

DOCKET NO. :

A-125055

RESPONDENT OR APPLICANT: SPRAGUE ENERGY CORP

PARTY OR COMPLAINANT:

ENTRY TYPE	DATE	BUREAU	PERSONNEL
1 N	11/19/99	SEC	STABLEY
APPLICATION OF SPRAGUE ENERGY CORP AS A BROKER/MARKETER AND AGGREGATOR			
2 N	11/24/99	SEC	STABLEY
SEC MEMO TO FUS ASSIGNING APPLICATION			
3 N	11/24/99	SEC	STABLEY
SEC LETTER TO APPLICANT ACKNOWLEDGING RECEIPT OF APPLICATION			
4 N	11/30/99	SEC	FRISCIA
RECEIPT OF \$350.00 FILING FEE ISSUED			
5 N	01/24/00	SEC	ADAMS
APPLICANT FILED PROOF OF SERVICE & PROOF OF PUBLICATION			
6 N	02/07/00	SEC	FRISCIA
APPLICANT FILED PROOFS OF PUBLICATION (2)			
7 N	01/13/00	SEC	MOTTER
APPLICANT FILED INFO NEEDED TO COMPLETE APPLICATION AS INSTRUCTED BY FUS			
8 N	02/10/00	SEC	FRISCIA
ORDER SERVED TO PARTIES			
9 N	02/10/00	SEC	FRISCIA
LICENSE FOR NATURAL GAS SUPPLIER DATED 2/10/00 ISSUED			
10 N	02/10/00	SEC	PATRICK
RECOM ADOPTED LICENSE APPLICATION APPROVED CONDITIONALLY			
11 N	08/08/02	SEC	MOTTER
SEC LTR APPROVES MODIFICATION OF LICENSE TO INCLUDE ADDL SVC TERRITORY OF PGW			
12 N	08/08/02	SEC	MOTTER
LICENSE FOR NATURAL GAS SUPPLIER DATED 2/10/00 ISSUED			
13 N	04/21/03	SEC	PATRICK
SPRAGUE ENERGY CORP FLD LTR ADVISING OF ADDRESS CHANGE			

1. REPORT DATE: 00/00/00
 2. BUREAU: FUS
 3. SECTION(S):
 5. APPROVED BY:
 DIRECTOR:
 SUPERVISOR:
 6. PERSON IN CHARGE:

:
 :
 4. PUBLIC MEETING DATE:
 00/00/00
 :
 :
 :
 7. DATE FILED: 11/19/99
 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: SPRAGUE ENERGY CORP

COMP/APP COUNTY:

UTILITY CODE: 125055

ALLEGATION OR SUBJECT

APPLICATION OF SPRAGUE ENERGY CORP. FOR APPROVAL TO OFFER, RENDER, FURNISH OR SUPPLY NATURAL GAS SERVICES AS A BROKER/MARKETER AND AGGREGATOR IN THE SERVICE AREAS OF NUI VALLEY CITIES GAS, PENN FUEL, T W PHILLIPS GAS AND OIL COMPANY, PG ENERGY, CARNEGIE NATURAL GAS COMPANY, NATIONAL FUEL GAS DISTRIBUTION CORP., THE PEOPLES NATURAL GAS COMPANY, UGI, EQUITABLE GAS COMPANY, COLUMBIA GAS OF PA, INC. AND PECO TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

DOCUMENT
 FOLDER

DOCKETED

NOV 24 1999

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of SPRAGUE ENERGY CORP, for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania

A-125055

To the Pennsylvania Public Utility Commission:

- 1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:
 SPRAGUE ENERGY CORP
 TWO INTERNATIONAL DRIVE, SUITE 200
 PORTSMOUTH, NH 03801
 (P) (603) 431-1000
 (F) (603) 430-5320

RECEIVED

NOV 19 1999

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address and telephone number.

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

N/A

- 2 a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:
 Thomas F. Withka, Vice President Natural Gas Marketing
 Sprague Energy Corp.
 Two International Drive
 Suite 200
 Portsmouth, NH 03801
 (P) 603-430-5350
 (F) 603-430-5320

DOCUMENT FOLDER

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:
 Frank Mazurek, Natural Gas Account Manager PA/NY region
 212 State Street
 Belle Vernon, PA 15012
 (P) 724-929-3630
 (F) 724-929-3631

DOCKETED

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- 3 a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:
 N/A

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:
 Frank Mazurek, Natural Gas Account Manager PA/NY region
 212 State Street
 Belle Vernon, PA 15012
 (P) 724-929-3630
 (F) 724-929-3631

ORIGINAL

- 4. **FICTITIOUS NAME:** (select and complete appropriate statement)

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

70

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

OR

The Applicant will not be using a fictitious name.

5 **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

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.

* 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 (none)
- 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 _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation. **SEE ATTACHED**

Give name and address of officers.

SEE ATTACHED

The Applicant is incorporated in the state of **DELAWARE**.

Microfilm Number _____

Filed with the Department of State on DEC 22 1993

Entity Number 1000955

[Signature]
Secretary of the Commonwealth C.A.

APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
DSCB:15-4126/6126 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4126)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6126)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned foreign corporation, desiring to receive an amended certificate of authority hereby states that:

- The name under which the corporation currently holds a certificate of authority to do business within the Commonwealth of Pennsylvania is: S&S-Hartwell & Co., Inc.
- The name of the jurisdiction under the laws of which the corporation is incorporated is: Delaware
- The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801, New Cast				
Number and Street	City	State	Zip	County
- The (a) address of this corporation's current 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) c/o: <u>CT Corporation System</u>				<u>Philadelphi</u>
Name of Commercial Registered Office Provider				County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

(Check if applicable):

The foregoing reflects a change in Pennsylvania registered office.

- The corporation desires that its certificate of authority be amended to change the name under which it is authorized to transact business in the Commonwealth of Pennsylvania to:
Sprague Energy Corp.

4585-625

DSCB:15-4126/61 Rev 90)-2

6. (If the name set forth in Paragraph 5 is not available for use in this Commonwealth, complete the following):
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

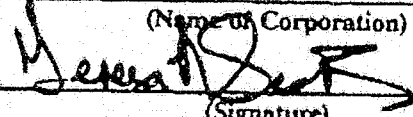
This corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors in compliance with the requirements of the applicable provisions of 15 Pa. C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

7. (Check one of the following as applicable):

The change of name reflects a change effected in the jurisdiction of incorporation.

Documents complying with the applicable provisions of 15 Pa.C.S. § 4123(b) or 6123(b) (relating to exception; name) accompany this application.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for an Amended Certificate of Authority to be signed by a duly authorized officer this 10th day of December, 19 93

S&S-Hartwell & Co., Inc.
(Name of Corporation)
BY: 
(Signature)
Teresa L. Sears
TITLE: Assistant Secretary

Commonwealth of Pennsylvania

8767 798

Department of State



CERTIFICATE OF AUTHORITY

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Corporation Law, a Foreign Corporation is required to obtain a "Certificate of Authority" before it may do business in the Commonwealth and

Whereas,

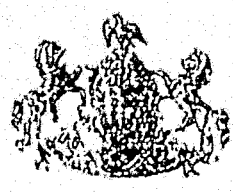
SSS-HARTWELL & CO., INC.

has presented to the Department of State an Application for the same, and in accordance with the requirements of the law, has designated as its registered office in this Commonwealth
123 SOUTH BROAD STREET C/O C T CORPORATION SYSTEM
PHILADELPHIA, PA 19109

Therefore, Know Ye, I Do By These Presents, issue unto such corporation, this Certificate of Authority to transact in the Commonwealth of Pennsylvania the business of

SALE OF PETROLEUM PRODUCTS AND COAL

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 2nd day of November in the year of our Lord one thousand nine hundred and eighty-seven and of the Commonwealth the two hundred twelfth



James J. Shoyet
Secretary of the Commonwealth

1006953

CAPTION PARALEGAL SERVICES
ATTN: PAULA WASHBURN
P O BOX 1477
HARRISBURG, PA 17105



SPRAGUE ENERGY CORP.

OFFICERS

(603) 431-1000

James M. Kantelis	President/CEO	2 International Dr., Suite #200 Portsmouth, NH 03801
Charles T. Hoepper	C.F.O.	2 International Dr., Suite #200 Portsmouth, NH 03801
Thomas M. Huntón	Sr. V.P. Marketing	2 International Dr., Suite #200 Portsmouth, NH 03801
Thomas F. Flaherty	Vice-Pres.	2 International Dr., Suite #200 Portsmouth, NH 03801
Thomas F. Withka	Vice-Pres.	2 International Dr., Suite #200 Portsmouth, NH 03801
Robert K. Blanchard	Vice-Pres.	2 International Dr., Suite #200 Portsmouth, NH 03801
John W. Moore	Controller	2 International Dr., Suite #200 Portsmouth, NH 03801

DIRECTORS

Lawrence D. Milligan	c/o Axel Johnson Inc, 300 Atlantic St, Stamford CT 06901
Joseph F. Smorada	c/o Axel Johnson Inc, 300 Atlantic St, Stamford CT 06901

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

Does the Applicant have any affiliation with or ownership interest in:

- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
- (b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
- (c) any Pennsylvania natural gas producer and/or marketer,
- (d) any natural gas wells or
- (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

Provide specific details concerning the affiliation and/or ownership interests involving:

- (a) any natural gas producer and/or marketers,
- (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources

Provide the Pa PUC Docket Number if the applicant has ever applied:

- (a) for a Pennsylvania Natural Gas Supplier license, or
- (b) for a Pennsylvania Electric Generation Supplier license.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

OR

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania

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

The Applicant is presently doing business in Pennsylvania as a

- natural gas interstate pipeline.
- municipal providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- Other. **Marketer of Natural Gas Services.**

