

**LOAD SERVING ENTITY COMPLIANCE REQUIREMENT FORM**

A 2011-2233438

On an annual basis, EGSs providing retail electric supply service (i.e. take title to electricity) must file with the Commission this Load Serving Entity (LSE) Compliance Requirement Form. EGSs are directed to attach to this form documentation which provides the following:

- Proof of registration as a PJM LSE, or
- Proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

Examples of sufficient documentation to satisfy this compliance requirement include, but may not be limited to:

- A screen print showing that the EGS is listed as a Party to an effective version of the PJM Reliability Assurance Agreement (RAA), located at Schedule 17 of the RAA.
- Correspondence, such as an e-mail screen print or regular mail scan, from PJM verifying membership as an LSE.
- Documentation of an effective contract between the EGS and another party that serves as the LSE on behalf of the EGS. In such a case, the documentation must also include proof that the party fulfilling the LSE role is indeed registered with the PJM as an LSE

EGSs may mark all or portions of their filing confidential.

EGSs which do not provide retail electric supply service, such as brokers, must file an LSE Compliance Requirement Form with the appropriate box checked below. No attached documentation is necessary for EGSs whom operate in such a capacity.

**SELECT ONLY ONE OF THE FOLLOWING**

- EGS provides retail electric supply service and has attached compliance with the LSE requirement hereto.

*Description of attachment (provide a brief description of the attachment below):*

Documents on file with PJM: Schedule 4 – STD Form Agreement, PJM Application for Membership, Name Change Validation, FERC Schedules 27 & 32 – signed.

- EGS does not provide retail electric supply service and therefore, is not presently obligated to provide such documentation.

**RECEIVED**

APR 27 2017

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of November 1, 2008, is entered into among ArcelorMittal USA Inc. and the President of the LLC acting on behalf of its Members.

2. ArcelorMittal USA Inc. has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate ArcelorMittal USA Inc.'s facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. ArcelorMittal USA Inc. agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. ArcelorMittal USA Inc. agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. ArcelorMittal USA Inc. hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Richard S. Kalmas, Energy Manager – Electric and Regulatory Affairs

3300 Dickey Road, East Chicago, IN 46312-1716

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include C as a Member of the LLC thereto, effective as of November 1, 2008 the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston

Name: TERRY BOSTON

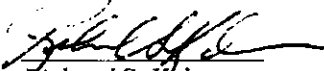
Title: President & CEO

Issued By: Craig Glazer  
Vice President, Government Policy  
Issued On: April 30, 2004

Effective: May 1, 2004

PJM Interconnection, L.L.C.  
Third Revised Rate Schedule FERC No. 24

Second Revised Sheet No. 171  
Superseding Original Sheet No. 171

By:   
Name: Richard S. Kulmas  
Title: Energy Manager – Electric and Regulatory Affairs

Issued By: Craig Glazer  
Vice President, Government Policy  
Issued On: April 30, 2004

Effective: May 1, 2004

ORIGINAL

Attachment A

Application for Membership  
Between  
The PJM Interconnection, L.L.C.  
and  
ArcelorMittal USA Inc.  
(Company's Name)

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Agreement which was accepted by the Federal Energy Regulatory Commission (FERC) on November 25, 1997 as amended and became effective on January 1, 1998. The Applicant has read and understands the terms and conditions of the Agreement. The Applicant agrees to accept the concepts and obligations set forth in the Agreement.

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with Schedule 3 of the PJM Agreement and all other applicable costs under the Tariff.

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM OI application approval per Schedule 3.

The Applicant recognizes that it shall become a member of the PJM Agreement effective as of the date that FERC notifies the parties of approval of Schedule 4 submitted by the Applicant to PJM.

This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

By:

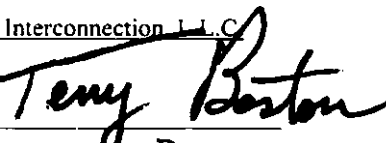


Name: Richard S. Kalmas Title: Energy Manager, Electric and Regulatory Affairs

Date: July 2008

PJM Interconnection, L.L.C.

By:



Name: TERRY Boston Title: President & CEO

Date: 11/1/2008

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCELORMITTAL USA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010.

3494636 8300

101216871

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8445578

DATE: 12-21-10

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ARCELORMITTAL USA INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ARCELORMITTAL USA INC." TO "ARCELORMITTAL USA LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 1:59 O'CLOCK P.M.

3494636 8100V

101216871

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8445577

DATE: 12-21-10

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ARCELORMITTAL USA LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 1:59 O'CLOCK P.M.

3494636 8100V

101216871

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8445577

DATE: 12-21-10

**CERTIFICATE OF CONVERSION**

**OF**

**ARCELORMITTAL USA INC.**  
(a Delaware corporation)

**TO**

**ARCELORMITTAL USA LLC**  
(a Delaware limited liability company)

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Pursuant to Section 18-214 of the Delaware Limited Liability Company Act, as amended, the undersigned does hereby certify the following with respect to the conversion of ArcelorMittal USA Inc., a Delaware corporation (the "Other Entity"), to ArcelorMittal USA LLC, a Delaware limited liability company (the "Company"):

1.) The Other Entity was formed as a Delaware corporation under the name WLR Acquisition Corp. on February 22, 2002 (which was the date the Other Entity's Certificate of Incorporation was filed with the Office of the Delaware Secretary of State) pursuant to the terms and provisions of the Delaware General Corporation Law, as amended.

2.) The name of the Other Entity immediately prior to the filing of this Certificate of Conversion to limited liability company is:

ArcelorMittal USA Inc.

3.) The name of the limited liability company to which the Other Entity shall be converted, as set forth in the Certificate of Formation of the Company being filed contemporaneously herewith, shall be:

ArcelorMittal USA LLC

4.) The conversion of the Other Entity to the Company has been approved by the board of directors and the sole stockholder of the Other Entity in accordance with the provisions of Section 266 of the Delaware General Corporation Law, as amended.



IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be duly executed the 20th day of December, 2010.

ARCELORMITTAL USA INC.

By: Marc Jeske  
Name: Marc R. Jeske  
Title: Assistant Secretary

CERTIFICATE OF FORMATION

OF

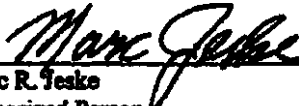
ARCELORMITTAL USA LLC

- 1.) The name of the limited liability company (the "LLC") is:

ArcelorMittal USA LLC

- 2.) The address of the registered office of the LLC in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the LLC at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of the LLC this 20<sup>th</sup> day of December, 2010.

  
\_\_\_\_\_  
Marc R. Teske  
Authorized Person

**17.7 Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be an original but all of which together will constitute one instrument, binding upon all parties hereto, notwithstanding that all of such parties may not have executed the same counterpart.

**17.8 No Implied Waivers.** The failure of a Party to insist upon or enforce strict performance of any of the provisions of this Agreement shall not be construed as a waiver or relinquishment to any extent of such Party's right to assert or rely upon any such provisions, rights and remedies in that or any other instance; rather, the same shall be and remain in full force and effect.

**17.9 No Third Party Beneficiaries.** This Agreement is intended to be solely for the benefit of the Parties and their respective successors and permitted assigns and is not intended to and shall not confer any rights or benefits on any third party not a signatory hereto.

**17.10 Dispute Resolution.** Except as otherwise specifically provided in the Amended Operating Agreement, disputes arising under this Agreement shall be subject to the dispute resolution provisions of the Amended Operating Agreement.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

[Signatures]

 7/24/08

Issued By: Craig Glazer  
Vice President, Governmental Policy  
Issued On: July 31, 2003

Effective: October 1, 2003

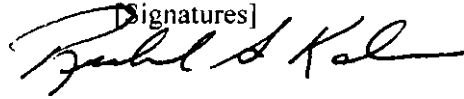
ORIGINAL

PJM Interconnection, L.L.C.  
Second Revised Rate Schedule FERC No. 27

Original Sheet No. 33

**16.10 Dispute Resolution.** Except as otherwise specifically provided in the Operating Agreement, disputes arising under this Agreement shall be subject to the dispute resolution provisions of the Operating Agreement.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

[Signatures]  


7/24/08

Issued By: Craig Glazer  
Vice President, Governmental Policy  
Issued On: March 20, 2003

Effective: March 20, 2003

