

AA.00070.00000 (40/40)

DOCKET NO.: A-125048
RESPONDENT OR APPLICANT: PERRY GAS COMPANIES INC
PARTY OR COMPLAINANT:

ENTRY TYPE	DATE	BUREAU	PERSONNEL
1 N	11/30/99	SEC	FAHNESTOCK
APP OF PERRY GAS COMPANIES INC AS BROKER/MARKETER NATURAL GAS			
2 N	12/08/99	SEC	FAHNESTOCK
SEC MEMO TO FJS ASSIGNING APPLICATION			
3 N	12/08/99	SEC	FAHNESTOCK
SEC LTR TO APPLICANT ACKNOWLEDGING RECEIPT OF APPLICATION			
4 N	12/15/99	SEC	FRISCIA
RECEIPT OF \$350.00 FILING FEE ISSUED			
5 N	04/17/00	SEC	MOTTER
PROOFS OF PUBLICATION (6) FILED BY APPLICANT			
6 N	03/31/00	SEC	MOTTER
APPLICANT FILED REVISED APPLICATION & PROOF OF SERVICE W/PROPRIETARY INFO			
7 N	04/07/00	SEC	BARBUSH
APPLI LTR ADV WITHDRAWS PETITION FOR PROPRIETARY ORDER SUBMITTED W/REVISED APP			
8 N	04/27/00	SEC	HANCOCK
ORDER SERVED TO PARTIES			
9 N	04/27/00	SEC	HANCOCK
LICENSE FOR NATURAL GAS SUPPLIER DATED 4/27/00 ISSUED			
10 N	04/27/00	SEC	PATRICK
RECOM ADOPTED-LICENSE APPLICATION APPROVED CONDITIONALLY			
11 N	12/05/01	SEC	FRISCIA
ORDER SERVED TO PARTIES			
12 N	12/05/01	SEC	PATRICK
RECOM ADOPTED-PETITION GRANTED			

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00	:	
2. BUREAU: FUS	:	
3. SECTION(S):	:	
5. APPROVED BY:	:	4. PUBLIC MEETING DATE:
DIRECTOR:	:	00/00/00
SUPERVISOR:	:	
6. PERSON IN CHARGE:	:	7. DATE FILED: 11/30/99
8. DOCKET NO: A-125048	:	9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: PERRY GAS COMPANIES INC

COMP/APP COUNTY:

UTILITY CODE: 125048

ALLEGATION OR SUBJECT

APPLICATION OF PERRY GAS COMPANIES, INC. FOR APPROVAL TO OFFER, RENDER, FURNISH, OR SUPPLY NATURAL GAS AS A BROKER/MARKETER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA, SPECIFICALLY IN THE SERVICE TERRITORIES OF EQUITABLE GAS COMPANY; PECO; COLUMBIA GAS OF PA, INC.; THE PEOPLES NATURAL GAS COMPANY; AND UGI.

**DOCUMENT
FOLDER**

DOCKETED

DEC 08 1999

DOCKETED

REVISED
CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/ :
2. BUREAU: FUS :
3. SECTION(S): :
5. APPROVED BY: : 4. PUBLIC MEETING DATE:
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PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: PERRY GAS COMPANIES INC

COMP/APP COUNTY:

UTILITY CODE: 125048

DOCKETED

MAY 02 2000

ALLEGATION OR SUBJECT

APPLICATION OF PERRY GAS COMPANIES, INC. FOR APPROVAL TO OFFER, RENDER, FURNISH, OR SUPPLY NATURAL GAS AS A BROKER/MARKETER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA, SPECIFICALLY IN THE SERVICE TERRITORIES OF COLUMBIA GAS OF PA, INC; PEOPLES NATURAL GAS COMPANY; PG ENERGY, INC; EQUITABLE GAS COMPANY; NATIONAL FUEL GAS DISTRIBUTION CORPORATION; UGI UTILITIES, INC; PECO ENERGY COMPANY; PFG, INC; T.W. PHILLIPS GAS & OIL COMPANY & NUI VALLEY CITIES GAS.

DOCUMENT
FOLDER

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Perry Gas Companies, Inc. d/b/a _____, for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

A-125048

- 1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are
 Perry Gas Companies, Inc
 952 Echo Lane
 Suite 450
 Houston, Tx 77024
 (713)467-0505
 fax (713) 467-0599

ORIGINAL

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.

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:

Ms. Beth Perry-Sewell
 Perry Gas Companies, Inc.
 952 Echo Lane
 Suite 450
 Houston, Texas 77024
 (713) 467-0505
 (713) 467-0599

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DEC 08 1999

- 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:

same as above

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

Thomas A. Dickinson
 Dickinson, Wheelock, Smith & Cerasuolo, P.C.
 952 Echo Lane
 Suite 130
 Houston, TX 77024
 (713) 722-8118
 fax (713) 722-7003

RECEIVED

NOV 30 1999

DOCUMENT FOLDER

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

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- b. **REGISTERED AGENT** If 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:

CT Corporation System
1635 Market St.
Philadelphia, Pa 19103
Phone 215-563-7750
Fax: 215-563-7771

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

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

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.

Give name and address of officers.

Ms. Beth Perry-Sewell, President & CEO
Mr. Earl R. Thomas, Vice President & COO
Mr. Joseph F. Aliceaacosta, Vice President
Ms. Victoria de las Cuevas, Controller

Address, phone and fax same as provided in #1

The Applicant is incorporated in the state of Texas.

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 licensee 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. (Identify the nature of service being rendered.)

or

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier 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.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe)

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer. Perry Gas Companies, Inc. will acquire, transport and deliver natural gas to customers to various LDC's w/in the Commonwealth of Pennsylvania and maintain appropriate balancing procedures

10. **SERVICE AREA:** Generally describe the geographic area in which Applicant proposes to offer services. Equitable Gas, PECO, Columbia of Pennsylvania, Peoples Natural Gas, and UGI Corp. service territories.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on December 1, 1999.

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

Bernard A. Ryan, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p>NUI Valley Cities Gas (NUI Transportation Services) Mike Vogel PO Box 3175 Union, NJ 07083-1975 PH: 908.289.5000 ext. 5441 FAX: 908.289.6444</p>	<p>National Fuel Gas Distribution Corp. James E. Patterson 10 Lafayette Square Buffalo, NY 14203 PH: 716.857.7130 FAX: 716.857-7823</p>
<p>Penn Fuel [North Penn Gas Company & Penn Fuel Gas] Jim Evans or Tom Olsen 2 North 9th Street GENA94 Allentown, PA 18101 PH: 610.774.7981 610.774.4975 FAX: 610.774.5694 610.774.4975 e-mail: jevans@papl.com or teolson@papl.com</p>	<p>The Peoples Natural Gas Company Joe Gregorini or Bill McKeown 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: jgregorini@png.cng.com PH: 412.497.6851 or 412.497.6840 FAX: 412.497.6630</p>
<p>T. W. Phillips Gas and Oil Company Robert M. Hovanec 205 North Main Street Butler, PA 15001 PH: 724.287.2725 FAX: 724.287.5021 e-mail: rhovanec@twphillips.com</p>	<p>UGI David Beaston or Bob Krieger PO Box 12677 or 225 Morgantown Rd Reading, PA 15222 Reading, PA 15222 PH: 610.796.3425 PH: 610.796.3516 FAX: 610.796.3559</p>
<p>PG Energy Richard N. Marshall or Wendy K. Saxe One PEI Center Wilkes-Barre, PA 18711-0601 e-mail: marshall@pgenergy.com or saxe@pgenergy.com PH: 570.829.8795 FAX: 570.829.8652</p>	<p>Equitable Gas Company Antionette Litchy 200 Allegheny Center Mall Pittsburgh, PA 15212-5352 PH: 412.395.3117 FAX: 412.395.3156</p>
<p>Carnegie Natural Gas Company Donald A. Melzer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext. 331 FAX: 412.655.0335</p>	<p>Columbia Gas of PA, Inc. Paula Frauen or Shirley Bardes-Hasson 650 Washington Road Pittsburgh, PA 15228 e-mail: pfrauen@columbiaenergygroup.com PH: 412.572.7131 FAX: 412.572.7161</p>
	<p>PECO Kevin Carrabine 300 Front Street Building 2 Conshohocken, PA 19428 PH: 610.832.6413</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached to Appendix B to this application
15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.
16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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.
- a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number 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 Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.
- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.
- c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.
17. **FINANCIAL FITNESS:**
- A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
 - Published parent company financial and credit information.
 - Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
 - 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 or other independent financial service reports.
 - A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
 - Audited financial statements
 - Such other information that demonstrates Applicant's financial fitness.
- B. Applicant must provide the following information:
- Identify Applicant's chief officers including names and their professional resumes.
 - Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records

18 **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

19 **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.

20 **UNIFORM 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.

21 **REPORTING REQUIREMENTS.** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

22 **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

23 **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.

24 **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: Perry Gas Companies, Inc.

By: Bob Perry Jewell

Title: President & CEO

AFFIDAVIT

State of Texas

ss

County of Harris

Ms Beth Perry-Sewell, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:
she is the President & CEO of Perry Gas Companies, Inc.

That Perry Gas Companies, Inc, the Applicant herein, acknowledges that Perry Gas Companies, Inc. 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 Perry Gas Companies, Inc., 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 Perry Gas Companies, Inc., 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, 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 Perry Gas Companies, Inc., 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 Commission's 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.

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

Beth Perry Bevell
Signature of Affiant

Sworn and subscribed before me this 30 day of November, 1999

M. Victoria de las Cuevas
Signature of official administering oath

My commission expires 07-08-2000

AFFIDAVIT

State of Texas

ss.

County of Harris

Beth Perry-Sewell, Affiant, being duly affirmed according to law, deposes and says that:

she is the President and CEO of Perry Gas Companies, Inc.;

[That he/she is authorized to and does make this affidavit for said Applicant;]

That Perry Gas Companies, Inc., the Applicant herein certifies that it has caused the notice of the filing of its license application published in the following newspapers on _____
(date)

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

That Perry Gas Companies, Inc, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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.

Beth Perry Sewell
Signature of Affiant

Sworn and subscribed before me this 30 day of November, 1999.

Victoria de las Cuevas
Signature of official administering oath

My commission expires 07-08-2002

AFFIDAVIT

State of Texas :

ss.

County of Harris :

Beth Perry-Sewell, Affiant, being duly [sworn/affirmed] according to law, deposes and says that she is the President and CEO of Perry Gas Companies, Inc.;

[That he/she is authorized to and does make this affidavit for said Applicant,]

That the Applicant herein, Perry Gas Companies, Inc., has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1)

That the Applicant herein, Perry Gas Companies, Inc., has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required

That the Applicant herein, Perry Gas Companies, Inc., 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, Perry Gas Companies, Inc., 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.

Beth Perry Sewell
Signature of Affiant

Sworn and subscribed before me this 30 day of November, 1999.

Victoria de las Cuevas
Signature of official administering oath

My commission expires 07-08-2002

APPENDIX A

**COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME PERRY GAS COMPANIES, INC.	2. BUSINESS PHONE NO. (713) 467-0505 CONTACT PERSON(S) FOR TAX ACCOUNTS VICTORIA DE LAS CUEVAS
--	--

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO) (POST OFFICE) STATE (ZIP)
 952 ECHO LANE, SUITE 450 HOUSTON, TX 77024

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT) BETH PERRY SEWELL	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT) CHARLES PERRY	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT) EARL THOMAS	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT) JOE ALICEACOSTA	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ - _ _ - _ _ _ _

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS (ALL ITEMS: A, B, AND C MUST BE COMPLETED)

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING N/A _ _ _ _ _ _ _ _ <input type="checkbox"/> <input checked="" type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING N/A _ _ _ _ _ _ _ <input type="checkbox"/> <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS) APPLICATION PENDING N/A 7 5 - 2 2 3 6 3 9 6 <input type="checkbox"/> <input type="checkbox"/>	

10. Do you have PA employees either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

PA SALES AND USE TAX VICTORIA DE LAS CUEVAS	EMPLOYER TAXES	CORPORATE TAXES
PHONE 713-467-0505	PHONE Same	PHONE Same

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers:
 (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

Attachment A

Appendix B

Page 1 of 2

Sample Disclosure Statement Format for Natural Gas Suppliers

This is an agreement for natural gas services, between NGS name and customer's name and full address.

Background

We at NGS Company Name are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-110XXX.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - Define each nonbasic service being offered.

Terms of Service

1. (a) **Basic Service Prices** - Itemize Basic Services you are billing for and their prices.

You will pay rate per (Mcf/Dth/ccf) for the commodity of natural gas.
Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

You will pay rate per (Mcf/Dth/ccf) for other natural gas service.
Suppliers are to include transmission service prices if billed.

- (b) **Nonbasic Service Prices** - Itemize Nonbasic Services you are offering and their prices.
2. **Length of Agreement**

You will buy your natural gas services for the above street address from company's name beginning date through date of expiration, if any.

3. **Special Terms and Conditions** - List and explain all that apply
 - Sign-up bonuses
 - Add-ons
 - Limited time offers
 - Other Sales Promotions
 - Exclusions

4. **Special Services** - Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.

5. **Penalties, Fees and Exceptions** - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

6. **Cancellation Provisions** - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions

7. **Renewal Provision** - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. **Agreement Expiration/Change in Terms**

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. **Dispute Procedures**

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

10. **Contact Information**

Supplier Name _____

Address: _____

Phone Number: _____

Internet Address: _____

Distribution Company Name: _____

Provider of Last Resort Name: _____

Address _____

Phone Number: _____

Public Utility Commission (PUC)

Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Natural Gas Competition Hotline Number: 1-888-xxx-xxxx

Universal Service Program Name: _____

Phone Number: _____

APPENDIX C
EXAMPLE FORM OF NOTICE

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of Company Name (d/b/a "Trade Name") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125XXX.

On **Month Date, Year**, **Company Name** filed 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, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. **Company Name** proposes to sell natural gas and related services throughout all 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 **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. Please include the PUC's "docket number" on any correspondence, which is

A-125XXX.

By and through Counsel: Attorney's Name

Company Name

Address

Address

Phone

FAX

APPENDIX D

Standards of Conduct

- (1) The [natural gas distribution company] should apply its tariffs in a nondiscriminatory manner to its affiliate, its own marketing division and any nonaffiliate.
- (2) The [natural gas distribution company] should likewise not apply a tariff provision in any manner that would give its affiliate or division an unreasonable preference over other marketers with regard to matters such as scheduling, balancing, transportation, storage, curtailment, capacity release and assignment, or nondelivery, and all other services provided to its affiliated suppliers.
- (3) If a tariff provision is mandatory, the [natural gas distribution company] should not waive the provision for its affiliate or division absent prior approval of the Commission.
- (4) If a tariff provision is not mandatory or provides for waivers, the [natural gas distribution company] should grant the waivers without preference to affiliates and divisions or non-affiliates.
- (5) The [natural gas distribution company] should maintain a chronological log of tariff provisions for which it has granted waivers. Entries should include the name of the party receiving the waiver, the date and time of the request, the specific tariff provision waived and the reason for the waiver. Any chronological log should be open for public inspection during normal business hours.
- (6) The [natural gas distribution company] should process requests for transportation promptly and in a nondiscriminatory fashion with respect to other requests received in the same or a similar period. The [natural gas distribution company] should maintain a chronological log showing the processing of requests for transportation services. Any chronological log should be open for public inspection during normal business hours.
- (7) Transportation discounts and fee waivers and rebates provided to the [natural gas distribution company's] or its marketing affiliate's favored customers should be offered to other similarly situated

customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent or affiliate. A chronological log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

- (8) The [natural gas distribution company] should not disclose any customer proprietary information to its marketing affiliate or division, and to the extent that it does disclose customer information, it should contemporaneously provide this same information to other similarly situated marketers in a similar fashion so as not to selectively disclose, delay disclosure, or give itself or its affiliate any undue advantage related to the disclosure. A chronological log should be maintained showing the date, time and rationale for the disclosure. Any chronological log should be open for public inspection during normal business hours. A natural gas distribution company should not provide information received from non-affiliated customers or suppliers to its affiliated natural gas suppliers.
- (9) The [natural gas distribution company] should justly and reasonably allocate to its marketing affiliate or division the costs or expenses for general administration or support services.
- (10) The [natural gas distribution company] selling surplus gas supplies and/or upstream capacity on a short-term basis (as defined by the Federal Energy Regulatory Commission) to its affiliate should make supplies available to similarly situated marketers on a nondiscriminatory basis. The [natural gas distribution company] should not make any gas supplies and/or upstream capacity available through private disclosure to the [natural gas distribution company's] affiliate unless the availability is made simultaneously with public dissemination in a manner that fairly apprises interested parties of the availability of the gas supplies and/or upstream capacity. The [natural gas distribution company] should maintain a chronological log of these public disseminations. Any chronological log should be open for public inspection during normal business hours.
- (11) The [natural gas distribution company] should not condition or tie agreements to release interstate pipeline capacity to any service in which the [natural gas distribution company] or affiliate is involved.

- (12) The [natural gas distribution company] should not directly or by implication . . . represent to any customer, supplier or third party that an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.
- (13) The [natural gas distribution company] should establish and file with the Commission a complaint procedure for dealing with any alleged violations of any of the standards listed in paragraphs (1) through (12), this paragraph or paragraphs (14) and (15), excepting for paragraph (9), which should be exclusively under the purview of the Commission. These procedures should be developed in consultation with interested parties during consideration of any tariff guided by this section and §69.191 (relating to general). The Commission may expect establishment of a complaint procedure or other recordkeeping requirements if warranted by subsequent facts or circumstances.
- (14) The [natural gas distribution company] should keep a chronological log of any complaints, excepting paragraph (9), regarding discriminatory treatment of natural gas suppliers. This chronological log should include the date and nature of the complaint and the [natural gas distribution company's] resolution of it. Any chronological log should be open for inspection during normal business hours.
- (15) Parties alleging violations of these standards may pursue their allegations through the Commission's established complaint procedures. A complainant bears the burden of proof consistent with 66 Pa. C.S. (relating to Public Utility Code) in regard to the allegations.
- (16) Licensees shall provide accurate information about their natural gas supplier services using plain language and common terms. Where new terms are used, such terms must be defined again using plain language. Information should be provided in a format which will allow for comparison of the various natural gas supply services offered and the prices charged for each type of service.
- (17) Licensees shall provide notification of the change in conditions of service, intent to cease operation as a natural gas supplier, explanation of denial of service, proper handling of deposits and proper handling of complaints in accordance with Commission regulations where applicable.

- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.
- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.

(24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or

- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;

- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;

- that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.

(b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Supplier. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.

(c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:

(i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to buy natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company

name or logo, the Supplier shall include at the conclusion of any such communication a disclaimer that includes all of the disclaimers listed in this paragraph.

- (25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b) not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.



Perry Gas Companies, Inc.

952 Echo Lane
Suite 450
Houston, Tx 77024
Office (713) 467-0505
Fax (713) 467-0599
(800) 9 PERRY G

BETH PERRY SEWELL

SUMMARY

Over fourteen years of marketing, project and emerging business management emphasizing all aspects of business operations, problem solving, team leadership and goal achievement utilizing analytical and organizational skills.

EXPERIENCE

Perry Gas Companies, Inc.
President and Chief Executive Officer

1993 to present

Established as a Woman/Minority Business Enterprise (WMBE) focusing on natural gas sales and service to a fast growing portfolio of small, medium and large industrial and commercial customers. Balancing the supply needs of the customers is managed through a supply portfolio of small to medium independent producers and other large wholesale trading companies.

- Currently purchase and sell natural gas supplies throughout the U.S. and Canada on all major interstate pipelines and Texas intrastate pipelines
- Established exclusive marketing agreements with producers in the Gulf Coast and San Juan basin
- Re-established the corporation, organized and continue to maintain all accounting and business operational procedures.

Hesse Gas Co.
Accounts Representative

1992 - 1993

- Successfully marketed gas and managed all nominations necessary to supply large packages of natural gas to large utilities in the Northeast, Midcontinent, Gulf Coast as well as the Western market regions
- Pipeline experience includes El Paso, Transwestern, Kern River, Northwest, Northern Border, Northern, NGPL, Panhandle Eastern, Texas Eastern, Tennessee, Transco, Columbia and ANR
- Located new natural gas supplies in Texas and New Mexico
- Successfully managed gas control problems during the 1992-1993 severe winter in the Rockies.

Small Business Consulting

1990 - 1992

identified and resolved small business inefficiencies, trained principals and employees in small business operations. Installed various accounting software and trained employees to operate it.

Cartronics, Inc.

1988 - 1990

Co-Owner and General Manager

- Established a small business based on a "service first" concept whose revenues quadrupled within two years
- Sold approximately 75% of the sales to walk-in trade as well as over the telephone
- Managed daily operations including cash flow planning and data management
- Researched the market and zeroed in on a place to move the business to enhance growth
- Designed and implemented just-in-time inventory controls
- Developed a marketing program resulting in a 200% increase in revenues during the second year.

Perry Management, Inc./Ventura Realty, Inc.

1984 - 1988

Project Manager/Business Owner

- Directed project engineer in design of land use and development plan of a \$10 million project
- Led professional team of legal and bond counsel working towards approval of \$1.5 million County Road District in Montgomery County
- Worked within the political structure of Montgomery County to receive District approval
- Negotiated with banking institutions for adequate interim funding of real estate project
- Pre-sold lots to developers and individual purchasers.

United Energy Resources, Inc.

1980 - 1984

Senior Financial Analyst

- Developed new computer planning models for internal reporting of all subsidiary and parent company financials to Senior Management and the Board of Directors
- Incorporated subsidiary reporting of quarterly, annual and five-year budget and actual figures into planning models and created consolidations.

United Texas Transmission Company (a wholly owned subsidiary of United Energy Resources, Inc.)

Contract Analyst/Supply Representative

- Purchased natural gas for Texas' third largest intrastate gas pipeline company
- Brought about and monitored compliance of negotiated terms of over 700 gas purchase contracts
- Regularly interacted with outside vendors and resolved payment and volume issues.

EDUCATION

MBA, Finance, 1980
BBA, Management, 1979
Texas A&M University
College Station, Texas



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EARL R. THOMAS

SUMMARY

Over nineteen years of marketing, supply acquisition, transportation, processing and storage management utilizing analytical and organizational skill. Developed a broad network of end user and producer contacts and a thorough knowledge of both inter and intrastate pipeline systems.

EXPERIENCE

Perry Gas Companies, Inc.
Vice President & COO

1993 to present

Established as a Woman/Minority Business Enterprise (WMBE) focusing on natural gas sales and service to a fast growing portfolio of small, medium and large industrial and commercial customers. Balancing the supply needs of the customers is managed through a supply portfolio of small to medium independent producers and other large wholesale trading companies.

Benta Gas Company
President

Established as a sole proprietorship to contract with two NYSE listed diversified energy companies to identify and evaluate potential acquisitions.

United Texas Transmission Co.

1981 - 1993

General Manager - Palo Duro Pipeline Co.

1991 - 1993

Palo Duro is a 230 mile pipeline system stretching from the Texas Panhandle to West Texas.

- Sole responsibility for the profitability and performance.
- Duties included sales, purchasing, transportation and business development.
- Significantly increased income through the development of on-system and off-system markets and supply sources.

Earl R. Thomas
page 2

Manager - Planning and Business Development

1985 - 1991

- Conceptualized, initiated and developed strategic plans to improve overall corporate profitability and position the company for future growth.
- Negotiated processing agreements for up to 750 MMcf/Day.
- Managed United Texas Transmission's liquids and liquid lines business.
- Structured storage agreements with LDCs and third parties.

Manager - Planning and Forecasting

1982 - 1984

Coordinated all short and long range company profit plans and oversaw preparation of the capital budget. Created computer models to prepare, report, and analyze deviations by component from company forecasts. Supervised four analysts.

Coordinator - Budgeting, United Texas Transmission

1980 - 1982

Senior Planning Analyst, United Energy Resources, Inc. (parent company of United Texas)
Financial Planning Analyst, United Gas Pipeline Co. (subsidiary of United Energy Resources)

EDUCATION

MBA, Finance and Operations Research, 1979
College of William and Mary
BS, Finance, 1977
University of Virginia



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Joseph F. Aliceaacosta Employment History

- Perry Gas Companies, Inc. March 1999 - Current
Houston, Texas
Vice President
- Responsible for expanding market area concentration in the Ohio Valley and Northeast, on both a daily and long-term basis. Additional responsibilities include managing the forward hedge transaction book to optimize financial performance.
- Feilan-McCord & Assoc /Alliance Energy Services April 1996 - February 1999
Louisville, Kentucky
- Seconded Conoco employee responsible for managing all aspects of newly created joint interest natural gas marketing and consulting business concentrating in the Ohio Valley and Northeast. Represented Conoco's interest in the firm and responsible for acquiring supply, transportation and marketing.
- Conoco, Inc. June 1985 - March 1996
Coordinator - Gas Sales, East Region, Natural Gas & Gas Products Division January 1995 - March 1996
- Duties included marketing Conoco's natural gas production into the Northeast with primary concentration in the Appalachian region. Additionally responsible for the analysis of joint marketing arrangements with other marketing companies.
- Coordinator - Gas Supply - Natural Gas & Gas Products Division July 1992 - December 1994
- Duties included acquisition of natural gas production from third party producers to tie into Conoco processing plants in West Texas. Also involved construction of gathering pipelines.
- Coordinator - Natural Gas Sales East - Natural Gas & Gas Products Division June 1989 - June 1992
- Duties included the development of marketing Conoco, Inc.'s net interest production primarily in the Gulf Coast and Mid-Continent to industrial and wholesale customers throughout the Mid-Continent and Northeast as a result of take-or-pay releases and increased equity production. Also involved in the development of transportation and exchange functions to handle owned inter- and intrastate transportation to effect deliveries of gas to industrial end-users, utilities, etc. Position evolved into concentration of eastern marketing efforts.
- Coordinator - Supply Services - Natural Gas & Gas Products Division November 1988 - May 1989
- Supervision of staff involved in natural gas producer and royalty payments for net interest production primarily in the Gulf Coast and Mid-Continent regions. Also included resolution of take-or-pay agreements.
- Analyst - Supply Services, Natural Gas and Gas Products Division February 1988 - October 1988
- Duties included monitoring and supporting activities of natural gas procurement in the Mid-Continent and Gulf Coast.

Assistant Manager - Lube Oils/Antifreeze, Wholesale Marketing Division December 1985 - February 1988

Duties included overseeing operations of company owned and operated and third party packaging/blending plants and tolling plants involved in the production of oil byproducts and antifreeze throughout the United States. Also included arranging and overseeing all aspects of the transportation and exchange of base stocks to those facilities

Pricing Analyst - Wholesale Marketing Division June 1985 - November 1985

Duties included responsibility for pricing, logistics, and tolling of various liquids products such as Jet A, wax, greases, gasolines throughout the United States.

Continental Pipe Line Company January 1982 - May 1985
Wholly owned subsidiary of Conoco Inc

RDE/COPPERS Analyst - Oil Movements February 1985 - May 1985

Duties included formatting crude and liquid flow processes to effect early closing for crude accounting via electronic hand held microcomputers.

Administrative Coordinator - Oil Movements May 1984 - January 1985

Supervision of staff involved in the central supervisory control system for all owned and/or operated oil and liquids facilities throughout the United States.

Western Area Analyst September 1983 - April 1984

Duties included supporting the Western Area Operations Manager in all facets of operations for facilities in the Rockies.

Joint Interest Terminals Analyst March 1983 - August 1983

Assisted in all phases of crude oil gathering, refining, processing and transportation. Duties included design and oversight of various pipeline, refinery and terminal construction projects.

Management Development Program January 1982 - March 1983

Duties included preparation and monitoring of the financials of Conoco's joint interest owned and/or operated liquids terminal facilities throughout the United States.

Education

BBA in Management
December 1981
University of Texas at Austin

**PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES**

**Consolidated Financial Statements
December 31, 1998**

(With Auditors' Report Thereon)



MIR•FOX & RODRIGUEZ, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

One Riverway, Suite 1900
Houston, TX 77056
(713) 622-1120
(713) 961-0625 Fax

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders:
Perry Gas Companies, Inc. and Subsidiaries:

We have audited the accompanying consolidated balance sheet of Perry Gas Companies, Inc. and Subsidiaries (the Company) as of December 31, 1998, and the related consolidated statement of income and retained earnings and cash flows for the fifteen months then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Perry Gas Companies, Inc. and Subsidiaries as of December 31, 1998, and the results of its operations and its cash flows for the fifteen months then ended in conformity with generally accepted accounting principles.

Mir. Fox & Rodriguez

March 5, 1999
(except for note 8, as to which
date is April 29, 1999)

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Consolidated Balance Sheet
December 31, 1998

<u>Assets</u>	
Current assets:	
Cash and cash equivalents	\$ 871,308
Investments	166,065
Accounts receivable	12,385,783
Prepaid expenses	30,654
Federal income tax receivable	236,960
Employee receivable	32,000
Due from shareholder	<u>9,413</u>
Total current assets	13,732,183
Property and equipment, net	75,510
Other assets	<u>12,878</u>
Total assets	<u>\$ 13,820,571</u>
<u>Liabilities and Shareholders' Equity</u>	
Current liabilities:	
Current portion of notes payable	7,062
Accounts payable	12,641,502
Income tax payable	262,062
Other	<u>25,404</u>
Total current liabilities	12,936,030
Deferred tax payable	10,500
Notes payable	<u>117,494</u>
Total liabilities	13,064,024
Shareholders' equity:	
Common stock, par value \$1,200,000 shares authorized, 100,000 shares issued and outstanding	100,000
Retained earnings	<u>656,547</u>
Total liabilities and shareholders' equity	<u>\$ 13,820,571</u>

See accompanying notes to the consolidated financial statements.

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Consolidated Statement of Income and Retained Earnings
For The Fifteen Months Ended December 31, 1998

Sales	\$ 92,159,177
Cost of sales	<u>90,575,074</u>
Gross profit	1,584,103
General and administrative expenses	1,419,020
Depreciation	<u>40,870</u>
Operating income	124,213
Other (expenses) income:	
Interest expense	(49,240)
Interest income	19,379
Other	<u>(21,552)</u>
Net income before income taxes	<u>72,800</u>
Income taxes:	
Current	25,102
Deferred	<u>10,500</u>
Total income taxes	<u>35,602</u>
Net income	37,198
Retained earnings, beginning of year	718,349
Insurance of common stock dividend; 99,000 shares at \$1 par value	<u>(99,000)</u>
Retained earnings, end of year	\$ <u><u>656,547</u></u>

See accompanying notes to the consolidated financial statements.

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Consolidated Statement of Cash Flows
For The Fifteen Months Ended December 31, 1998

Cash flows from operating activities:	
Net income	\$ 37,198
Adjustments to net income to net cash provided by operating activities:	
Depreciation	40,870
Deferred tax expense	10,500
(Increase) decrease in:	
Accounts receivable	(6,074,337)
Prepaid expenses	142,296
Federal income tax receivable	(236,960)
Employee receivable	(32,000)
Due from shareholder	1,000
Other assets	(6,878)
Accounts payable	6,032,277
Income taxes payable	262,062
Other current liabilities	<u>20,096</u>
Net cash provided by operating activities	<u>196,124</u>
Cash flows from investing activities:	
Acquisition of equipment	(66,127)
Purchase of investments	(295,695)
Proceeds from sale of investments	<u>227,253</u>
Net cash used by investing activities	<u>(134,569)</u>
Cash flows from financing activities:	
Proceed from note payable	27,745
Payment on notes payable	<u>(102,255)</u>
Net cash used by financing activities	<u>(74,510)</u>
Decrease in cash	(12,955)
Cash, beginning of year	<u>884,263</u>
Cash, end of year	<u>\$ 871,308</u>
Supplemental disclosures of cash flow information - interest paid	<u>\$ 49,240</u>

See accompanying notes to the consolidated financial statements.

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Notes to the Consolidated Financial Statements
December 31, 1998

1 Summary Of Significant Accounting Policies

Principles of consolidated

The consolidated financial statements include the accounts of Perry Gas Transmission, Inc., a gas gathering company, Southeastern States Energy, Inc. which manages retail customers in the south east, and Perry Gas Processors, Inc. (collectively, the Company) which was established to license the Perry Gas processing technology. The consolidated financial statements do not reflect any material activity for any of the subsidiaries and there were no intercompany transactions.

Company's activities

The Company is engaged primarily in the purchase and sale of natural gas. The Company purchases quantities of natural gas from various producers and marketing companies. The acquisition of natural gas supplies are made utilizing contracts ranging from one to six months. The sales of natural gas are made to various wholesale, commercial, and industrial customers under contracts ranging from one to six months.

Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Investments

Investments are reported at fair value. The fair value of marketable securities is based on quoted market prices. Fair value of investments in futures contract is reported at cost. Futures contracts that qualify as a hedge are recognized in income when the effects of related changes in the price of the hedged item are recognized. Repurchase agreements of U.S. Government backed securities are valued at quoted market prices.

Accounts receivable

Accounts receivable have been adjusted for all known uncollectible accounts. An allowance for doubtful accounts has not been established as the amount is considered immaterial.

Property and equipment

Property and equipment are stated at cost. Depreciation expense is calculated on the straight-line method. The depreciation method is designed to amortize the cost of the assets over their estimated useful lives which are determined to be three years or five years.

Continued

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

Income taxes

Income taxes are provided for all items included in the statement of income and retained earnings. The Company files consolidated federal income tax returns with its subsidiaries

Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts. Accordingly, actual results could differ from those estimates.

Change in fiscal period

In 1998, the Company changed its fiscal year end from September 30 to December 31.

2 Investments

Investments consist of the following as of December 31, 1998:

United States Treasury Bill at 4.903%, due March 25, 1999.	\$ 97,836
Futures hedge contract - natural gas, due March 1999, at contract price of \$21.70.	<u>68,229</u>
	<u>\$ 166,065</u>

3 Property and Equipment

Property and equipment consists of the following as of December 31, 1998.

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net book Value</u>
Furniture and fixtures	\$ 19,518	11,861	7,657
Computer and office equipment	62,540	28,079	34,461
Computer software	39,530	33,425	6,105
Other	<u>32,745</u>	<u>5,458</u>	<u>27,287</u>
	<u>\$ 154,333</u>	<u>78,823</u>	<u>75,510</u>

4. Due from Shareholder

Due from shareholder consists of amounts advanced to shareholder that will be repaid from future compensation.

Continued

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Notes to the Consolidated Financial Statements, Continued

5 Notes Payable

Notes payable consist of the following as of December 31, 1998:

Demand note (to a relative of the shareholders) with interest at 12% per annum, paid monthly. The note is collateralized with 600 shares of common stock of Perry Gas Companies, Inc. The note payable is considered a long-term liability because management does not expect demand to be made within one year.	\$ 100,000
Other	<u>24,556</u>
Total	\$ <u>124,556</u>

The future minimum debt payments are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
1999	\$ 7,062
2000	107,062
2001	7,062
2002	<u>3,370</u>
	<u>\$ 124,556</u>

6 Common Stock Dividend

During 1998, the Company issued a common stock dividend of 99,000 shares to the shareholders of record. The following is a summary of common stock activity:

	<u>Shares</u>	<u>Amount</u>
Beginning of year, common stock	1,000	\$ 1,000
Common stock dividend	<u>99,000</u>	<u>99,000</u>
End of year, common stock	<u>100,000</u>	<u>\$ 100,000</u>

Continued

PERRY GAS COMPANIES, INC.
AND SUBSIDIARIES

Notes to the Consolidated Financial Statements, Continued

7. Contingencies

A claim has been filed against the Company asserting that monies are owed under certain gas contracts. The claim currently amounts to at least \$150,000.

The Company is currently committed to defending itself against the claims made against it. Management is of the opinion that it has paid the amounts owed under the gas contracts in question, and that no additional amounts are due.

Claims have been filed against the Company by three former employees alleging that each have been underpaid bonuses due under a compensation plan in effect during their employment. Management is of the opinion that each of the former employees have been overpaid under the terms of the compensation plan and that no further compensation is due. The Company is committed to defending itself against the claims.

The Company leases office facilities under noncancellable lease agreements. The future minimum payments under the lease agreement includes payments of \$51,793 and \$38,844, due in the year ending December 31, 1999 and 2000, respectively.

8. Subsequent Event

A judgment has been negotiated for Perry Gas Companies, Inc. that plaintiffs take nothing by way of their claims against the Company, in relation to the above claim by former employees. Management is of the opinion that these matters are now closed, pending final execution of all legal documents.

DATE: December 8, 1999
SUBJECT: A-125048
TO: Bureau of Fixed Utility Services
FROM: James J. McNulty, Secretary

LAF

Attached is a copy of the Application of Perry Gas Companies, Inc., for a license to supply Natural Gas Services as a Broker/Marketer engaged in the business of supplying natural gas.

Please note that the following item(s) were not filed with the application:

1. Certificate of Service
2. Computer diskette
3. Standards of Billing Service
4. Sample Disclosure Statement

This matter is assigned to your Bureau for appropriate action.

Attachment

cc: LAW
BCS
CMU
OTS
CEEP

laf

DOCKETED

DEC 08 1999

**DOCUMENT
FOLDER**

EEF

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

December 8, 1999

A-125048

THOMAS A DICKINSON
DICKINSON WHEELOCK SMITH & CERASUOLO PC
952 ECHO LN SUITE 130
HOUSTON TX 77024

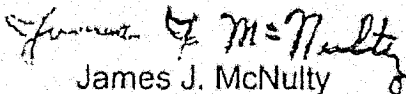
Dear Mr. Dickinson:

The Application and \$350.00 filing fee of Perry Gas Companies, Inc., filed in this Office on November 30, 1999, for approval to supply Natural Gas Services as a Broker/Marketer engaged in the business of supplying natural gas is hereby acknowledged.

Pursuant to the Commission's Final Order, entered July 16, 1999, at M-00991249F0002, all entities wishing to engage in the business of a natural gas supplier must hold a license issued by the Commission, in order to provide services starting November 1, 1999.

The application will receive the attention of the Commission, and you will be advised of any further necessary procedure.

Sincerely,


James J. McNulty
Secretary

JJM.laf

cc: BETH PERRY-SEWELL
PERRY GAS COMPANIES INC
952 ECHO LN SUITE 450
HOUSTON TX 77024

DOCKETED

DEC 08 1999

EEF

**DOCUMENT
FOLDER**

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

PERRY GAS COMPANIES INC
ATTN BETH PERRY SEWELL
952 ECHO LANE STE 450
HOUSTON TX 77024

DATE 12/15/99
RECEIPT # 196477

IN RE: Application fees for PERRY GAS COMPANIES INC

Docket Number A-125048..... \$350.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 2440
CHECK AMOUNT: \$350.00

C. Joseph Meisinger
(for Department of Revenue)

DOCUMENT
FOLDER

JOCKETED
DEC 16 1999

EEF

ROLAND, FOGEL, KOBLENZ & PETROCCIONE, LLP

ORIGINAL

ATTORNEYS AT LAW

1 COLUMBIA PLACE

ALBANY, NEW YORK 12207

KEITH J. ROLAND
USHER FOGEL
MARK L. KOBLENZ
EMILIO A. F. PETROCCIONE

GEORGE A. ROLAND*
COUNSEL
*ALSO ADMITTED TO FLORIDA BAR

TEL: (518) 434-8112

FAX: (518) 434-3232

EDMUND A. KOBLENZ
1908-1972
A. ABBA KOBLENZ
1922-1979

March 30, 2000

By Airborne Express

Mr. Ed Rodrock
Pennsylvania Public Utility Commission
North Office Building
North Street & Commonwealth Avenue
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER

RECEIVED

MAR 31 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Perry Gas Companies, Inc. - Gas Application - Docket No. A-125048

Dear Mr. Rodrock:

In response to the concerns previously raised in connection with the above-referenced application, enclosed please find for filing with the Commission, a signed and verified original and eight (8) copies of the revised "Application of Perry Gas Companies, Inc. to Offer, Render, Furnish, or Supply Natural Gas Services to the Public in the Commonwealth of Pennsylvania", together with a 3 1/2" diskette formatted in Word. This document revises the original filing previously submitted to the Commission.

Please be advised that the revised Application also includes a Petition for Proprietary Order seeking confidentiality treatment for certain enumerated financial statements, which should be addressed simultaneously with this Application.

The Affidavits of Newspaper Publication will be forwarded after receipt by our office.

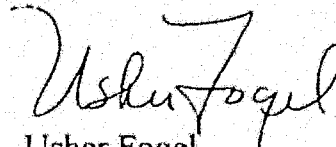
Please date stamp the enclosed "File Copy" of this cover letter and return to our office in

74

Mr Ed Rodrock
March 30, 2000
Page 2 of 2

the enclosed self-addressed stamped envelope.

Very truly yours,

A handwritten signature in cursive script that reads "Usher Fogel". The signature is written in dark ink and is positioned above the printed name and title.

Usher Fogel
Counsel

UF:mac
Enclosures

cc: Department of Revenue
Natural Gas Distribution Companies
Office of the Attorney General
Irwin A. Popowsky
Bernard A. Ryan, Jr.
Tracey Barnett

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Perry Gas Companies, Inc. d/b/a _____ for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

- 1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

Perry Gas Companies, Inc
 952 Echo Lane
 Suite 450
 Houston, TX 77024
 Tel. (713) 467-0505
 Fax: (713) 467-0599

DOCKETED
 APR 27 2000

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

N/A

**DOCUMENT
 FOLDER**

- 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:

Ms. Beth Perry-Sewell
 Perry Gas Companies, Inc.
 952 Echo Lane
 Suite 450
 Houston, TX 77024
 Tel: (713) 467-0505
 Fax: (713) 467-0599

RECEIVED

MAR 31 2000

PA PUBLIC UTILITY COMMISSION
 SECRETARY'S BUREAU

- 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:

Ms. Beth Perry-Sewell
 Perry Gas Companies, Inc.
 952 Echo Lane
 Suite 450
 Houston, TX 77024
 Tel: (713) 467-0505
 Fax: (713) 467-0599

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

Usher Fogel
 Roland, Fogel, Koblenz & Petroccione, LLP
 1 Columbia Place
 Albany, New York 12207
 Tel: (518) 434-8112
 Fax: (518) 434-3232

- 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:

CT Corporation System
1635 Market Street
Philadelphia, PA 19103
Tel: (215) 563-7750
Fax: (215) 563-7771

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

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

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 ATTACHMENT "A"

Give name and address of officers.

Ms. Beth Perry-Sewell, President and CEO
Mr. Earl R. Thomas, Vice President and COO
Mr. Joseph F. Aliceacosta, Vice President
Ms. Victoria de las Cuevas, Controller

Address, phone and fax same as provided in #1.

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.

SEE ATTACHMENT "B"

- 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. (Identify the nature of service being rendered.)

OR

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier 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.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

Retail Supplier of Natural Gas, initially to commercial and industrial customers and potentially residential customers.

10. **SERVICE AREA:** Generally describe the geographic area in which Applicant proposes to offer services.

Columbia Gas of Pennsylvania, Inc.; Peoples Natural Gas Co.; PG Energy, Inc.; Equitable Gas Co.; PG Energy, Inc.; Equitable Gas Co.; National Fuel Gas Distribution Corp.; UGI Utilities, Inc.; PECO Energy Co.; Penn Fuel Gas, Inc.; Carnegie Natural Gas Co.; T.W. Phillips Gas & Oil Co.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on December 1, 1999. (approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

Bernard A. Ryan, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p>NUI Valley Cities Gas (NUI Transportation Services) Mike Vogel PO Box 3175 Union, NJ 07083-1975 PH: 908.289.5000 ext. 5441 FAX: 908.2898.6444</p>	<p>National Fuel Gas Distribution Corp. James E. Patterson 10 Lafayette Square Buffalo, NY 14203 PH: 716.857.7130 FAX: 716.857-7823</p>
<p>Penn Fuel (North Penn Gas Company & Penn Fuel Gas) Jim Evans or Tom Olsen 2 North 9th Street GENA94 Allentown, PA 18101 PH: 610.774.7981 610.774.4975 FAX: 610.774.5694 610.774.4975 e-mail: jevans@papl.com or teolson@papl.com</p>	<p>The Peoples Natural Gas Company Joe Gregorini or Bill McKeown 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: jgregorini@png.cng.com PH: 412.497.6851 or 412.497.6840 FAX: 412.497.6630</p>
<p>T. W. Phillips Gas and Oil Company Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725 FAX: 724.287.5021 e-mail: rhovanec@twphillips.com</p>	<p>UGI David Beaston or Bob Krieger PO Box 12677 or 225 Morgantown Rd Reading, PA 15222 Reading, PA 15222 PH: 610.796.3425 PH: 610.796.3516 FAX: 610.796.3559</p>
<p>PG Energy Richard N. Marshall or Wendy K. Saxe One PEI Center Wilkes-Barre, PA 18711-0601 e-mail: marshall@pgenergy.com or saxe@pgenergy.com PH: 570.829.8795 FAX: 570.829.8652</p>	<p>Equitable Gas Company Antionette Litchy 200 Allegheny Center Mall Pittsburgh, PA 15212-5352 PH: 412.395.3117 FAX: 412.395.3156</p>
<p>Carnegie Natural Gas Company Donald A. Melzer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext. 331 FAX: 412.655.0335</p>	<p>Columbia Gas of PA, Inc. Paula Frauen or Shirley Bardes-Hasson 650 Washington Road Pittsburgh, PA 15228 e-mail: pfrauen@columbiaenergygroup.com PH: 412.572.7131 FAX: 412.572.7161</p>
	<p>PECO Kevin Carrabine 300 Front Street Building 2 Conshohocken, PA 19428 PH: 610.832.6413</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. 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.

SEE ATTACHMENT "C"

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix "A" to this application.
SEE ATTACHMENT "D"

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

N/A

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number 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 Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies. **SEE ATTACHMENT "E"**

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers. **SEE ATTACHMENT "F"**

c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application. **SEE ATTACHMENT "F"**

17. **FINANCIAL FITNESS:** **SEE ATTACHMENT "G"**

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published parent company financial and credit information.
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
- 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 or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements
- Such other information that demonstrates Applicant's financial fitness

B. Applicant must provide the following information: **SEE ATTACHMENT "H"**

- Identify Applicant's chief officers including names and their professional resumes.
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following: **SEE ATTACHMENT "I"**
- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
 - A copy of any Federal energy license currently held by the Applicant.
 - Proposed staffing and employee training commitments.
 - Business plans.
19. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.
20. **UNIFORM 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
21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate.
- a. **Reports of Gross Receipts:** Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.
22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
23. **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.
24. **FEE:** The Applicant has paid the required initial licensing fee of \$350 payable to the Commonwealth of Pennsylvania.

Applicant: Perry Gas Companies, Inc.

By: Beth Perry Sewell
Beth Perry-Sewell

Title: President & CEO

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's 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

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

Bob Perry Sewell
Signature of Affiant

Sworn and subscribed before me this 29 day of March, 2000.

M. Victoria de las Cuevas
Signature of official administering oath

My commission expires 7-9-2003.

ATTACHMENT "A"

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

55

PERRY GAS COMPANIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2924893

MICROFILM NUMBER: 2000013

0302-0303

DARCI L DELISLE
ROLAND FOGEL KOBLER & PETROCCIONE LLP
1 COLUMBIA PLACE
ALBANY NY 12207

FEB 17 2000

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2924893

Kim Fitzgerald
Secretary of the Commonwealth

Secretary of the Commonwealth

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

DSCB.15-4124/6124 (Rev. 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: PERRY GAS COMPANIES, INC.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

N/A

3. (If the name set forth in paragraph 1 or 2 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:

N/A

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB.54-31 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

TEXAS

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

952 Echo Lane, Suite 450, Houston, Texas 77024

Number and Street City State Zip

6. The (a) address of this corporation's proposed 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) CT Corporation System, 1635 Market Street, Philadelphia, PA 19103

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.

PA DEPT OF STATE

RECEIVED FEB 17 2000

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 17th day of February 2012

DARCIL DELISLE
Notary Public, State of New York
Qualified in Albany County ONS
No. 01DE5043397 2007
My Commission Expires May 8, 19

Perin Gas Companies, Inc.
(Name of Corporation)

BY Beth Perry DeWitt
(Signature)

TITLE President : CEO



The State of Texas

SECRETARY OF STATE

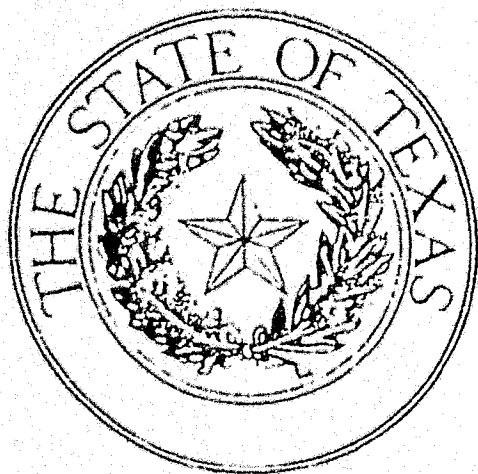
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

PERRY GAS COMPANIES, INC.

were filed in this office and a certificate of incorporation was issued on
MAY 9, 1988;

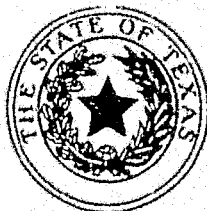
IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 15, 1993.*



John Hannah Jr.
Secretary of State

PH



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

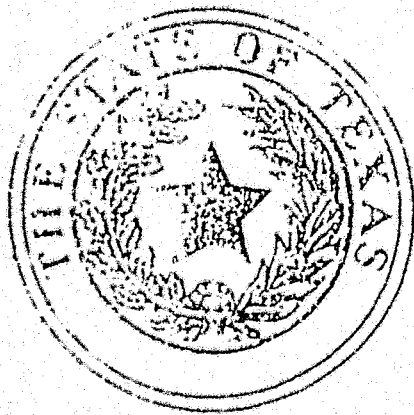
PERRY GAS COMPANIES, INC.
CHARTER NUMBER 01076528

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED MAY 9, 1980



Carl M. Reims
Secretary of State

ARTICLES OF INCORPORATION
OF
PERRY GAS COMPANIES, INC.

FILED
In the Office of the
Secretary of State of Texas
MAY 09 1988
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as Incorporator of a corporation (hereinafter referred to as the "Corporation") under the Texas Business Corporation Act (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE ONE

Name

The name of the Corporation is: PERRY GAS COMPANIES, INC.

ARTICLE TWO

Duration

The period of the duration of the Corporation is perpetual.

ARTICLE THREE

Purpose and Powers

Section 1. Purpose. The purpose for which the Corporation is organized is:

To transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Section 2. Statutory Powers. Subject to any limitations or restrictions imposed by the Act or other law, or by

these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purpose set forth in Section 1 of this Article, the Corporation shall have and may exercise all of the powers specified in the Act or in any other applicable law of Texas.

Section 3. Additional Powers. Subject to any limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purpose set forth in Section 1 of this Article, the purpose enumerated in Section 1 of this Article shall be construed as creating powers (as well as declaring purposes) as fully as if the text of the clause in Section 1 of this Article was repeated in this Section.

Section 4. Direction of Purpose and Exercise of Powers by Directors. Subject to any limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors is hereby authorized to direct, by resolution duly adopted, the purpose set forth in Section 1 of this Article and to exercise all the powers of the Corporation, without previous authorization or subsequent approval by the shareholders; and all parties dealing with the Corporation shall have the right to rely on any action taken by the Corporation pursuant to such action by the Board of Directors.

Section 5. Limiting Clause. Nothing in this Article is to be construed as authorizing the Corporation to transact

any business in the State of Texas expressly prohibited by any law of Texas, or to engage in any activity in Texas which cannot lawfully be engaged in without first obtaining a license under the laws of Texas and such a license cannot be granted to a corporation.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred Thousand (200,000) shares of common stock each with a par value of One Dollar (\$1.00). Common shares and the holders thereof shall not have cumulative voting rights, and no shareholder shall have any pre-emptive rights to subscribe for or acquire any treasury shares or any additional shares of any class of the Corporation if such shares shall be hereby or hereafter authorized or issued.

ARTICLE FIVE

Initial Consideration for Issuance of Shares

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation is Suite 409, MBank Plaza, 3800 East 42nd Street, Odessa, Texas 79762.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation, at such address, is Jimmie B. Todd.

.ARTICLE SEVEN

Contracts with Other Corporations

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case

described in this paragraph, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction.

ARTICLE EIGHT

Indemnification of Officers and Directors

Section 1. Indemnification of Officers and Directors.

The Corporation shall have the power to adopt By-Laws providing for the indemnification to the fullest extent to which it is empowered to do so by the Texas Business Corporation Act or any other applicable laws as may from time to time be in effect, of any person who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietary, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 2. Power to Purchase Insurance. The Corporation shall have the power to purchase and maintain insurance

on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietary, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Article.

ARTICLE NINE

Data Respecting Directors

Section 1. Board of Directors. The number of directors shall from time to time be fixed by the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors is one (1) who need not be residents of the State of Texas or shareholders of the Corporation.

Section 2. Names and Addresses. The name and address of the person who is elected to serve as director until the first annual meeting of the shareholders, or until his successors shall have been elected and qualify, is:

<u>Name</u>	<u>Address</u>
CHARLES R. PERRY	9 San Miguel Square Odessa, Texas 79762

Section 3. Increase or Decrease of Directors. The number of directors of the Corporation may be increased or

ATTACHMENT "B"

Response to Question 6 Regarding
Affiliation or Ownership Interests:

The following companies are wholly-owned subsidiaries of the Applicant:

1. Southeastern States Energy, Inc. Independent retail gas marketing company, primarily serving customers in the southeastern region.
2. Perry Energy Services, Inc. Independent retail gas marketing company, primarily serving low volume customers in the Northeastern region.
3. Perry Gas Processors, Inc. Processor of natural gas.

ATTACHMENT "C"

PROOF OF SERVICE

Re: APPLICATION OF PERRY GAS COMPANIES, INC.
TO OFFER, RENDER, FURNISH, OR SUPPLY
NATURAL GAS SERVICES TO THE PUBLIC IN
THE COMMONWEALTH OF PENNSYLVANIA

I hereby certify that I have this day served the "APPLICATION OF PERRY GAS COMPANIES, INC. TO OFFER, RENDER, FURNISH, OR SUPPLY NATURAL GAS SERVICES TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA", together with all attachments except those subject to the Petition for Proprietary Order upon the parties listed below, in accordance with the requirements of §§ 1.57 and 1.58 of the Commission's regulations (relating to service by a participant).

Dated at Albany, New York, this 30th day of March, 2000.

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

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

Irwin A. Popowsky
Consumer Advocate
1425 Strawberry Square
Harrisburg, PA 17120

Bernard A. Ryan, Jr
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

NUI Valley Cities Gas
Mike Vogel
P.O. Box 3175
Union, NJ 07083-1975

Penn Fuel
Jim Evans
2 North 9th Street
GENA94
Allentown, PA 18101

T.W. Phillips Gas and Oil
Company
Robert M. Hovanec
205 North Main Street
Butler, PA 16001

PG Energy
Richard N. Marshall
One PEI Center
Wilkes-Barre, PA 18711-0601

Carnegie Natural Gas Company
Donald A. Melzer
800 Regis Avenue
Pittsburgh, PA 19236

National Fuel Gas Distribution
Corp
James E. Patterson
10 Lafayette Square
Buffalo, NY 14203

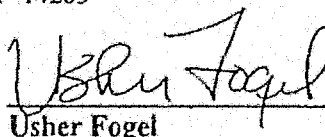
The Peoples Natural Gas
Company
Joe Gregorini
625 Liberty Avenue
Pittsburgh, PA 15222

UGI
David Beaston
P.O. Box 12677
Reading, PA 15222

Equitable Gas Company
Antionette Litchy
200 Allegheny Center Mall
Pittsburgh, PA 15212-5352

Columbia Gas of PA, Inc
Paula Frauen
650 Washington Road
Pittsburgh, PA 15228

PECO
Kevin Carrabine
300 Front Street, Bldg. 2
Conshohocken, PA 19428



Usher Fogel

Counsel for Perry Gas Companies, Inc
Roland, Fogel, Koblenz & Petroccione, LLP
1 Columbia Place
Albany, New York 12207
TEL: (518) 434-8112
FAX: (518) 434-3232

Example Form of Notice

Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125048.

On March _____, 2000, Perry Gas Companies, Inc. filed 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, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Perry Gas Companies, Inc. proposes to sell natural gas and related services throughout all 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 Perry Gas Companies, Inc. 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 Perry Gas Companies, Inc.'s attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is A-125048.

By and through Counsel: Usher Fogel
Roland, Fogel, Koblenz & Petroccione, LLP
1 Columbia Place
Albany, New York 12207
Tel: (518) 434-8112
Fax: (518) 434-3232

ATTACHMENT "D"

APPENDIX A

**COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested

1. CORPORATE OR APPLICANT NAME PERRY GAS COMPANIES, INC.	2. BUSINESS PHONE NO. (717) 467-0505 CONTACT PERSON(S) FOR TAX ACCOUNTS: VICTORIA DE LAS CUEVAS
--	--

3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO) (POST OFFICE) STATE (ZIP)
 952 ECHO LANE, SUITE 450 HOUSTON, TX 77024

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT) BETH PERRY SEWELL	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ - _ _ _ _ _
NAME (PRINT) CHARLES PERRY	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ - _ _ _ _ _
NAME (PRINT) EARL THOMAS	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ - _ _ _ _ _
NAME (PRINT) JOE ALICEA ACOSTA	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ - _ _ _ _ _

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS (ALL ITEMS: A, B, AND C MUST BE COMPLETED)

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/> 8 1 - 4 8 6 9 3 - 7 <input type="checkbox"/> <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/> 2 2 1 5 1 0 5 <input type="checkbox"/> <input type="checkbox"/>
B. EMPLOYER ID (FIN) (9 DIGITS) APPLICATION PENDING <input type="checkbox"/> N/A <input type="checkbox"/> 7 5 - 2 2 3 6 3 9 6 <input type="checkbox"/> <input type="checkbox"/>	

10. Do you have PA employees either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

PA SALES AND USE TAX VICTORIA DE LAS CUEVAS PHONE (914) 354-6262	EMPLOYER TAXES VICTORIA DE LAS CUEVAS PHONE (914) 354-6262	CORPORATE TAXES VICTORIA DE LAS CUEVAS PHONE (914) 354-6262
--	--	---

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers:
 (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

ATTACHMENT "E"

Response to Question 16(a):

Contact For Consumer Service and Complaints:

Joseph F. Aliceacosta
Vice-President
952 Echo Lane
Suite 450
Houston, TX 77024
Tel: 1-800-973-7794
Fax: (713) 467-0599

ATTACHMENT "F"

**RESIDENTIAL AND NON-RESIDENTIAL
ELECTRICITY AND NATURAL GAS SUPPLY AGREEMENT
PENNSYLVANIA**

This Agreement dated _____, 2000, between _____ ("Customer") and Perry Gas Companies, Inc. ("Perry") for the provision of electricity and/or natural gas.

1. **Agreement to Purchase Energy.** Perry agrees to sell and deliver and Customer agrees to purchase and accept the quantity of electricity and/or natural gas, as estimated by Perry, necessary to serve Customer's consumption profile or as scheduled by the Local Distribution Utility ("LDU"). The amount of electricity or natural gas delivered is subject to change based upon data affecting consumption obtained by Perry or the LDU's delivery schedule. Customer will promptly advise Perry if any event or circumstances may cause a 10% change from the Customer's historic consumption.

2. **Term.** The term of this Agreement for the sale of natural gas shall begin on _____ and shall continue in effect for a period of one year until _____ ("Initial Term"). The term of this Agreement for the sale of electricity shall begin as of the first scheduled meter reading by the LDU after the date on which customer is eligible to receive service and shall continue until the first scheduled meter reading occurring 12 months thereafter ("Initial Term"). This Agreement shall automatically renew for successive one year periods ("Renewal Term") unless either party notifies the other party in writing within thirty (30) days prior to the intended annual date of termination.

3. **Price.**

A. **Electric.** The price for all electricity sold under this Agreement during the Initial Term is \$ _____ per kwh plus all applicable energy and state and local sales and use taxes.

B. **Gas.** (i) The price for all natural gas sold under this Agreement during the Initial Term is _____ \$ per therm plus all applicable energy and state and local sales and use taxes; or (ii) the price per dth may vary on a monthly basis, including all applicable Pennsylvania energy taxes, except sales and uses taxes, and shall be at least _____ % lower on an annual basis than the commodity cost of gas charged by the LDU.

C. **Period.** This price shall be in effect for the Initial Term and each Renewal Term unless Perry shall provide notice in writing to the Customer within forty-five (45) days prior to the end of the Initial or Renewal Term, as the case may be, of a new price to go into effect at the commencement of the Renewal Term.

4. **Customer Rights and Information.** You may cancel this agreement at any time before midnight of the third business day after receiving the Disclosure Statement of Perry. You may obtain additional information by contacting Perry at 1-800-973-7794 or the Pennsylvania Public Utility Commission at _____. In the event of an electric/gas-related emergency, you should contact the LDU @ _____.

Perry Gas Companies, Inc.

By: _____

Signature: _____

Title: _____

Date: _____

Customer: _____

Signature: _____

Title: _____

Date: _____

BPU License No. _____

Customer Data

Name: _____

Address: _____

Tel. No.: _____

Electric Utility Account No.: _____

Gas Utility Account No.: _____

Contact Person: _____

Additional Terms and Conditions to Residential and Non-Residential Electricity and Natural Gas Supply Agreement Pennsylvania

1. **Measurement.** The parties agree to accept for purposes of accounting for electricity and/or gas delivered under this Agreement, the quantity, quality, and measurement determined by the LDU.
2. **Agency.** Customer hereby appoints Perry as agent for the purposes of acquiring the supplies necessary to meet its electricity and/or gas needs, arranging, contracting for and administering transportation, transmission and related services over interstate facilities and those of the LDU needed to deliver electricity and/or gas to the Customer's premises. These services are provided on an arms-length basis and market-based compensation is included in the price noted above.
3. **Billing, Payment and Termination.** Perry will invoice monthly for gas and/or electricity delivered under this Agreement at the price agreed to herein, and Customer will pay each invoice in full within twenty (20) days of the invoice date or be subject to a late payment charge of 1.5% per month. In the event of failure to render payment timely, Perry will not terminate service on this Agreement without providing Customer 30 days written notice of contract termination. If full payment is not received within said 30 day period, termination of service is allowed and will be effective as of the next meter reading date. Non-payment for one energy service may result in termination of a multiple energy Agreement. A \$20 fee will be applied for returned checks.
4. **Title.** Title to and possession of all electricity and/or gas sold and delivered under this Agreement shall pass from Perry to Customer at the Point of Delivery. Perry will indemnify and hold harmless the Customer from all taxes, royalties, fees or other charges incurred with respect to the electricity before title passes.
5. **Credit.** Customer shall make credit arrangements satisfactory to Perry at its discretion, which may include provision of a deposit, a letter of credit, a guarantee of payment from a third party, or some other form of security. Perry has the right to request Customer to make and/or modify credit arrangements before and/or during the effective period of this Agreement. If Customer fails to make credit arrangements satisfactory to Perry, Perry reserves the right to immediately terminate this Agreement and/or suspend sales and deliveries.
6. **Relocation.** A residential customer may terminate this Agreement with sixty (60) days notice without penalty, as a result of relocation outside the LDU's franchise area.
7. **Default Liability.** In no event shall Customer or Perry be liable for any direct, punitive, incidental, consequential, exemplary, indirect, third-party claims or other damages whether such claims are based upon contract, warranty, tort, negligence, strict liability or otherwise, or for lost profits arising from a breach of this Agreement.
8. **Choice of Laws.** Venue for any lawsuit brought to enforce any term or condition of this agreement or to construe the terms hereof shall lie exclusively in the Commonwealth of Pennsylvania. This Agreement shall be construed under and shall be governed by the laws of the Commonwealth of Pennsylvania without regard to the application of its conflicts of laws and principles.
9. **Assignability.** The Customer may not assign its interests in and obligations under this Agreement without the express written consent of Perry, such consent shall not be unreasonably withheld. Perry may assign this Agreement to another energy supplier.
10. **Severability.** If any provision in this Agreement is held by a court or regulatory agency of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions shall nevertheless continue in full force without being impaired or invalidated in any way.
11. **No Warranties.** Unless otherwise expressly set forth in this Agreement, Perry provides and Customer receives no warranties, express or implied, statutory, or in any other provision of this agreement, or any other communication and Perry specifically disclaims any warranty of merchantability or fitness for a particular purpose.
12. **Delay or Failure to Exercise Rights.** No partial performance, delay or failure on the part of Perry in exercising any rights under the Agreement and no partial or single exercise thereof shall constitute a waiver of such rights or of any other rights hereunder.
13. **Force Majeure.** The term "Force Majeure" as used herein shall mean any act or cause not reasonably within the control of the Party claiming suspension and which by the exercise of due diligence, such Party is unable to prevent or overcome, including but not limited to, any act or cause which is deemed a "Force Majeure" by the LDU or any transportation or transmitting entity. If either party is rendered unable, wholly or in part, by Force Majeure to perform or comply with any obligations or conditions of this Agreement, they shall give immediate notice to the maximum extent practicable in writing and provide reasonably full particulars to the other party. Such obligations or conditions, so far as they are affected by such Force Majeure, shall be suspended during the continuance of any inability so caused, and such party shall be relieved of liability and shall suffer no prejudice for failure to perform the same during the period. The party claiming suspension of obligations must in good faith attempt to mitigate and/or terminate the Force Majeure. If at some future date there is a change in any law, rule, regulation or pricing structure whereby Perry is prevented, prohibited or frustrated from carrying out the terms of the Agreement, then, at the sole discretion of Perry, this Agreement, may be cancelled.
14. **Taxes and Laws.** Except as otherwise provided in the Agreement or provided by law, all taxes of whatsoever kind, nature and description, due and payable with respect to Customer's performance of its obligations under this Agreement, shall be paid by the Customer. The parties' obligations under this Agreement are subject to any validly issued present and future legislation, orders, rules, regulations of a duly constituted governmental authority having jurisdiction over this Agreement or the services to be provided herein.
15. **Parties Bound.** This Agreement is binding upon the parties hereto and their respective successors and legal assigns.

**Natural Gas Disclosure Statement of
Perry Gas Companies, Inc.**

This is an agreement for natural gas service, between Perry Gas Companies, Inc. (Perry) and customer's name and full address.

Background

- We at Perry are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-_____.
- We set the commodity prices and charges that you pay. The Public Utility Commission regulates distribution prices and services.
- You will receive a single bill from your Natural Gas Distribution Company (NGDC) which includes our charges as well as the NGDC's charges.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Commodity Charges - The charges for the natural gas produced which is sold either in cubic feet or dekatherms.

Terms of Service

1. Basic Service Price
- Fixed Price Option

You will pay _____¢/Mcf/Dth/ccf for the commodity of natural gas. This price includes all Pennsylvania state taxes, including gross receipts taxes, if any. Sales and use taxes, if any, will be separately charged. The price may change after the first year of the agreement, but if such change occurs, you may renew or cancel the agreement.

Variable Rate Option

Your initial price including all Pennsylvania state taxes, shall be _____¢/Mcf/dth/ccf which can vary monthly to reflect market conditions but will be no higher than _____¢/Mcf/dth/ccf. Sales and Use taxes will be separately charged.

2. Length of Agreement

You will buy your natural gas services for the above street address from Perry beginning on a date set by your Natural Gas Distribution Company and will continue for _____ year.

3. Special Terms and Conditions

- (a) **Security Deposit.** Perry may request a customer credit report and require the customer to provide a security deposit before providing basic service. We may perform a credit check according to applicable regulations.
- (b) **Liability.** No party will be liable for any direct, punitive, incidental, consequential, exemplary, indirect, third-party claims or other damages whether such claims are based on contract, warranty, tort, negligence, strict liability or otherwise, or for lost profits arising from a breach of this agreement.
- (c) **Force Majeure.** You and Perry are relieved of your obligations under this agreement during a Force Majeure, defined as an event or cause not reasonably within the control of a party and which by exercise of due diligence cannot be prevented or overcome.
- (d) **Agency.** Perry is appointed agent for the purpose of acquiring natural gas supplies, contracting for and administering transportation and other related services.

4. Penalties, Fees and Exceptions

If you do not pay your bills on time we will charge you a late payment fee of 1.5% per month. We will charge you a returned check fee of \$20.

5. Cancellation Provisions

If you do not pay your bills on time, we will cancel this agreement by providing you with fifteen (15) days prior written notice.

You may cancel this agreement by providing us with thirty (30) days prior written notice in the event that you move from the location noted above.

6. Agreement Expiration/Change in Terms

If you have a fixed term agreement with us and it is approaching the expiration date or if we propose to change our terms of service, we will send you written notice in the third and second bills for supply charges or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these two advance notices.

7. Dispute Procedures

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

8. Contact Information

Perry Gas Companies, Inc.
952 Echo Lane
Suite 450
Houston, TX 77024
Tel: (713) 467-0505
Fax: (713) 467-0599
e-mail: tracey_barnett@perrygas.com

Natural Gas Distribution Company Name and Provider of Last Resort:

Name:
Address:
Tel:

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: _____
Phone Number: _____

ATTACHMENT "G"

ROLAND, FOGEL, KOBLENZ & PETROCCIONE, LLP

ATTORNEYS AT LAW

1 COLUMBIA PLACE

ALBANY, NEW YORK 12207

KEITH J. ROLAND
USHER FOGEL
MARK L. KOBLENZ
EMILIO A. F. PETROCCIONE

GEORGE A. ROLAND*
COUNSEL
*ALSO ADMITTED TO FLORIDA BAR

30528T

TEL: (518) 434-8112

FAX: (518) 434-3232

00 APR -7 AM 8:17
EDMUND A. KOBLENZ
1908-1972
RECEIVED
SECRETARY'S OFFICE
1922-1979

ORIGINAL

April 5, 2000

**BY TELECOPIER (717) 783-9526
AND FIRST CLASS MAIL**

Hon. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
North Office Building - Room B-20
North Street & Commonwealth Avenue
Harrisburg, PA 17120

**DOCUMENT
FOLDER**

Re: Perry Gas Companies, Inc. - Application No. A-125048

Dear Secretary McNulty:

On March 30, 2000, Perry Gas Companies, Inc. filed a revised application to supply natural gas services. In said application, a Petition for Proprietary Order was sought with respect to certain enumerated financial statements. Staff has informed the Applicant that the financial statements will be placed in a confidential folder and will not be released to the public. This procedure is satisfactory to the Applicant and therefore it withdraws its Petition for Proprietary Order.

Very truly yours,

Perry Gas Companies, Inc.

By: *Usher Fogel*
Usher Fogel, Counsel

DOCKETED

MAY 09 2000

UF/mac
cc: Butch Deichmeiller
Tracey Barnett

10

ROLAND, FOGEL, KOBLENZ & PETROCCIONE, LLP

ATTORNEYS AT LAW

1 COLUMBIA PLACE

ALBANY, NEW YORK 12207

ORIGINAL

KLITHI ROLAND
USHER FOGEL
MARK L. KOBLENZ
EMILIO A. F. PETROCCIONE

ANTHONY CRESHO
GEORGE A. ROLAND*
COUNSEL
*ALSO ADMITTED TO FLORIDA BAR

TEL. (518) 434-8112

FAX: (518) 434-3232

EDMUND A. KOBLENZ
1908-1972
A. ABBA KOBLENZ
1922-1979

DOCUMENT April 17, 2000
FOLDER

RECEIVED

By Airborne Express

APR 17 2000

Hon. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
North Office Building - Room B-20
North Street & Commonwealth Avenue
Harrisburg, PA 17120

PENNSYLVANIA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

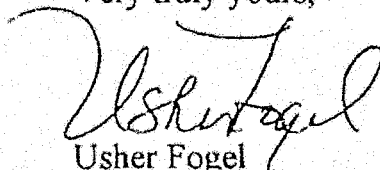
Re: Perry Gas Companies, Inc. - Gas Application - Docket No. A-125048

Dear Secretary McNulty:

Enclosed please find the original Affidavits of Newspaper Publication with respect to the above-referenced gas application. A revised "Application of Perry Gas Companies, Inc. to Offer, Render, Furnish, or Supply Natural Gas Services to the Public in the Commonwealth of Pennsylvania" was previously filed on March 30, 2000, and these Affidavits pertain to that filing.

Please date stamp the enclosed "File Copy" of this cover letter and return to our office in the enclosed self-addressed stamped envelope.

Very truly yours,


Usher Fogel
Counsel

UF:mac

Enclosures

cc: Ed Rodrock
Tracey Barnett

128

AFFIDAVIT

State of New York :
: ss.:
County of Albany :

Mary Anne Clark, Affiant, being duly sworn according to law, deposes and says that: she is an employee of Roland, Fogel, Koblenz & Petroccione, LLP, counsel to the Applicant Perry Gas Companies, Inc.

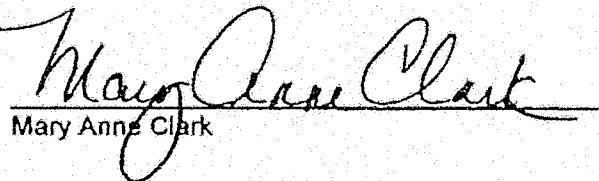
That she is authorized to and does make this affidavit for said Applicant;

That Perry Gas Companies, Inc., the Applicant herein certifies that it has caused the notice of the filing of its license application to be published in the following newspapers as follows:

Philadelphia Inquirer	Published April 6, 2000
Pittsburgh Post Gazette	Published April 5, 2000
The Patriot News	Published April 4, 2000
Times Publishing Morning News	Published March 31, 2000
Scranton Times	Published March 31, 2000
Williamsport Sun Gazette	Published April 3, 2000

A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

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.


Mary Anne Clark

Sworn and subscribed before me this 17th day of April, 2000.


Signature of official administering oath

My commission expires 3-30-2001.

CLAUDIA A. SPERRY
Notary Public, State of New York
Qualified in Albany County
Commission Expires 3-30-2001

Proof of Publication In The Philadelphia Inquirer
Under Act. No 160, P.L. 877, July 9, 1976

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

DOCKETED
APR 26 2000

Copy of Notice of Publication

Anna Dickerson being duly sworn, deposes and says that The Philadelphia Inquirer is a daily newspaper published at Broad and Callowhill Streets, Philadelphia County, Pennsylvania, which was established in the year 1829, since which date said daily newspaper has been regularly published and distributed in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of said daily newspaper on the following dates:

April 6, 2000

Affiant further deposes and says that he is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that he is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

DOCUMENT
FOLDER

Anna Dickerson

Sworn to and subscribed before me this 6th day of April, 2000.

Margaret C. Ruchalski
Notary Public

My Commission Expires:

NOTARIAL SEAL
Margaret C. Ruchalski, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 27, 2002

NOTICE
Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125048
On March 30, 2000, Perry Gas Companies, Inc. filed 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, (2) a broker/ marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Perry Gas Companies, Inc. proposes to sell natural gas and related services throughout all 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 Perry Gas Companies, Inc. 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 Perry Gas Companies, Inc.'s attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is A-125048.
By and through Counsel, Usher Fogel
Roland, Fogel, Koblenz & Petroccione, LLP
1 Columbia Place
Albany, New York 12207
Tel: (518) 434-8112
Fax: (518) 434-3232

RECEIVED

APR 17 2000

PENNSYLVANIA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Proof of Publication of Notice in Post-Gazette

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

A. Blanchard

Commonwealth of Pennsylvania, County of Allegheny, ss: _____, being duly sworn, deposes and says that the Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 and the 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 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 Post-Gazette a newspaper of general circulation on the following dates, viz:

April 5, 2000

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the 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 aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

NOTICE
 Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public of The Commonwealth Of Pennsylvania, Docket No. A-125048.

On March 30, 2000, Perry Gas Companies, Inc. filed 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, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Perry Gas Companies, Inc. proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests affected by the technical or financial illness of Perry Gas Companies, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-1265. You should send copies of any protest to Perry Gas Companies, Inc.'s attorney at the address listed below. Please include the PUC's docket number on any correspondence, which is A-125048.

By and through Counsel:
 Usher Fogel
 Roland, Fogel, Koblenz & Petroccione, LLP
 1 Columbia Place
 Albany, New York 12207
 Tel. (518) 434-8112
 Fax: (518) 434-3232

A. Blanchard
PG Publishing Company

Sworn to and subscribed before me this day of:

April 5, 2000

Mary E. Weyer
Mary E. Weyer, Notary Public

Mary E. Weyer, Notary Public
Fulton County
My Commission Expires Feb. 18, 2004

DOCKETED

APR 26 2000

STATEMENT OF ADVERTISING COSTS

USHER FOGEL
1 COLUMBIA PLACE
ALBANY, NY 12207

RECEIVED

To PG Publishing Company APR 17 2000

P.A. PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Total ----- \$ 414.80

r's Receipt for Advertising Costs

PG PUBLISHING COMPANY, a corporation and publisher of the 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
Boulevard of the Allies
PITTSBURGH, PA 15230
Phone 412-263-1338

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

By Ryan McGowan

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.

**DOCUMENT
FOLDER**

THE PATRIOT NEWS RECEIVED

THE SUNDAY PATRIOT NEWS

APR 7 2000

Proof of Publication PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Under Act No. 587, Approved May 16, 1929

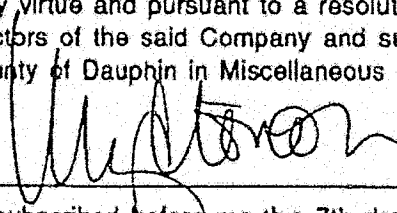
Commonwealth of Pennsylvania, County of Dauphin) ss

Michael Morrow being duly sworn according to law, deposes and says:

That he is the Assistant Controller 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 812 to 818 Market Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania, owner and publisher of THE PATRIOT-NEWS and THE SUNDAY PATRIOT-NEWS newspapers of general circulation, printed and published at 812 to 818 Market Street, 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;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday and Metro editions/issues which appeared on the 4th day(s) of April 2000. That neither he nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That he has 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 stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.



PUBLICATION COPY

Miscellaneous Notices

NOTICE

Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services. To The Public in The Commonwealth Of Pennsylvania. Docket No. A-125048

On March 30, 2000, Perry Gas Companies, Inc. filed 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, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Perry Gas Companies, Inc. proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

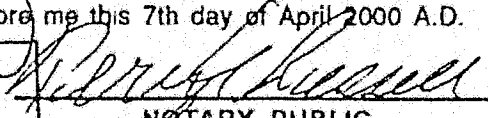
The PUC may consider this application without a hearing. Protest directed to the technical or financial fitness of Perry Gas Companies, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Perry Gas Companies, Inc.'s attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is A-125048.

By and through Counsel: Usher Fogel Roland, Fogel, Koblenz & Petroccione, LLP
1 Columbia Place
Albany, New York 12207
Tel: (518) 434-8112
Fax: (518) 434-3232

been duly paid.

Sworn to and subscribed before me this 7th day of April 2000 A.D.

Notarial Seal
Terry L. Russell, Notary Public
Harrisburg, Dauphin County
My Commission Expires June 6, 2002


NOTARY PUBLIC
My commission expires June 6, 2002
Member, Pennsylvania Association of Notaries

ROLAND, FOGEL, KOBLENZ & PETROCCIONE, LLP
ATTORNEY-AT-LAW, ATTN: MARY ANNE CLARK
1 COLUMBIA PLACE
ALBANY, NY 12207

Statement of Advertising Costs

To THE PATRIOT-NEWS CO., Dr.

For publishing the notice or publication attached hereto on the above stated dates	\$ 161.12
Probating same	Notary Fee(s) \$ 1.50
Total	\$ 162.62

Publisher's Receipt for Advertising Cost

I, Publisher of THE PATRIOT-NEWS and THE SUNDAY PATRIOT-NEWS, newspapers of general circulation, hereby acknowledge receipt of the aforesaid notice and publication costs and certifies that the same have been paid to THE PATRIOT-NEWS CO.

DOCKETED

APR 26 2000

DOCUMENT FOLDER

By.....

OATH of PUBLICATION
In
THE MORNING NEWS
And THE ERIE DAILY TIMES
COMBINATION EDITION

RECEIVED

ROLAND FOGEL KOBLENZ & PETROCCIO
1 COLUMBIA PLACE
ALBANY NY 12207-1006

DOCKETED
APR 26 2000

APR 17 2000

PENNSYLVANIA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

REFERENCE: L0000735
0000111005 NOTICE Application of

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Michael Mead being duly sworn, deposes and says that he is the Publisher of the Times Publishing Company, which publishes:

the Morning News, established, January 1957, and the Erie Daily Times, established April 1888, daily newspapers of general circulation, and published at Erie, Erie County, Pennsylvania, and that the notice of which the attached is a copy cut from said newspapers, was printed and published in the regular editions of said newspapers of the dates referred to below.

Affiant further deposes that he is duly authorized by THE TIMES PUBLISHING COMPANY, publisher of the Morning News and Erie Daily Times 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: 03/31

DOCUMENT
FOLDER

TOTAL COST: 146.44
FILED ON: 03/31/00

AD SPACE: 64 LINE

NOTICE
Application of Perry Gas Companies, Inc. For Approval to Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services, To The Public in The Commonwealth of Pennsylvania, Docket No. A-125048.
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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Perry Gas Companies, Inc. 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 Perry Gas Companies, Inc.'s attorney of the address listed below. Please include the PUC's "docket number" on any correspondence, which is A-125048.
By and through Counsel:
Usher Fogel
Roland, Fogel, Koblenz & Petroccione, LLP
1 Columbia Place
Albany, New York 12207
Tel: (518) 434-8112
Fax: (518) 434-3232
(111)905.NT.311

Sworn to and subscribed before me this

1st day of April 2000 Affiant: *[Signature]*

NOTARY: *[Signature]*

Notarial Seal
Marybath Swoger, Notary Public
Erie, Erie County
My Commission Expires Oct 6, 2003
Member, Pennsylvania Association of Notaries

The Scranton Times

PENN AVENUE AT SPRUCE STREET • P.O. BOX 3311 • SCRANTON, PA 18505-3311

PHONE (570) 348-9100

9	ADVERTISER CLIENT
7	BILLED/ACCOUNT NO. 156257

2	BILLED ACCOUNT
---	----------------

5	BILLING PERIOD	
3	INVOICE NO.	4 BILLING DATE
		3/31/00

ROLAND FOGEL KOBLENZ &
PETROCOTONE L.P.
USHER FOGEL
1 COLUMBIA PL
ALBANY NY 12207

RECEIVED

6	TERMS OF PAYMENT SEE OTHER SIDE
---	------------------------------------

APR 17 2000

10 DATE	11 REFERENCE NUMBER	12 CHARGES OR CREDITS DESCRIPTION/PRODUCT CODE	13	14	15 SAU/ DIMENSIONS	16 TIMES	17 BILLED UNITS	18 R.A.E	19 GROSS AMOUNT	20 NET AMOUNT
31	949150	APPLICATION PERRY G AS CO			62	1	62.00	2.75	174.26	174.26
31	949150	AFF. 3/31/00							5.00	5.00

SECRETARY'S BUREAU

THE SCRANTON TIMES (UNDER ACT P.L. 877 NO. 160, JULY 9, 1975)
COMMONWEALTH OF PENNSYLVANIA COUNTY OF LACKAWANNA

CAROLYN TIMLIN BEING DULY SWORN ACCORDING TO LAW DEPOSES AND SAYS THAT SHE IS ACCOUNTING CLERK FOR THE SCRANTON TIMES, OWNER AND PUBLISHER OF THE SCRANTON TIMES, A NEWSPAPER OF GENERAL CIRCULATION, ESTABLISHED IN 1870, PUBLISHED IN THE CITY OF SCRANTON, COUNTY AND STATE AFORESAID, AND THAT THE PRINTED NOTICE OR PUBLICATION HERETO ATTACHED IS EXACTLY AS PRINTED IN THE REGULAR EDITIONS OF THE SAID NEWSPAPER ON THE FOLLOWING DATES,
VIZ: 3/31/00

AFFIANT FURTHER DEPOSES AND SAYS THAT NEITHER THE AFFIANT NOR THE SCRANTON TIMES IS 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

SWORN AND SUBSCRIBED TO BEFORE ME
THIS 03 DAY OF APRIL A.M., 2000.

Roger A. Washner (NOTARY PUBLIC)

Notarial Seal
Roger A. Washner, Notary Public
Scranton, Lackawanna County
My Commission Expires Sept. 23, 2003
Member, Pennsylvania Association of Notaries

LEGAL NOTICE
Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/ Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125048.
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24	AGING
	APR 26 2000

29	CONTRACT PERFORMANCE			
EXPIRATION DATE	REQUIREMENT	CURRENT MONTH	CUMULATIVE	

AMOUNT OF PAYMENT

26	BILLED/ACCOUNT NO.	27	BILLED
	156257		ROLAND FOGEL K

DETACH AND RETURN THIS PORTION WITH YOUR PAYMENT

The Scranton

PENN AVENUE AT SPRUCE STREET • P.O. BOX 3311
PHONE (570) 348-

REMITTANCE ADVICE

18505-3311

EVERY CHILD DESERVES A FAMILY
Chinchilla
Mon-Fri, 11am-6pm
Sat., 10am-5pm

ROCKETED
DOCUMENT
FOLDER

State of Pennsylvania ((SS.
County of Lycoming (

RECEIVED

APR 17 2000

PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE

Before me, a Notary Public, duly commissioned in and for said county and state, personally appeared John Yahnner for the Sun-Gazette Company of 252 West Fourth Street, Williamsport, Pennsylvania, publishers of the WILLIAMSPORT SUN-GAZETTE, a newspaper of general circulation, who being duly sworn according to law depose that the advertisement of Roland Fogel Koblenz - Perry Gas Co. appeared in the WILLIAMSPORT SUN-GAZETTE on April 3, 2000

[Signature]

Sworn to and subscribed before me this 4th day of April, 2000

DOCKETED

APR 26 2000

DOCUMENT FOLDER

Cathy A. Livermore
Notary Public

NOTARIAL SEAL
CATHY A. LIVERMORE, Notary Public
Williamsport, Lycoming County
My Commission Expires May 12, 2003

REAL ESTATE TRANSFERS

Lycoming County

First Union Bank, to Ruthann Rupp and Doris J. Jones, property in Old Lycoming Township, \$53,900.

Stanley C. Skuta, Williamsport, to Mara E. Lewis and Roger E. Wilson, Williamsport, property in 7th ward, City, \$68,000.

Jerry T. and Denise A. Booth, Old Lycoming Township, to Hope Enterprises, Inc., Williamsport; property in Loyalsock Township, \$64,000.

Massimo and Joann R. Fremiotti, Scranton, Lackawanna County to Marcus M. and Kelly E. Annicelli, Center Morch-
~~estown~~ property in Loyalsock Township, to John D. Stine, Loyalsock Township, property in 8th ward, City, \$31,000.

Matthew D. and Stephanie L. Carey, Eldred Township, to S.W. Realty, South Williamsport, property in Fairfield Town-
~~ship~~, \$75,000.

McIntyre Township Supervisors, Ly-
~~coming~~ County, to James and Mabel A. Liberti, Jr., property in McIntyre Town-
~~ship~~, \$1,000.

Murvin F. and Helen E. Springman, Williamsport, to Debra L. Segraves, Mon-
~~toursville~~, property in Loyalsockville, \$35,000.

Dennis C. Smithgall, McAllen, Texas, to Ralph M. and Christine D. Seeyle, Williamsport; property in Hepburn Town-
~~ship~~, \$49,900.

Countrywide Home Loans, Inc., Cali-
~~ifornia~~, to Harvey S. and Elizabeth A. Barnhart, Jersey Shore, property in 12th
~~ward~~, City, \$22,000.

Virginia L. Monoski Trust, Williamsport, to Robert C. and Shelly M. Clokey, Williamsport, property in 7th
~~ward~~, City, \$74,900.

Heister H. Linn, Jr., to Neil L. and Suelen Smith; property in Montoursville, \$216,000.

Estate of Florence E. Menre, Loyal-
~~sock~~ Township, to Carla C. Cipolla, Williamsport; property in Loyalsock
~~Township~~, \$148,000.

Randy B. and Nancy D. Williams, Towanda, to Terry W. and Susan E. Allen, Jersey Shore; property in City, \$165,000.

Leonard W. Iliam and Betty J. Smeenk, Williamsport, to Jeffrey C. and Susan Joy Chubb; property in 16th ward, City, \$70,000.

Brenda I. Fulmer, Williamsport, to Michael K. and Amy L. Cipriani, Williamsport; property in 15th ward, City, \$82,500.

Clinton County

Mark M. and Glenda L. Shope to Glen-
~~da L. Shope~~ in Porter Township, \$43,000.

Sarah M. Robbins, Richard W. Brown, Betty Lou Brown, Marian B. Lang, Thomas Lang, Robert B. Diehl and Dorothy Diehl to Patricia S. Foster in Porter Township, \$64,000.

David W. and Catherine L. Buzza to Christopher R. and Rebecca F. Dilley in Lock Haven, \$111,000.

Guy R. and Liss A. Bloom to Christo-
~~pher and Teresa A. Hamberger~~ in Wood-
~~ward Township~~, \$88,000.

Jeffery W. Dunoughe to Jeffrey D. Gunther in Lock Haven, \$64,000.

Kathleen Hock and Dale Schneider to Edward R. and Janet A. Newman in Woodward Township, \$270,000.

Joseph H. Geise III, Nan H. Geise, Richard A. Riccardo, Beth H. Riccardo, Philip Barker and Sue H. Barker to David W. and Catherine L. Buzza in Bald Eagle Township, \$28,000.

North Lands, Inc. to James Burney in Gallagher Township, \$21,900.

Von P. and Darla D. Wise to Douglas K. Krasley in Pine Creek Township, \$95,000.

Tioga County

Thurleen Reid to Joseph R. Tice, prop-
~~erty~~ in Sullivan Township, \$20,000.

Marjorie Daubert to Brett and Lee Russell, property in Blossburg, \$625.

Barry and Diane Schoenly to Carl, Jr., and Gary Marx, property in Chatham Township, \$64,000.

Shirley M. Causer to Adelbert E., Jr., and Michelle L. Freeland, property in Osceola Township, \$17,000.

Thomas C. and Mary M. Wizada, to Michael Cummings, Jr., property in Charleston Township, \$5,400.

Mosso, property and Bill Wood to James S. \$2,500.

Minnie M. Mayor and Gerald W.

Phelps, Jr. to Victor and Charlene Phc
~~property~~ in Farmington Towns
~~\$29,000~~

Harold and Ina Jackson to Step
~~and Melinda Tice~~, property in Sulli
~~Township~~, \$22,918.

Theodore and Vidu Compton to An
~~and Ann Serva~~, property in Middlet
~~Township~~, \$15,000.

Lizabeth M. Naylor to William K.
~~Lori A. Smith~~, property in Haini
~~Township~~, \$43,900.

Irene Frost to Gerald and Delphia
~~draws~~, property in Covington Towns
~~\$5,000~~

Cross Living Trust, Cliff, Jr., and
~~D. Cross to Jack A. and Sharon B. St~~
~~property~~ in Sullivan Township, \$20,600.

Keith H. Wade and Randy Morga
~~seven~~ and Gloranne Dziuba, prop
~~in Rutland Township~~, \$26,500.

Williamsport Sun-Gazette Co.
Retail Advertising Policy:
 Birthday, Anniversary, Thank-you,
 In Memoriam and related advertising
 should be submitted and prepaid to the
**Sun-Gazette Co. by 3:00 p.m. two days in
 advance,**
and Sunday Edition by 3:00 p.m. Wednesday.

NOTICE

Application of Perry Gas Companies, Inc. For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125048.

On March 30, 2000, Perry Gas Companies, Inc. filed 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, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. Perry Gas Companies, Inc. proposes to sell natural gas and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

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By and through Counsel: Usher Fogel
Roland, Fogel, Koblenz & Petroccione, LLP
 1 Columbia Place
 Albany, New York 12207
 Tel: (518) 434-8112
 Fax: (518) 434-3232

PROPRIETARY INFORMATION

Docket Number A-125048

Name of Document DOCUMENTS

Date Document Received 4-27-2000

DOCUMENT CONTAINS

PROPRIETARY INFORMATION