portfolio Management focusing on compliance with the new Dodd-Frank financial reform regulations and hedging strategy and optimization of GSENA electricity, LNG and retail portfolio. Mr. Henderson has served in a broad range of commercial and operational executive roles including retail marketing and operations, COO of Mexico regulated gas distribution and co-generation, North America merchant generation management, and portfolio risk management. Prior to joining GSERNA, **Mr. Henderson held energy-related executive positions** at The New Power Company, a joint venture between Enron, AOL, GE and IBM **to serve residential natural gas** and electricity customers, and Enron in North America and the United Kingdom. Mr. Henderson began his career working in New York in investment banking prior to moving to Houston and focusing on natural gas and electricity. In total **Mr. Henderson has 25 years of experience focusing energy risk management and marketing**. Mr. Henderson holds a Bachelor of Science degree in Electrical Engineering and also Economics from Rice University (with highest distinction) and an MBA degree from The Standard Graduate School of Business. Mr. Henderson is a member of the Global Association of Risk Professionals and is actively involved in advancing competitive policy through numerous gas, electric and retail industry associations.

RAY CUNNINGHAM - Vice President, Assistant General Counsel & Secretary

Mr. Cunningham joined GSERNA in October 2012 as its Vice President & Assistant General Counsel where he is responsible for government affairs, regulatory compliance, corporate transactions, litigation, risk management, and all legal matters impacting the retail business. **Mr. Cunningham has over 25 years of experience in the energy industry** and was most recently Vice President & Assistant General Counsel of the wholesale gas and power business unit of GDF Suez Energy Marketing, NA (GSEMNA). Mr. Cunningham is a graduate of Texas Tech University and South Texas College of Law.

GRAHAM LEITH - Vice President, Sales

Mr. Leith joined GDF Suez Energy Resources NA, Inc. in May, 2014 as Vice President, Sales. He has over **20 years of experience in the energy industry, with 16 years in retail energy** in the areas of Sales, Marketing, Risk Management and Operations. Most recently, he held the positions of Chief Risk Officer and Vice President & General Manager, Commercial Energy Sales, at AEP Energy. Prior to AEP, Graham held senior positions with Direct Energy & British Gas (Centrica plc), Ontario Power Generation Inc., and Photowatt Solar, in Canada and the United Kingdom. Mr. Leith has also held various energy marketing and sales roles with PremStar Energy Inc., TransCanada Pipelines, Ltd., and Air Solutions, Inc., in Ontario, Canada. Graham holds a Master of Business Administration from the Schulich School of Business at York University in Toronto, Ontario, Canada and a Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Ontario, Canada.

J.D. BURROWS - Vice President, Marketing

Mr. Burrows is in charge of Retail Marketing at GDF SUEZ Energy Resources focusing on Commercial & Industrial customers. He **has been in the retail energy business for 20 years**, focusing on customer issues, and growing retail companies and developing new products & services. Mr. Burrows rejoined GSERNA in April 2013 as its Vice President of Marketing where he is responsible for lead generation, brand positioning, market analytics and pricing strategies. Prior to rejoining GSERNA, Mr. Burrows worked as the Vice President of Origination & Procurement for GSEMNA where he was responsible for wholesale origination of structured energy products; mid-marketing of energy, capacity, RECs; and procurement of natural gas, fuel oil, coal, transportation and rail capacity; and prior to that he was the Vice President of Strategy & Marketing for GSENA. Before joining GSERNA, Mr. Burrows held positions with Enron in structuring and risk management, and with Dynegy in Northeast market development. He started his career in energy with the Public Utility Commission of Texas, where he served as a witness and staff expert on rate design and fuel factors. Mr. Burrows earned a Bachelor of Science in economics from the University of Texas and a Master of Science in economics from Texas A&M University.

DOUGLAS STEIN – Vice President & Controller, Business Control

Mr. Stein is responsible for business operation and financial functions, including accounting, performance reporting, planning, settlements and credit. In addition, he heads up the customer billing, care and account management functions. Prior to GSERNA, **Mr. Stein** was a Director for GDF SUEZ Generation NA LLC (GSEGNA) and **has over 15 years of experience in the energy industry**. Mr. Stein began his career working with PricewaterhouseCoopers before joining GSEGNA. He is a certified public accountant and holds a Bachelor in Business Administration and Masters in Accounting from Trinity University.

VIKRAM KULKARNI – Vice President, Solar

Mr. Kulkarni joined GSERNA in June 2003 and is responsible for pricing, and portfolio risk management. **Mr. Kulkarni has more than 12 years of experience in the retail energy** space within operations, structuring and risk management functions. He was previously with TXU Energy and an associate with Enron Energy Services. Mr. Kulkarni holds a Bachelor of Science degree in Economics from the University of Wisconsin – Madison, and a Master of Science degree in Finance from Boston College.

WILLIAM (“BILL”) JORDAN – Vice President, Supply

Mr. Jordan joined GSERNA in March 2015 and is responsible for pricing, and portfolio risk management. He **has over 20 years of experience** and brings a broad background in energy marketing, portfolio management, wholesale generation and retail operations, valuation, risk management, and structuring to the role. He joined GDF Suez in 2004 and has held roles in retail operations and wholesale

marketing. Prior to GSERNA, he was Director, ERCOT Portfolio Management and responsible for all commercial operations of the ERCOT generation portfolio including budget year term hedging, and day-ahead and real-time optimization. During his career, he held various retail commodity structuring and risk management roles with Centrica, Reliant Resources, Enron, Duke, and Central & Southwest, including developing hedging strategies for retail load obligations and risk management of supply positions. He holds an electric engineering degree from Louisiana Tech.

H. JOON CHUN – Vice President, Operations

Mr. Chun joined GSERNA in December 2013 as Vice President, Operations and is responsible for sales support, transaction management, contract validation, process and systems management and information technology impacting the business unit. Mr. Chun joined GSENA in December 2002 as a Director of Retail IT and recently served as a Director of IT for Corporate applications. He **has over 20 years of experience** working for various oil & gas and retail energy companies within the information technology space. He started his career at ExxonMobil and progressed through various management roles within Shell, Dynegy and Reliant Energy. Mr. Chun holds a degree in Computer Engineering from Baylor University and a Masters in Electrical Engineering from the University of Houston.

GDF SUEZ Retail Energy Solutions, LLC d/b/a Think Energy

Pennsylvania Gas License Application

Attachment 14

Proofs of Publication for the Five Newspapers
of General Circulation Covering the
Proposed Service Areas Marked in Section 4.d.

Ref. Application Section 12.

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

BUCHANAN INGERSOLL & ROONEY PC
409 N SECOND ST SUITE 500
HARRISBURG PA 17101-1357

REFERENCE: 102944 162078
PUC Notice

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

PUBLISHED ON: 09/26/15

TOTAL COST: \$409.00 AD SPACE: 0 Lines

FILED ON: 09/26/15

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of GDF SUEZ Retail Energy Solutions, LLC (d/b/a "Think Energy") For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

Think Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. Think Energy proposes to sell natural gas and related services in the natural gas distribution company service territories of Columbia Gas of Pennsylvania, Inc., National Fuel Gas Distribution Corp., Peoples Natural Gas - Equitable Division, The Peoples Natural Gas Company, and Peoples TWP LLC within the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel: John F. Povilaitis
GDF SUEZ Retail Energy Solutions, LLC
d/b/a Think Energy
c/o Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101
717 237 4825
john.povilaitis@bipc.com

Sworn to and subscribed before me this 28th day of September 2015

Affiant: Debra McGraw

NOTARY: Barbara J Moore

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Barbara J. Moore, Notary Public
City of Erie, Erie County
My Commission Expires March 23, 2016
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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

The Patriot-News
Now you know

BUCHANAN INGERSOLL & ROONEY PC
409 N. SECOND STREET, SUITE 500
ATTN: GINA MYERS

HARRISBURG PA 17101

THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS

Proof of Publication

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

Amy Kotula, being duly sworn according to law, deposes and says:

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

notice or publication which is securely attached hereto is exactly as printed and published in their regular community Weekly editions which appeared on the date(s) indicated below. That neither she nor said the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the character of publication are true; and on her personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002346800 ran on the dates shown below:

September 27, 2015

Amy Kotula

Sworn to and subscribed before me this 30 day of September, 2015 A.D.

Sheryl Marie Leggore
Notary Public

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

Sheryl Marie Leggore, Notary Public
Hampden Twp., Cumberland County
My Commission Expires July 16, 2018

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

MISCELLANEOUS
LEGAL NOTICES

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of GDF SUEZ Retail Energy Solutions, LLC (d/b/a "Think Energy") For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

Think Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. Think Energy proposes to sell natural gas and related services in the natural gas distribution company service territories of Columbia Gas of Pennsylvania, Inc., National Fuel Gas Distribution Corp., Peoples Natural Gas - Equitable Division, The Peoples

Natural Gas Company, and Peoples TWP LLC within the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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

By and through Counsel:

John F. Povillaitis
GDF SUEZ Retail Energy Solutions, LLC
d/b/a Think Energy
c/o Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101
717 237 4825
john.povillaitis@bipc.com

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

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

28 of September, 2015

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

H. Java
PG Publishing Company
Sworn to and subscribed before me this day of:
September 28, 2015

Linda M. Gaertner
COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2019
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

STATEMENT OF ADVERTISING COSTS
Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
ATTN: Gina Myers
HARRISBURG PA 17101-1357

To PG Publishing Company

Total ----- \$480.00

Publisher's Receipt for Advertising Costs

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

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

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

By Samuel J. Arbutina
Samuel J. Arbutina

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

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of GDF SUEZ Retail Energy Solutions, LLC (d/b/a "Think Energy") For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth of Pennsylvania.
Think Energy will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a supplier of natural gas. Think Energy proposes to sell natural gas and related services in the natural gas distribution company service territories of Columbia Gas of Pennsylvania, Inc., National Fuel Gas Distribution Corp., Peoples Natural Gas - Equitable Division, The Peoples Natural Gas Company, and Peoples TWP LLC within the Commonwealth of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Think Energy 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 Think Energy's attorney at the address listed below.

By and through Counsel:
John F. Povilaitis
GDF SUEZ Retail Energy Solutions, LLC
d/b/a Think Energy
c/o Buchanan Ingersoll & Rooney PC
409 N. Second Street, Suite 500
Harrisburg, PA 17101
717 237 4825
john.povilaitis@bipc.com

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

Bernard A. Oravec

Publisher of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor

to the Will
Williamsport
Bulletin v
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published

LEGAL NOTICES

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Application of GDF
**SUEZ Retail Energy
Solutions, LLC (d/b/a
"Think Energy") For Ap-
proval To Offer, Render,
or Furnish Natural Gas
Services as a Supplier
Engaged In The Business
Of Supplying Natural Gas
Supply Services, To The
Public In The Com-
monwealth Of Pennsylv-
ania.**

Affiant f
to verify
of public

Think Energy will be fil-
ing an application with the
Pennsylvania Public Utili-
ty Commission ("PUC")
for a license to provide
natural gas supply ser-
vices as a supplier of na-
tural gas. Think Energy
proposes to sell natural
gas and related services
in the natural gas distribu-
tion company service ter-
ritories of Columbia Gas
of Pennsylvania, Inc., Na-
tional Fuel Gas Distribu-
tion Corp., Peoples Natu-
ral Gas - Equitable Divi-
sion, The Peoples Natural
Gas Company, and Peo-
ples TWP LLC within the
Commonwealth of Penn-
sylvania under the provi-
sions of the new Natural
Gas Choice and Competi-
tion Act.

The PUC may consid-
er this application without
a hearing. Protests direc-
ted to the technical or
financial fitness of Think
Energy may be filed
within 15 days of the date
of this notice with the
Secretary of the PUC,
P.O. Box 3265, Harris-
burg, PA 17105-3265. You
should send copies of any
protest to Think
Energy's attorney at the
address listed below.

By and through Counsel:
John F. Povilaitis
GDF SUEZ Retail
Energy Solutions, LLC.
d/b/a Think Energy
c/o Buchanan Ingersoll
& Rooney PC
409 N. Second Street,
Suite 500
Harrisburg, PA 17101
717 237 4825
john.povilaitis@
bipc.com

Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, g duly sworn, deposes and says that the Williamsport Sun was established in 1870 and the Gazette & , since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and pub- aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and of said Williamsport Sun-Gazette on the following dates, viz:

September 28, 2015

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

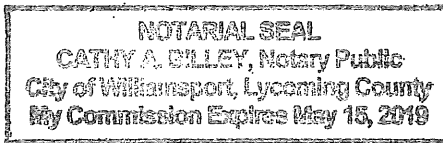
Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the *29th* day of *September 2015*

Cathy A. Billey
Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ *290.75*

Probated same.....\$

Total.....\$ *290.75*

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

THE SI
and cer

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

Application of **GDF SUEZ Retail Energy Solutions, LLC** (d/b/a "Think Energy") For Approval To Offer, Render, or Furnish Natural Gas Services as a Supplier Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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By and through Counsel: John F. Povilaitis
GDF SUEZ Retail Energy Solutions, LLC
 d/b/a Think Energy
 c/o Buchanan Ingersoll & Rooney PC
 409 N. Second Street, Suite 500
 Harrisburg, PA 17101
 717 237 4825
 john.povilaitis@bipc.com

published
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 of The Jo
 interestea
 character

On this 9th day of October A.D. 2015, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

ty of Cambria, and Commonwealth of Pennsylvania and e matter published in said publication in the regular issues , on September 25, 2015; and that the Affiant is not rising and that all of the allegations as to time, place and

Christine Marhefka

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this 9th day of October, 2015.

Vivian Ohs

0.00 Lines @ \$2.50 per line	0.00
7 Inches @ \$25.00 per inch	175.00
Notary Fee	5.00
Clerical Fee	2.50
Total Cost	182.50

COMMONWEALTH OF PENNSYLVANIA

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

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

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

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

 (Name of Newspaper)

By _____

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of GDF SUEZ Retail Energy Solutions, :
LLC d/b/a Think Energy for Approval to Offer, :
Render, Furnish or Supply Natural Gas Services : Docket No. _____
as a Supplier of Natural Gas Services to the :
Public in the Commonwealth of Pennsylvania :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing Application and all non-confidential Attachments via First Class Mail in accordance with the requirements of 52 Pa. Code § 1.54 et seq., 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

Office of 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

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

Columbia Gas of Pennsylvania, Inc.
Thomas C. Heckathorn
200 Civic Center Drive
Columbus, OH 43215

Peoples Natural Gas – Equitable Division
Lynda W. Petrichevich
225 North Shore Drive
Pittsburgh, PA 15212

National Fuel Gas Distribution Corp.
David D. Wolford
6363 Main Street
Williamsville, NY 14221

Peoples Natural Gas Company LLC
Lynda W. Petrichevich
225 North Shore Drive
Pittsburgh, PA 15212

Peoples TWP LLC
Lynda W. Petrichevich
225 North Shore Drive
Pittsburgh, PA 15212

Date: 10/26/15



John F. Povilaitis