

UTILITIES MARKETING GROUP

RECEIVED

1 December 2015

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

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Utilities Marketing Group, LLC notice of material change – Electric Generation Supplier License No. A-2014-2399835

Dear Ms. Chiavetta;

In connection with Utilities Marketing Group, LLC's (the "Company") Electric Generation Supplier License; Application No. A-2014-2399835, please find the following update to the information found on the Application with respect to ownership of the Company.

At the time of the Application, the ownership structure of the Company was comprised of three entities: FMR Management, Inc. QLIV Consulting, Inc. and HNH, Inc. (the "Former Owners"). The individual owners of the Former Owners remain the same. The Former Owners formed a new entity; AGPB Holdings, LLC, a Delaware limited liability company ("AGPB"), and on November 4, 2015 contributed all of their collective ownership in the Company to AGPB pursuant to the applicable operating agreement. AGPB is a holding company with no business operations outside the ownership of the Company.

AGPB then formed a new entity in the name of Quantum Energy Holdings, LLC ("Quantum"), a Delaware limited liability company, as part of a joint venture with GPB Energy Holdings, LLC ("GPB"), a Delaware limited liability company. Pursuant to the applicable operating agreement, AGPB contributed 100% of its ownership of the Company to Quantum for a 50% ownership position of Quantum. GPB made a cash contribution to Quantum for a 50% ownership position of Quantum.

Therefore, the new and current owner of the Company is Quantum, which is jointly owned in equal parts by AGPB and GPB. While GPB is represented on the Board of Directors of Quantum, it is not otherwise involved with any of the day-to-day operations of the Company. The Former Owners will continue to oversee the Company's operations.

In addition to the above, the following changes need to be made to our application – the corrected information will be entered below each question:

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:

Utilities Marketing Group, LLC
9701 International Court North, Suite #A
St. Petersburg, FL 33716
(727) 572-0600
www.agrgroupinc.com

- 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.

Laura Zepeda, Director of Corporate Affairs
Utilities Marketing Group, LLC
9701 International Court North, Suite #A
St. Petersburg, FL 33716
lzepeda@utilitysalesmgt.com
Phone: 727-572-0600
Fax: 727-572-0606

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.

Colleen Flynn, Attorney at Law
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
colleenf@jpfirm.com

- d. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

Laura Zepeda, Director of Corporate Affairs
Utilities Marketing Group, LLC
9701 International Court North, Suite #A
St. Petersburg, FL 33716
lzepeda@utilitysalesmgt.com
Phone: 727-572-0600
Fax: 727-572-0606

Jason Zitner, General Manager
Utilities Marketing Group, LLC
9701 International Court North, Suite #A
St. Petersburg, FL 33716
jzitner@agrgroupinc.com
Phone: 727-572-0600
Fax: 727-572-0606

2. BUSINESS ENTITY FILINGS AND REGISTRATIONS

B. Business entity and department of state filings:

Give the name and address of officers:

Matt Judkin, Chief Executive Officer
9701 International Court North, Suite #A
St. Petersburg, FL 33716

Adolfo Quintero, Chief Operations Officer
9701 International Court North, Suite #A
St. Petersburg, FL 33716

Herb Zerden, Chief Financial Officer
9701 International Court North, Suite #A
St. Petersburg, FL 33716

Jason Zitner, General Manager
9701 International Court North, Suite #A
St. Petersburg, FL 33716

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.

AGR Group Nevada, LLC (not a jurisdictional public utility)
6275 S. Pear Street
Las Vegas, NV 89120

Energy Professionals, LLC (not a jurisdictional public utility)
9701 International Court North, Suite #A
St. Petersburg, FL 33716

7. FINANCIAL FITNESS

C. ACCOUNTING RECORDS CUSTODIAN:

Herb Zerden, Chief Financial Officer
9701 International Court North, Suite #A
St. Petersburg, FL 33716
Phone: (727) 572-0600
Fax: (727) 572-0602
hzerden@agrgroupinc.com

Should you have any questions regarding these changes, please feel free to contact me at (727) 572-0600
or via email at lzepeda@utilitysalesmgt.com.

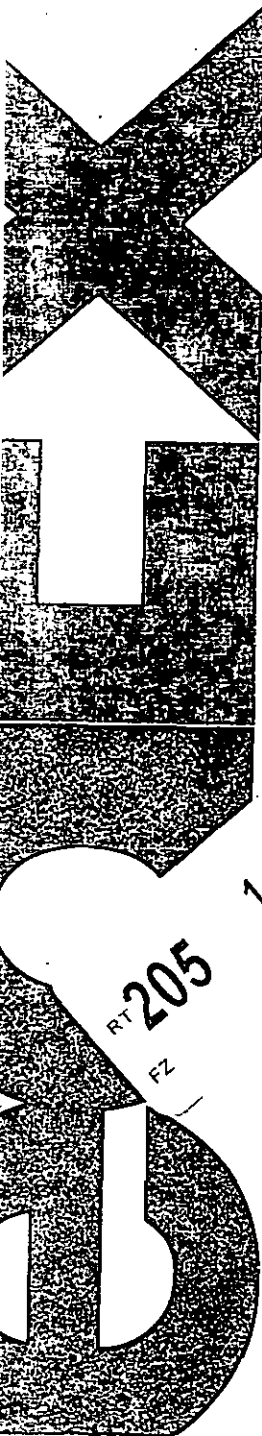
Sincerely,

A handwritten signature in black ink that reads "Laura Zepeda". The signature is written in a cursive, flowing style.

Laura Zepeda
Director of Corporate Affairs
Utilities Marketing Group, LLC

Utilities Marketing Group
101 International Court North, Suite A
Petersburg, FL 33716

Ms. Rosemary Chiaretta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120



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SAINT PETERSBURG, FL 33716
UNITED STATES US

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ACTWTG: 0.50 LB
CAD: 6990692/SSFO1621

BILL CREDIT CARD

TO MS. ROSEMARY CHIAVETTA, SECRETARY
PENNSYLVANIA PUC
400 NORTH STREET
COMMONWEALTH KEYSTONE BUILDING
HARRISBURG PA 17120

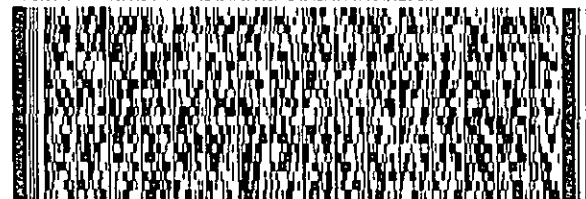
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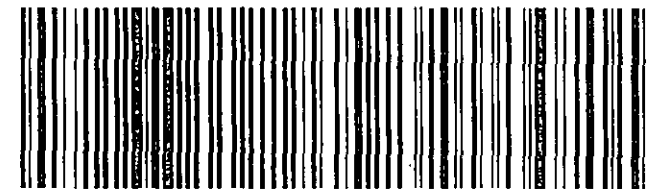
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