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208 W. Chandler Heights Road, Suite 102
Chandler, AZ 85248
1 (877) 430 - 0093
www.TownSquareEnergy.com
customercare@townsquareenergy.com

November 16, 2016

DEC - 6 2016

Rosemary Chiavetta, Secretary
Pennsylvania Public Utilities Commission
PO Box 3265
Harrisburg, PA 17105

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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PA PUBLIC UTILITY COMMISSION
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Re: Material Change for Town Square Energy East, LLC
Docket No. A-2010-2199551

Dear Secretary Chiavetta,

In accordance with 52 Pa. Code § 54.34, Town Square Energy East, LLC ("TSEE"), a licensed Electric Generation Supplier (EGS) hereby notifies the Pennsylvania Public Utility Commission ("Commission") of a change in its organizational structure.

Background

On August 26, 2010, Discount Energy Group, LLC ("Company" or "DEG") filed an application seeking to become a licensed EGS in all of the Electric Distribution Company service territories throughout the Commonwealth of Pennsylvania. On March 17, 2011, the Commission issued the license for the Company to supply electricity throughout the Commonwealth under Docket No. A-2010-2199551. On January 15, 2014, DEG submitted a notice to inform the Commission that it had been acquired by Retail Energy Holdings, LLC ("REH"), a wholly owned subsidiary of Twin Cities Power Holdings, LLC. On April 27, 2015, the Company filed a request that the Commission change the name on its EGS license to Town Square Energy East, LLC ("TSEE"). On July 21, 2015 the Commission approved the name change.

Change in Organizational Structure

TSEE hereby notifies the Commission that on November 2, 2016, an equity purchase agreement between REH and Genie Retail Energy, Inc. ("Genie Retail"), a subsidiary of publicly-traded Genie Energy Ltd., was consummated. A seamless change in control has been effected and Genie Retail is now the owner of 100% of REH. TSEE has thus become a second-tier subsidiary of Genie Energy Ltd.

A graphical depiction of the Company's new corporate organizational structure is attached as *Exhibit A*.

As a wholly-owned second-tier subsidiary of Genie Energy Ltd., TSEE's financial profile has been strengthened significantly, as demonstrated by the most recent public filings of Genie Energy Ltd. (NYSE:GNE), which are available on the Securities and Exchange Commission's EDGAR website: <https://www.sec.gov/edgar/searchedgar/companysearch.html>.

Rosemary Chiavetta, Secretary
Pennsylvania Public Utilities Commission
November 14, 2016
Page 2 of 5

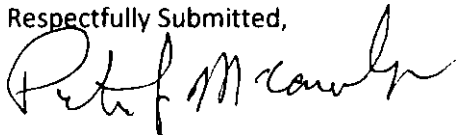
Genie Retail has several other subsidiaries that are licensed by the Commission as electricity and natural gas suppliers.

LICENSEE	LICENSE TYPE	DOCKET NO.	COMMODITY
IDT ENERGY, INC.	EGS	A-2009-2134623	Electric
IDT ENERGY, INC.	NGS	A-2009-2119279	Gas
RESIDENTS ENERGY, LLC	EGS	A-2014-2433184	Electric
RESIDENTS ENERGY, LLC	NGS	A-2014-2432600	Gas
DIVERSEGY, LLC	EGS	A-2013-2365762	Electric
DIVERSEGY, LLC	NGS	A-2016-2522628	Gas
IDT Energy Network, LLC	EGS	A-2014-2405358	Electric
IDT Energy Network, LLC	NGS	A-2014-2407023	Gas

The current list of TSEE's officers and staff contacts is attached as *Exhibit B*.

Should the Commission require any additional information, or documentation regarding TSEE or this transaction, please do not hesitate to contact me at 602-218-5476 or pmccawley@townsquareenergy.com.

Respectfully Submitted,



Peter McCawley
Director of Operations

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**Genie Energy Ltd.
 Corporate Structure**
 as of November 7, 2016

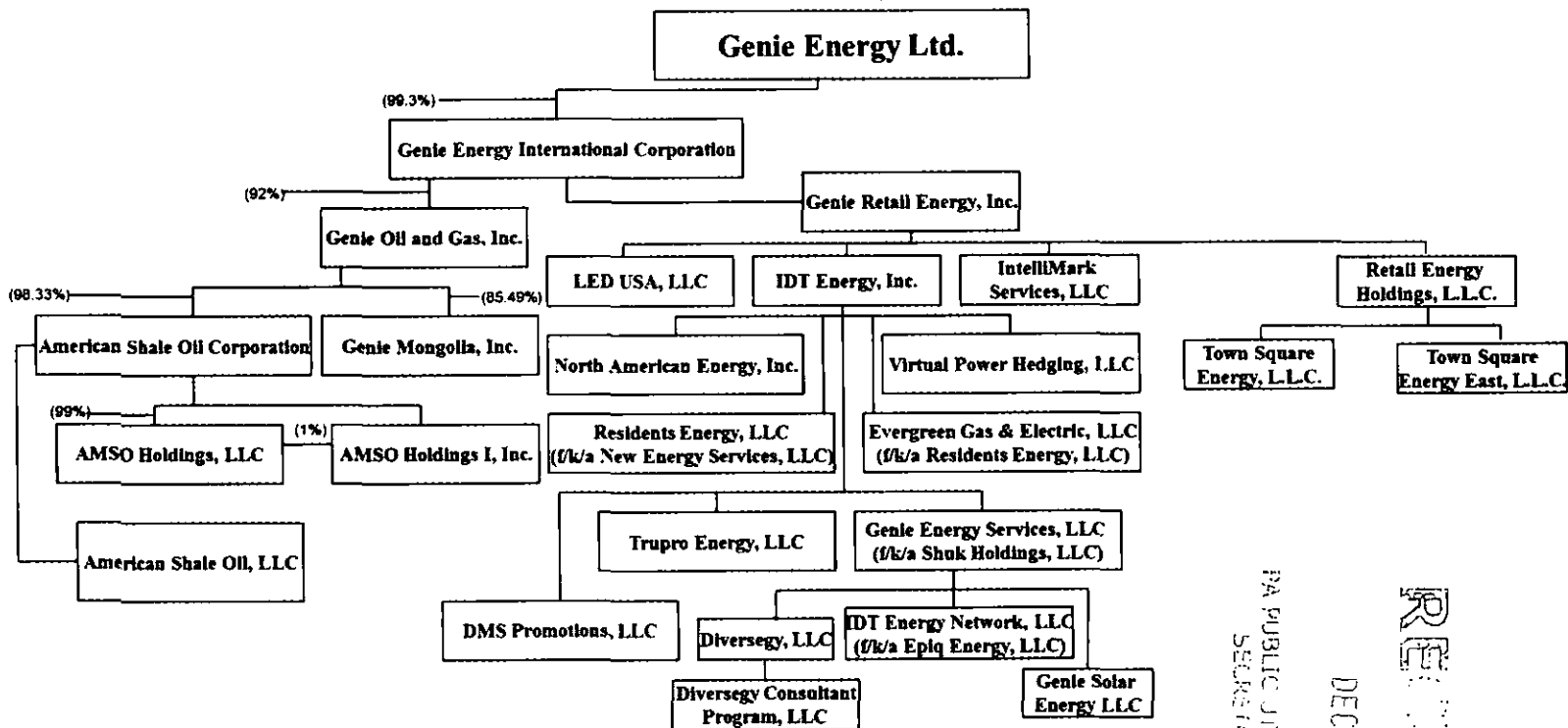


Exhibit A

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Exhibit B

The officers of TSEE are:

Michael Stein, Executive Chairman

Joyce Mason, Secretary

Alan Schwab, President

Avi Goldin, CFO

520 Broad Street, Newark NJ 07102

Randal Miller, CEO

Bill Bryce, COO

208 W Chandler Heights Rd, Suite 102, Chandler AZ 85248

The primary point of contact for Customer Service is:

Tom Ponce, Customer Service Manager

Town Square Energy East, LLC

208 W Chandler Heights Rd, Suite 102, Chandler AZ 85248

tponce@townsquareenergy.com

877-430-0093

The primary point of contact for Regulatory Matters is:

Pete McCawley, Director of Operations

Town Square Energy East, LLC

208 W Chandler Heights Rd, Suite 102, Chandler AZ 85248

pmccawley@townsquareenergy.com

(602) 218-5476

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Exhibit C

CERTIFICATE OF SERVICE

On this the 16 day of November, 2016, I certify that a true and correct copy of the foregoing Notice of Material Change and all 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

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

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

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

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17105-3265

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

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

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

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

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

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

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

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

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Peter McCawley, Director of Operations

FedEx *NEW Package*
Express *US Airbill*

FedEx
Tracking
Number

80

FID 676171 86DEC16 MSCA 539C1/D42F/BEBA

12/16/16 10:28:25

Packages up to 150 lbs.
For packages over 150 lbs., use the new
FedEx Express Freight US Airbill.

1 From

Date 12-6-16

Sender's Name Peter McCawley Phone 605-479-0253

Company TOWN SQUARE ENERGY

Address 208 W CHANDLER NIGHTINGALE ROAD
Dept./Floor/Suite/Room

City CHANDLER State AZ ZIP 85224

2 Your Internal Billing Reference

3 To

Recipient's Name ROSEMARY CHIQUETTI Phone 605 479-0253

Company PA. PUC.

Address 400 NORTH ST. 2ND FLOOR
We cannot deliver to P.O. boxes or P.O. ZIP codes. Dept./Floor/Suite/Room

Address _____
Use this line for the HOLD location address or for continuation of your shipping address

City HARRISBURG State PA ZIP 17120

HOLD Weekday
FedEx location address
REQUIRED. NOT available for
FedEx First Overnight.

HOLD Saturday
FedEx location address
REQUIRED. Available ONLY for
FedEx Priority Overnight and
FedEx 2Day to select locations.

Next Business Day

FedEx First Overnight
Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Priority Overnight
Next business morning. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight
Next business afternoon. Saturday Delivery NOT available.

Business Days

Next Business Day A.M.
Second business morning. Saturday Delivery NOT available.

FedEx 2Day
Second business afternoon. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Express Saver
Third business day. Saturday Delivery NOT available.

5 Packaging * Declared value limit \$500

FedEx Envelope* FedEx Pak* FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

SATURDAY Delivery
NOT available for FedEx Standard Overnight, FedEx 2Day A.M., or FedEx Express Saver

No Signature Required
Package may be left without obtaining a signature for delivery.

Direct Signature
Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

No Yes
One box must be checked.

No
Dangerous goods are placed in a FE



CMPC

7 Paym

Sende
Acct. No. I will bill

Total Package

Floor:

Your liability is for

Rev. Date 1/12

To: **PUC**

Agency: **PUC**

Floor:

External Carrier: **FEDEX**



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12/7/2016 10:28:25

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