



May 20, 2021

VIA EFILING

Pennsylvania Public Utility Commission
Secretary
400 North Street, Keystone Building
Harrisburg, PA 17120

Re: Breakerbox, LLC's Natural Gas Supplier License Application

Dear Secretary:

Enclosed is an application for Breakerbox, LLC to register as a natural gas supplier in Pennsylvania. This e-filed application includes only public documents. Confidential information, including the filing fee, will be sent separately via overnight.

If you have any questions, please do not hesitate to contact me or Craig Wilson. I can be reached by phone at 312-681-1855 or by email at amy.klaviter@exeloncorp.com. Craig can be reached by phone at 978-239-5240 and by email at craig@breakerbox.com. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Amy Klaviter".

Amy Klaviter
Senior Analyst, Legal Compliance

Enclosures

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Breakerbox, LLC**, d/b/a _____, for approval to offer, render, furnish, or supply natural gas supply services as a(n) **Broker/Marketer** to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (*including any fictitious name or d/b/a*), primary address, web address, and telephone number of Applicant:

Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
www.breakerbox.com
833-275-7269

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

Corporate Creations Network Inc.
1001 State Street #1400
Erie, PA 16501
814-209-0328

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Craig Wilson
President & CEO
P.O. Box 810
Newburyport, MA 01950
978-239-5240
craig@breakerbox.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

Applicant is not using an attorney.

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSS.

Craig Wilson
President & CEO
P.O. Box 810
Newburyport, MA 01950
978-239-5240
craig@breakerbox.com

Andy Bokalders
Director of Operations
P.O. Box 810
Newburyport, MA 01950
321-626-8941
any@breakerbox.com

2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

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

Provide a copy of the Applicant's filing with Pennsylvania's Department of State Pursuant to 54 Pa. C.S. §311.

Or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

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.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * 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 (15 Pa. C.S. §1308)
- 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 (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

See Attachment 1

- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.

See Attachment 2

- Give name and address of officers.

See Attachment 3

3. **AFFILIATES AND PREDECESSORS**

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

See Attachment 4

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Applicant does not have any predecessors.

4. **OPERATIONS**

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

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

The Applicant is presently doing business in Pennsylvania as a

- natural gas interstate pipeline
- municipality providing service outside its municipal limits
- local gas distribution company
- retail supplier of natural gas services in the Commonwealth
- a natural gas producer
- a broker/marketer engaged in the business of supplying natural gas services
- Other. (Identify the nature of service being rendered)

or

The Applicant is not presently doing business in Pennsylvania.

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

- Supplier or Aggregator 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
 Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

c. PROPOSED SERVICES: Describe in detail the natural gas supply services which the Applicant proposes to offer.

Breakerbox, LLC, an indirect subsidiary of Exelon Corporation, was founded in 2019 and is staffed by industry experts that have aided hundreds of customers in energy procurement from all industries including health care, commercial real estate, manufacturing, government, and schools in all deregulated markets. Breakerbox will help residential, commercial and industrial customers in Pennsylvania develop and execute an energy procurement strategy for their power and gas needs. Breakerbox will solicit bids from several suppliers in the market. We will then evaluate and compare the responses for the customer to aide them in executing a strategy that creates the most value in return for their energy spend. We will then track and monitor performance of their contract with a chosen supplier to ensure desired results.

d. PROPOSED SERVICE AREA: Check the box of each Natural Gas Distribution Company for which the Applicant proposes to provide service.

- | | |
|--|---|
| <input type="checkbox"/> Columbia | <input type="checkbox"/> Peoples Gas Company |
| <input type="checkbox"/> National Fuel Gas | <input type="checkbox"/> Philadelphia Gas Works |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Utilities – Gas Division |
| <input type="checkbox"/> Peoples Natural Gas Company | <input type="checkbox"/> Valley Energy |

All of the above

e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (Less than 6,000 Mcf annually)
- Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe):

f. **START DATE:** Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

Upon approval of application and license

5. COMPLIANCE

a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

See Attachment 5

b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

See Attachment 5

c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. **Applicant should also include if it had a Pennsylvania PUC EGS or NGS license previously cancelled by the Commission.** If the Applicant has no actions or complaints to list, explicitly state such.

Applicant has no actions or complaints to list

d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Not applicable

6. PROOF OF SERVICE

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(Example Certificate of Service is attached at Appendix C)

a.) STATUTORY AGENCIES: Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Office of Consumer Advocate
 5th Floor, Forum Place
 555 Walnut Street
 Harrisburg, PA 17120

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

Office of the Small Business Advocate
 Commerce Building, Suite 202
 300 North Second Street
 Harrisburg, PA 17101

Department of Revenue
 Bureau of Compliance
 PO Box 281230
 Harrisburg, PA 17128-1230

Bureau of Investigation & Enforcement
 Pennsylvania Public Utility Commission
 Commonwealth Keystone Building
 400 North Street, 2 West
 Harrisburg, PA 17120

b.) NGDCs: Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Natural Gas Distribution Companies the Applicant proposed to provide service in. 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. Contact information for each NGDC is as follows.

<p>Columbia Gas of PA, Inc. Transport Support Services 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.4980 e-mail: transportevaluations@nisource.com</p>	<p>National Fuel Gas Distribution Corp. Joanne E. Maciok 6363 Main Street Williamsville, NY 14221 PH: 716.857.7670 FAX: 716.857.7479 e-mail: maciokj@natfuel.com</p>
<p>Peoples Natural Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>Peoples Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p>	<p>Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: pgwchoicesupply@pgworks.com</p>
<p>Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@ctenterprises.org</p>	<p>UGI Utilities, Inc. – Gas Division Sherry Epler 1 UGI Drive Denver, PA 17517 PH: 610.796.3447 Email: sepler@ugj.com</p>

7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require. The contact information is located in Section 6.b.

See Attachment 6. Please note we are still waiting for a bonding letter from PECO. We will forward as soon as it is received.

- b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must 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 Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
 - Applicant's accounting statements, including balance sheet and income statements for the past two years.
 - 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, evidence of Moody's, S&P, or Fitch ratings, and/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 exhibiting accounts over a minimum two year period.
 - Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

See Attachment 7

- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

Applicant will only be operating as a Broker/Marketer only.

- d. **BROKER PAYMENT STRUCTURE:** If applicant is a broker/marketer, explain how your organization will be collecting your fees.

Applicant will include a fee (\$/dekatherm) in supplier's price to customer and the fee is collected and remitted by the supplier based on usage during the term of the contract with the customer.

- e. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

**Craig Wilson
President & CEO
P.O. Box 810
Newburyport, MA 01950
978-239-5240
craig@breakerbox.com**

- f. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix D to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

See Appendix D

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by natural gas distribution companies does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

- a. **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the natural gas industry.
- Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

See Attachment 8

- b. **PROPOSED MARKETING METHOD** (*check all that apply*)

- Internal – Applicant will use its own internal resources/employees for marketing
- External NGS – Applicant will contract with a **PUC LICENSED NGS**
- Affiliate – Applicant will use a **NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**
- External Third-Party – Applicant will contract with a **NON-NGS third party nontraditional marketer and/or non-selling marketer**
- Other (Describe):

- c. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

- d. **OVERSIGHT OF MARKETING:** Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

Breakerbox, LLC plans to use its own employees as well as independent contractors/3rd parties to market its product. The marketing channels Breakerbox, LLC may use include but are not limited to lead generation services, direct mail and email campaigns, web based advertisements and social media (LinkedIn, Instagram, Etc.) and event marketing/tradeshows.

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

See Attachment 3 and 9

9. DISCLOSURE STATEMENT:

(Not applicable for an applicant applying for a license exclusively as a broker/marketer.)

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

- Natural gas 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.

Not applicable for an applicant applying for a license exclusively as a broker/marketer.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **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. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 62.114.

X AGREED

b. REPORTING REQUIREMENTS: Applicant agrees to provide the following information to the Commission:

- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

AGREED

c. 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. § 2208(d). Transferee will be required to file the appropriate licensing application.

AGREED

d. ANNUAL FEES: The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

ACKNOWLEDGED

e. FURTHER DEVELOPMENTS: Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 62.105.

AGREED

f. 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.

AGREED

g. NOTIFICATION OF CHANGE: If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

h. CEASING OF OPERATIONS: Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

- i. **FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER** in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. **The Commission does not accept corporate or personal checks for filing fees.**

X PAYMENT ENCLOSED

11. AFFIDAVITS
(All affidavits must be notarized before filing.)

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

See Appendix A.

- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

See Appendix B.

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve.


The chart below dictates which newspapers are necessary for each NGDC. For example, an applicant that wants to operate in Peoples Natural Gas would need to run ads in The Erie Times-News, the Pittsburgh Post-Gazette, and the Johnstown Tribune-Democrat. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
National Fuel Gas	X			X			
PECO			X				
Peoples Natural Gas	X			X			X
Peoples Gas Company				X			
Philadelphia Gas Works			X				
UGI Utilities – Gas Div.	X	X	X	X	X	X	X
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices F and G)

13. SIGNATURE

Applicant: **Breakerbox, LLC**
 By: 

Craig Wilson
 Title: **President & CEO**

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections is complete.

Applicant: Breakerbox, LLC

Applicant's Use	X	Signature	
	X	Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER)	
	X	Application Affidavit	
	X	Operations Affidavit	
	X	Proof of Publication	
	X	Tax Certification Statement	
	X	Commonwealth Department of State Verification	
	X	Certificate of Service	

PUC Secretary's Bureau Use

Appendix A

APPLICATION AFFIDAVIT

[Commonwealth/State] of Massachusetts

:

:

ss.

County of Essex

:

Craig Wilson, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of Breakerbox, LLC (Name of Applicant);]

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

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

That the Applicant herein Breakerbox, LLC has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Breakerbox, LLC 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 Breakerbox, LLC 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.

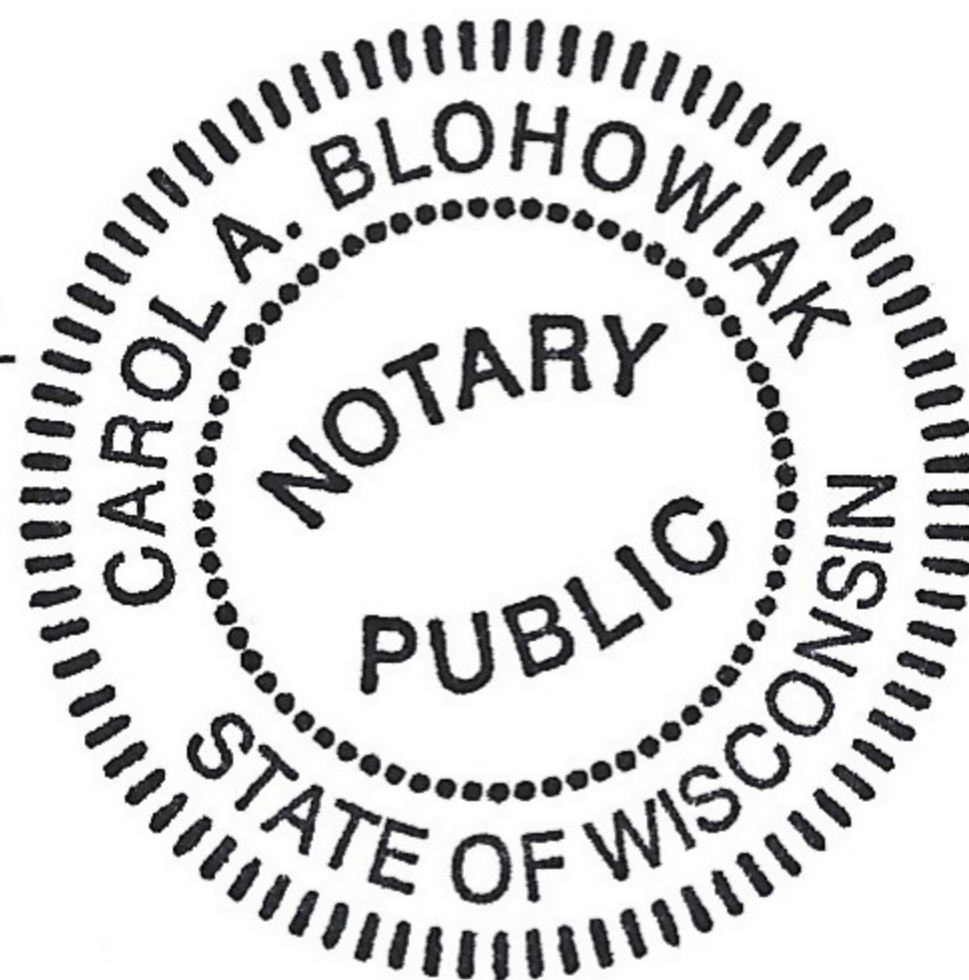
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

Craig Wilson
Signature of Affiant

Sworn and subscribed before me this 19th day of May, 2021.

Carol Blohowiak
Signature of official administering oath

My commission expires 1-29-25.



Appendix B

OPERATIONS AFFIDAVIT

[Commonwealth/State] of Massachusetts :

: ss.

County of Essex :

Craig Wilson, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the President (Office of Affiant) of Breakerbox, LLC (Name of Applicant);]

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

That Breakerbox, LLC, the Applicant herein, acknowledges that [Applicant] 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 Breakerbox, LLC, the Applicant herein, asserts that [he/she/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 Breakerbox, LLC, 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 Chapter 28 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.

Appendix B (Continued)

That Breakerbox, LLC, 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 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.

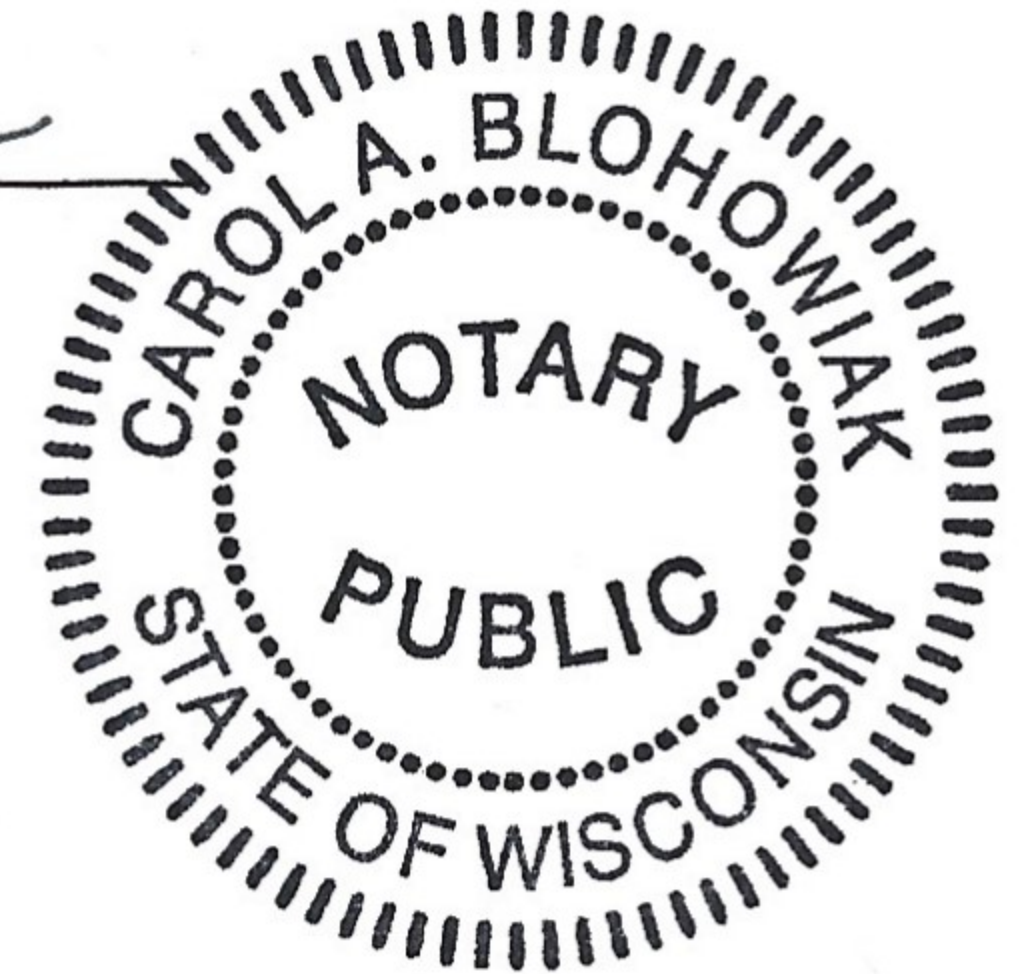
That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

Cij Ud
Signature of Affiant

Sworn and subscribed before me this 19th day of May, 2021.

Carola Blohowiak
Signature of official administering oath

My commission expires 1-29-25.



Proof of Publication of Notice in Pittsburgh Post-Gazette

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

Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh 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 Pittsburgh 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 Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

10 of December, 2020

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

K. Flaherty

PG Publishing Company

Sworn to and subscribed before me this day of:
December 10, 2020

Melanie L. Goodwin

Commonwealth of Pennsylvania - Notary Seal
Melanie L. Goodwin, Notary Public
Allegheny County
My commission expires May 12, 2022
Commission number 1255781
Member, Pennsylvania Association of Notaries

STATEMENT OF ADVERTISING COSTS
Breakerbox, LLC
P.O. Box 810, Attn: Craig Wilson
Newburyport Massachusetts 01950

To PG Publishing Company

Total ----- \$364.25

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh 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
2201 Sweeney Drive
CLINTON, PA 15026
Phone 412-263-1338

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

By _____

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.

Attorney For

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA
PUBLIC UTILITY
COMMISSION NOTICE
Application of Breakerbox, LLC
For Approval To Offer, Render,
Furnish Natural Gas Services
As A Marketer/Broker
Engaged In The Business Of
Supplying Natural Gas Supply
Services To The Public In The
Commonwealth Of Pennsyl-
vania.

Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.

By and through President:
Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 833-275-7269

PROOF OF PUBLICATON OF NOTICE IN THE WILLIAMSPORT
SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA

COUNTY OF LYCOMING

SS:

Robert O. Rolley, Jr., Publisher of the Sun-Gazette LLC publishers of the Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

December 7, 2020

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette LLC, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and declare that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Application of Breakerbox, LLC For Approval To Offer, Render, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.

Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.

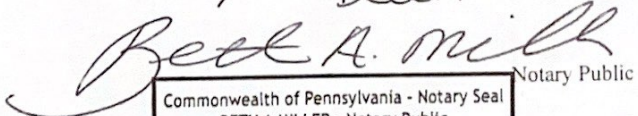
By and through President:
Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 833-275-7269



SUN-GAZETTE LLC

Sworn to and subscribed before me

The 7th day of December 2020



Notary Public

Commonwealth of Pennsylvania - Notary Seal
BETH A MILLER - Notary Public
Lycoming County
My Commission Expires Jun 4, 2024
Commission Number 1297751

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette LLC, Dr.:

For publishing the notice attached

Hereto on the above state dates\$ 216.48

Probated same.....\$

Total.....\$ 216.48

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE LLC hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid

SUN-GAZETTE LLC

BY Robert O. Rolley, Jr._____



The Patriot News
LEGAL AFFIDAVIT

AD#: 0009816384

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Sheryl Leggore being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 12/08/2020

Principal Clerk of the Publisher

Sworn to and subscribed before me this 8th day of December 2020

Notary Public

Commonwealth of Pennsylvania - Notary Seal
Crystal B. Rosensteel, Notary Public
Dauphin County
My commission expires June 27, 2024
Commission number 1299212
Member, Pennsylvania Association of Notaries

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Breakerbox, LLC For Approval To Offer, Render, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.

Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.

By and through President:
Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 833-275-7269

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

Breakerbox LLC
PO Box 810
Newburyport ME 01950

REFERENCE: 99693 420270
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Lorri Stefanelli, being duly sworn, deposes and says that: (1) he/she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, 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: 12/05/20

TOTAL COST: \$476.00 AD SPACE: 0 Lines

FILED ON: 12/05/20

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Breakerbox, LLC For Approval To Offer, Render, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.

Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.

By and through President: Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 833-275-7269

EP-420270

Sworn to and subscribed before me this 14th day of December 2020

Affiant: Lorri Stefanelli

NOTARY: Barbara J. Moore

Commonwealth of Pennsylvania - Notary Seal
Barbara J. Moore, Notary Public
Erie County
My commission expires March 23, 2024
Commission number 1114860
Member, Pennsylvania Association of Notaries

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Helene Sweeney being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued 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 the said newspaper on the following dates:

December 7, 2020

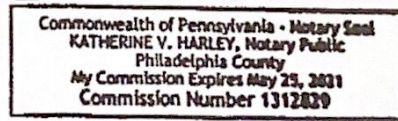
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to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

Helene Sweeney

Sworn to and subscribed before me this 7th day of
December, 2020.

Katherine V. Harley
Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**
Application of Breakerbox, LLC For Approval To Offer, Render, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.
Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.
By and through President: Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 633-275-7269

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)
Commonwealth of Pennsylvania, County of Lackawanna

BREAKERBOX, LLC
ANDY BOKALDERS
PO BOX 810 NEWBURYPORT MA 01950

Account # 636648
Order # 82499008
Ad Price: 237.50

LEGAL NOTICE PENNSYLVANIA

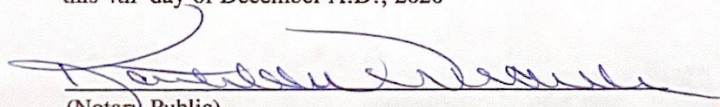
Sharon Venturi

Being duly sworn according to law deposes and says that (s)he is Billing 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:

12/04/2020

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 time, place and character or publication are true Sharon Venturi

Sworn and subscribed to before me
this 4th day of December A.D., 2020


(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Kathleen Weaver, Notary Public
City of Scranton, Lackawanna County
My Commission Expires June 14, 2021

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Breakerbox, LLC For Approval To Offer, Render, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.

Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.

By and through President:
Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950
Phone: 833-275-7269

COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
 Application of Breakerbox, LLC For Approval To Offer, Rander, Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania.
 Breakerbox, LLC will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. Breakerbox, LLC proposes to sell natural gas and related services in all NGDCs across the entire Commonwealth of PA 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 Breakerbox, LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Breakerbox, LLC's President at the address listed below.
 By and through President: Craig Wilson
 Breakerbox, LLC
 P.O. Box 210, Newburyport, MA 01950
 Phone: 833-275-7269

On this 8th day of December A.D. 2020, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Mary Anne Rizzo, who being duly sworn according to law, deposes and says as Advertising Director of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

publis... in the County of Cambria, and Commonwealth of Pennsylvania and that the annexed is a true copy of a notice in the above matter published in said publication in the regular issues of The Johnstown Tribune-Democrat, Johnstown, PA, on December 4, 2020; and that the Affiant is not interested in the subject matter of said notice or advertising and that all of the allegations as to time, place and character of said publication are true.

Mary Anne Rizzo
 STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on 8th day of December, 2020, by Mary Anne Rizzo making the statement.

Vivian Ohs

0.00 Lines @	\$2.50 per line	0.00
5.5 Inches @	\$25.00 per inch	137.50
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		145.00

Commonwealth of Pennsylvania - Notary Seal
 Vivian Ohs, Notary Public
 Cambria County
 My commission expires December 6, 2024
 Commission number 1123017
 Member, Pennsylvania Association of Notaries

To The Tribune-Democrat, Johnstown, PA
 For publishing the notice or publication attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

VIVIAN OHS for publisher of TRIBUNE-DEMOCRAT
 a newspaper of general circulation, hereby acknowledges receipt of the aforesaid and publication costs and certifies that the same has been duly paid.

TRIBUNE-DEMOCRAT
 (Name of Newspaper)
 By *Vivian Ohs*

Appendix D

REDACTED

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

12/11/2019

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Breakerbox, LLC

is duly registered as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Katly Bockman

Secretary of the Commonwealth

Certification Number: TSC191211100468-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

LIMITED LIABILITY COMPANY AGREEMENT

of

BREAKERBOX, LLC

(a Pennsylvania limited liability company)

This **LIMITED LIABILITY COMPANY AGREEMENT** (this "Agreement") of Breakerbox, LLC is executed as of the 23 day of August 2019, by Exelon Generation Company, LLC, a Pennsylvania limited liability company, as sole member (the "Member").

**ARTICLE I
FORMATION, PURPOSE AND ADMINISTRATION**

The Member in order to form a limited liability company pursuant to and in accordance with the Pennsylvania Limited Liability Company Law of 1994, as amended from time to time (Title 15; Pennsylvania Code Chapter 89 Limited Liability Companies, *et seq.*) (the "Act"), hereby provides as follows:

1. Name. The name of the limited liability company formed hereby shall be Breakerbox, LLC (the "Company"). The Company may conduct its activities under any other permissible name designated by the Member.
2. Purpose. The Company's purpose shall be and to engage in all lawful businesses for which limited liability companies may be organized under the Act. The Company shall have the authority to do all things necessary or advisable in order to accomplish such purposes.
3. Registered Office. The address of the registered office of the Company in the Commonwealth of Pennsylvania shall be set forth in the certificate of organization as filed with the Office of the Department of State until such time as the registered office is changed in accordance with the Act.
4. Statutory Agent. The name and address of the statutory agent of the Company for service of process on the Company in the Commonwealth of Pennsylvania shall be set forth in the certificate of organization as filed with the Office of the Department of State until such time as the statutory agent is changed in accordance with the Act.
5. Principal Office. The principal office of the Company (at which the books and records of the Company shall be maintained) shall be at 10 South Dearborn Street, 49th Floor, Chicago, IL 60603.
6. Member. The name and the business, residence or mailing address of the Member is as follows:

<u>Name</u>	<u>Address</u>
Exelon Generation Company, LLC	300 Exelon Way Kennett Square, PA 19348

**ARTICLE II
CAPITAL CONTRIBUTIONS**

- 2.1 Capital Contributions. The Member shall initially contribute one thousand dollars (\$1,000) as its initial capital contribution to the Company. The receipt by the Member from the Company of any distributions whatsoever, whether or not such distributions may be considered a return of capital, shall not increase the Member's obligations under this Section.
- 2.2 Additional Contributions. The Member may make, but shall not be required to make, any additional capital contributions to the Company.
- 2.3 Limitation of Liability of Member. The Member shall not have any liability or obligation for any debts, liabilities or obligations of the Company, or of any agent or employee of the Company, beyond the Member's capital contribution, except as may be expressly required by this Agreement or applicable law.

**ARTICLE III
DISTRIBUTIONS**

- 3.1 Distributions. The Company shall make distributions of cash or other assets to the Member at such times and in such amounts as determined by the Member as permitted by applicable law.

**ARTICLE IV
MANAGEMENT OF THE COMPANY**

- 4.1 Management. The management of the Company shall be vested in the sole member, Exelon Generation Company, LLC.
- 4.2 Action by Written Consent. Any action by the Member may be taken in the form of a written consent rather than at a Member's meeting. The Company shall maintain a permanent record of all actions taken by the Member.
- 4.3 Powers. The Company shall have the power and authority to do any and all acts necessary or convenient to or in furtherance of the purposes described herein, including all power and authority, statutory or otherwise, possessed by, or which may be conferred upon, limited liability companies under the laws of the Commonwealth of Pennsylvania.
- 4.4 Powers of the Member. The Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by the Member under the laws of the Commonwealth of Pennsylvania. Without limiting the generality of the foregoing, the Member shall have the specific power and authority to cause the Company, in the Company's own name:
- (a) To sell or otherwise dispose of all or substantially all of the assets of the Company (or a substantial portion of the assets) as part of a single transaction or plan so long as that disposition is not in violation of or a cause of a default under any other agreement to which the Company may be bound;
 - (b) To execute all instruments and documents, including, without limitation, checks; drafts; notes and other negotiable instruments; mortgages or deeds of trust; security agreements; financing

Attachment 2

statements; documents providing for the acquisition, mortgage or disposition of the Company's property; assignments; bills of sale; leases; partnership agreements; operating agreements of other limited liability companies; and any other instruments or documents necessary, in the opinion of the Member, to the business of the Company;

- (c) To enter into any and all other agreements on behalf of the Company, with any other person for any purpose, in such form as the Member may approve;
- (d) To make distributions in accordance with Section 3.1; and
- (e) To do and perform all other acts as may be necessary or appropriate to the conduct of the Company's business.

Unless authorized by this Agreement, or in writing by the Member, no attorney-in-fact, employee, or other agent of the Company shall have any power or authority to bind the Company in any way, to pledge its credit or to render it liable for any purpose.

4.5 Officers.

- (a) Designation and Appointment. The Company may have such officers and agents with such respective rights and duties as the Member may from time to time determine with titles including but not limited to "president," "vice president," "treasurer," "secretary," "manager," "director," "chief financial officer," "chief development officer," and "chief operating officer," as and to the extent authorized by the Member. The same person may hold any number of offices. In its discretion, the Member may choose not to fill any office for any period, as it may deem advisable. Officers need not be residents of the Commonwealth of Pennsylvania. Any officers so designated shall have such authority and perform such duties as the Member may, from time to time, delegate to them. Each officer shall hold office until his or her successor shall be duly designated and shall qualify or until his or her death or until he shall resign or shall have been removed in the manner hereinafter provided. The salaries or other compensation, if any, of the officers of the Company shall be fixed from time to time by the Member.
- (b) Resignation/Removal. Any officer may resign as such at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Member. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. The Member may remove any officer as such at any time with or without cause. Designation of an officer shall not of itself create any contractual or employment rights.
- (c) Duties of Officers Generally. The officers, in the performance of their duties as such, shall owe to the Company duties of loyalty and due care of the type owed by the officers of a company under the laws of the Commonwealth of Pennsylvania.

4.6 Reliance by Third Parties. Any person or entity dealing with the Company may rely upon a certificate signed by any Secretary or Assistant Secretary of the Company (if so appointed by Member), or signed by any Secretary or Assistant Secretary of the Member as to:

- (a) the persons who or entities which are authorized to execute and deliver any instrument or document of or on behalf of the Company, and

- (b) the persons who or entities which are authorized to take any action or refrain from taking any action as to any matter whatsoever involving the Company.

**ARTICLE V
RIGHTS AND OBLIGATIONS OF MEMBER;
EXCULPATION AND INDEMNIFICATION**

5.1. No Liability of Member. The Member shall not have any duty to the Company except as expressly set forth herein, in other written agreements or as otherwise required by applicable law.

5.2 Liability of Officers and Managers; Limits. No officer of the Company shall be liable to the Company or to any Member for any loss or damage sustained by the Company or to any Member, unless the loss or damage shall have been the result of:

- (a) gross negligence, fraud or intentional misconduct, bad faith or knowing violation of law by the or officer in question;
- (b) a breach of the duty of loyalty of such officer to the Company or the Members;
- (c) a transaction from which the officer derived an improper personal benefit;

The conduct described in each of the foregoing clauses (a) through (c), inclusive, being hereinafter referred to as “Improper Conduct”.

5.3 Limited Liability. Except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and no Member or officer of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Member or officer of the Company. The Member shall not be required to lend any funds to the Company. If and to the extent the Member’s Capital Contribution shall be fully paid, the Member shall not, except as required by the express provisions of the Act regarding repayment of sums wrongfully distributed to the Member, be required to make any further contributions.

5.4 Right to Indemnification. Subject to the limitations and conditions as provided in this Article, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or arbitratve (hereinafter a “Proceeding”), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding, by reason of the fact that he, or a person of which he is the legal representative, is or was a Member or officer shall be indemnified by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, reasonable attorneys’ fees) actually incurred by such person in connection with such Proceeding, appeal, inquiry or investigation, and indemnification under this Article shall continue as to a person who has ceased to serve in the

Attachment 2

capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article shall be deemed contract rights, and no amendment, modification or repeal of this Article shall have the effect of limiting or denying any such rights with respect to actions taken or Proceedings, appeals, inquiries or investigations arising prior to any amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article could involve indemnification for negligence or under theories of strict liability. Notwithstanding the foregoing, no such indemnity shall extend to any officer to the extent that any Proceeding or such judgment, penalty, fine, settlement or expense results from Improper Conduct on the part of such officer.

- 5.5 Advance Payment. The right to indemnification conferred in this Article shall include the right to be paid or reimbursed by the Company the reasonable expenses incurred by a person of the type entitled to be indemnified hereunder who was, is or is threatened to be, made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Company of a written affirmation by such person of his or her good faith belief that he has met the standard of conduct necessary for indemnification hereunder and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article or otherwise.
- 5.6 Indemnification of Employees and Agents. The Company, upon the direction of the Member, may indemnify and advance expenses to an employee or agent of the Company to the same extent and subject to the same conditions under which it may indemnify and advance expenses under Sections 5.4 and 5.5. Notwithstanding the foregoing, no such indemnity shall extend to any employee or agent to the extent that any Proceeding or judgment, penalty, fine, settlement or expenses result from Improper Conduct on the part of such employee or agent.
- 5.7 Nonexclusive Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right that a Member, officer or other person indemnified pursuant to this Article may have or hereafter acquire under any law (common or statutory) or provision of this Agreement.
- 5.8 Insurance. The Company may purchase and maintain (if and to the extent feasible, as determined by the Member) insurance, at its expense, to protect itself and any officer, employee, or agent of the Company who is or was serving at the request of the Company as a manager, representative, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under this Article.
- 5.9 Savings Clause. If this Article 5 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify and hold harmless each person indemnified pursuant to this Article as to costs, charges and expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement with respect to any such

Attachment 2

Proceeding, appeal, inquiry or investigation to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

MISCELLANEOUS, ACCOUNTING AND FISCAL MATTERS

- 6.1 Term. The Company shall have perpetual existence unless it shall be dissolved and its affairs shall have been wound up upon (a) the written consent of the Member, (b) bankruptcy or dissolution of the Member or (c) the entry of a decree of judicial dissolution under section 18-802 of the Act.
- 6.2 Allocation of Profits and Losses. The Company's profits and losses shall be allocated to the Member.
- 6.3 Method of Accounting. The Member shall select a method of accounting for the Company as deemed necessary or advisable and shall keep, or cause to be kept, full and accurate records of all transactions of the Company in accordance with sound accounting principles consistently applied. The fiscal year of the Company shall be the calendar year.
- 6.4 Assignments. The Member may assign its limited liability company interest to any person, which person shall become a Member upon the filing of the instrument of assignment with the records of the Company.
- 6.5 Amendments. This Agreement may be amended or restated from time to time by the Member.
- 6.6 Binding Effect Except as otherwise provided in this Agreement to the contrary, this Agreement shall be binding upon and inure to the benefit of the Member, its successors and assigns.
- 6.7 Severability. The invalidity or unenforceability of any particular provision of this Agreement shall be construed in all respects as if such invalid or unenforceable provision were omitted.
- 6.8 Governing Law. This Agreement shall be governed by, and construed under, the Laws of the Commonwealth of Pennsylvania, all rights and remedies being governed by said laws.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Limited Liability Company Agreement as of the date and year first aforesaid.

Exelon Generation Company, LLC

By:

Name: Elizabeth Hensen, Assistant Secretary

Attachment 3

<u>Name</u>	<u>Title</u>	<u>Business Location</u>
Craig Wilson	President	(1)
Robert A. Kleczynski	Vice President, Taxes	(2)
Denis M. Eischen	Assistant Vice President, Taxes	(2)
Benjamin Haas	Assistant Vice President, Taxes	(3)
Jeremy Guenther	Assistant Vice President, Taxes	(2)
William D. Jozaitis	Assistant Vice President, Taxes	(2)
Elisabeth J. Graham	Treasurer	(2)
Katherine A. Smith	Secretary	(2)
Ryan Brown	Assistant Treasurer	(2)
Brian Buck	Assistant Secretary	(4)
Carter C. Culver	Assistant Secretary	(2)
David O. Dardis	Assistant Secretary	(5)
Nina L. Jezic	Assistant Secretary	(6)
Elizabeth Hensen	Assistant Secretary	(2)

(1) P.O. Box 810, Newburyport, MA 01950

(2) 10 South Dearborn Street, Chicago IL 60603

(3) 2301 Market St, Philadelphia, PA 19101

(4) 701 9th Street, Washington, DC 20001

(5) 1310 Point Street, Baltimore MD 21231

(6) 1001 Louisiana Street, Suite 2300, Houston, TX 77002

Attachment 4

Breakerbox, LLC is an indirect subsidiary of Exelon Corporation. Exelon Corporation is the parent company of the following utility companies:

Atlantic City Electric
(New Jersey electric utility)
701 9th Street NW
Washington, DC 20068

Baltimore Gas & Electric Company
(Maryland gas and electric utility)
2 Center Plaza, 110 W. Fayette St.
Baltimore, MD 21201

Commonwealth Edison
(Illinois electric utility)
425 S. Financial Place
Chicago, IL 60605

PECO
(Pennsylvania gas and electric utility)
2301 Market Street
Philadelphia, PA 19103

Pepco
(Maryland and
District of Columbia electric utility)
701 9th Street NW
Washington, DC 20068

Delmarva Power
(Delaware gas and electric utility,
Maryland electric utility)
701 9th Street NW
Washington, DC 20068

Exelon Corporation is the parent company of the following companies engaged in the retail sale of electricity, or electricity supply services, or natural gas:

BGE Home Products and Services, LLC
1409 Tangier Drive, Suite A
Baltimore, MD 21220
Natural Gas Supplier that does business in other states

Constellation Energy Commodities Group Maine, LLC
1310 Point Street
Baltimore, MD 21231
Electric Supplier that does business in other states

Constellation Energy Gas Choice, LLC
1001 Louisiana St, Suite 2300
Houston, TX 77002
Natural Gas Supplier that does business in Pennsylvania

Constellation NewEnergy, Inc
1310 Point Street
Baltimore, MD 21231
Electric Supplier that does business in Pennsylvania and other states

Constellation NewEnergy – Gas Division, LLC
9400 Bunsen Parkway
Louisville, KY 40220
Natural Gas Supplier that does business in Pennsylvania and other states

Attachment 5

Breakerbox, LLC has not had any criminal or civil proceedings; however, below is a list of affiliate proceedings within the last 5 years.

- In December 2014, California Air Resources Board (“CARB”) identified errors in Constellation NewEnergy, Inc.’s (“CNE”) 2013 GHG Verification report. The errors were corrected and the matter was resolved in July 2016 through a settlement that included the payment of a penalty.

Breakerbox and its Affiliates have been and are involved on an ongoing basis in litigation, inquiries, proceedings, and investigations before various regulatory entities for various matters. Any penalties from concluded proceedings have been paid and all concluded proceedings have been resolved appropriately, and information regarding material litigation and regulatory proceedings is disclosed in Exelon Corporation’s SEC Filings available at <http://www.exeloncorp.com/investor-relations/reports-and-sec-filings>.



January 19, 2021

Craig Wilson
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950

Dear Craig Wilson:

We are pleased that Breakerbox, LLC has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, Breakerbox, LLC could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. Breakerbox, LLC has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Breakerbox, LLC does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to Breakerbox, LLC changes in the future, Columbia Gas might deem it appropriate to require Breakerbox, LLC to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-4980 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Kylia Davis

Kylia Davis
Manager of Choice and Transportation Support Services



National Fuel

January 19, 2021

Craig Wilson, President & CEO
Breakerbox, LLC
P.O Box 810
Newburyport, MA 01950

Dear Craig,

National Fuel Gas Distribution Corporation (“NFGDC”) is aware Breakerbox, LLC (BBL) has filed an application with the Pennsylvania Public Utility Commission to supply natural gas service to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, BBL must furnish acceptable security to each utility where BBL will do business. As such, under its tariff, NFGDC could require BBL to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC’s understanding that BBL intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, BBL will never take title to any delivered natural gas.

Based upon your representations, NFGDC has determined that, at this time, BBL does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by BBL change in the future, NFGDC reserves the right to require security from BBL as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 716-857-7541.

Yours truly,

A handwritten signature in black ink that reads "Nicole Barker".

Nicole Barker
Transportation Services Department



375 North Shore Drive
Pittsburgh, Pennsylvania 15212

www.peoples-gas.com

Carol Scanlon
Manager, Rates & Regulation

Peoples Service Company LLC
Phone: 412-208-6931
Email: Carol.Scanlon@peoples-gas.com

January 19, 2021

Craig Wilson
President
Breakerbox, LLC
P.O. Box 810
Newburyport, MA 01950

Dear Mr. Wilson:

We are pleased that Breakerbox, LLC has applied for a license to provide natural gas services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, and Peoples Gas Company LLC (formerly Peoples TWP) ("the Companies").

Since Breakerbox, LLC is not currently serving customers on the Peoples systems, we have determined at this time that Breakerbox, LLC does not need a bond or other financial security requirement to provide these services to the Company's customers.

If a Pool is established, and customers are enrolled which alters the creditworthiness requirement or the Company's exposure to Breakerbox, LLC provision of services on the Peoples' system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

If you have any questions feel free to contact me at 412-208-6931 or by email at Carol.Scanlon@peoples-gas.com.

Sincerely,

A handwritten signature in blue ink that reads "Carol Scanlon".

Carol Scanlon
Manager, Rates and Regulation
Peoples Natural Gas Company LLC

Cc: Stephen Kelly
Mina Speicher



PHILADELPHIA GAS WORKS

800 West Montgomery Avenue • Philadelphia, PA 19122

Date: 1/20/2021

Mr. Craig Wilson (President)
P.O. Box 810
Newburyport, MA 01950

Email: craig@breakerbox.com

RE: Security Requirement Bond for Breakerbox, LLC

Dear Mr. Wilson

Philadelphia Gas Works ("PGW") is aware that Breakerbox, LLC has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the services territory of Philadelphia Gas Works.

As you know, in making such an application, Breakerbox, LLC must furnish acceptable security to each utility where Breakerbox, LLC will do business. As such, under its tariff, Philadelphia Gas Works could require Breakerbox, LLC to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate.

However, you have indicated, and it is Philadelphia Gas Works' understanding, that Breakerbox, LLC intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that in performing these services Breakerbox, LLC will never take title to any delivered natural gas.

Based upon your representations, Philadelphia Gas Works has determined that, at this time, Breakerbox, LLC does not need to post a bond or other form of security to operate in its service territory. If the services provided by Breakerbox, LLC should change, Philadelphia Gas Works reserves the right to require security from Breakerbox, LLC as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 215-684-6725.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Zuk", is written over the printed name "JOHN ZUK".

JOHN ZUK
Vice President, Gas Supply

/dls

Attachment 6



UGI Utilities, Inc.
1 UGI Drive
Denver, PA 17517

610-796-3400

VIA E-MAIL

January 19, 2021

Breakerbox, LLC
P. O. Box 810
Newburyport, MA 01950

ATTENTION: Craig Wilson, President

**RE: Breakerbox, LLC
Application to Serve as a Natural Gas Broker**

Dear Mr. Wilson,

Based on your assertion that Breakerbox, LLC (“Breakerbox”) is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities, Inc.-Gas Division (“UGIU”) has concluded that Breakerbox will not need to post security with UGIU. This is based on the declaration that Breakerbox will be acting in conjunction with a licensed natural gas supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the UGIU Tariff. If Breakerbox wishes to directly serve Choice customers in the service territories of UGIU in the future as a natural gas supplier, it will have to post security as specified in the UGIU Tariff prior to the commencement of the service.

Please feel free to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in blue ink that reads 'Sherry Epler'.

Sherry Epler
Senior Manager
Tariff & Supplier Administration

SE/rks



VALLEY ENERGY

523 S. Keystone Avenue, P.O. Box 340, Sayre, PA 18840
800/998-4427 • 570/888-9664 • FAX 570/888-6199

January 15, 2021

Ms. Amy Klaviter
Senior Analyst, Legal Compliance
20 N. Wacker Drive, Suite 2100
Chicago, IL 60606
Amy.Klaviter@exeloncorp.com

RE: Breakerbox, LLC

Dear Ms. Klaviter:

We understand that Breakerbox, LLC has applied with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania including our company's service area.

Because Breakerbox, LLC intends to only provide natural gas aggregating, brokering, and consulting services at this time, we have determined that Breakerbox, LLC will not be required to post a bond or other form of financial security instrument to provide these services in our service area. However, if the services provided change in the future, we reserve the right to require security from Breakerbox, LLC as deemed appropriate.

If you have any questions, please contact Jamie Levering at 570-888-9664 (Ext. 5232).

Sincerely,

A handwritten signature in blue ink, appearing to read "E. E. Rogers", is written over the typed name below.

Edward E. Rogers
President & CEO

EER/ss

cc: J. Levering, Valley Energy

Attachment 7

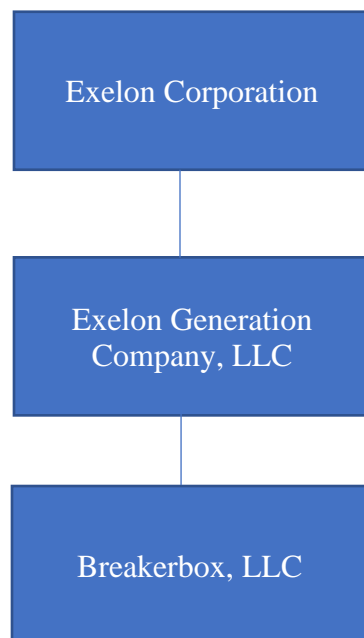
Breakerbox, LLC was formed on August 26, 2019 and does not have two years of information. Breakerbox, LLC is a subsidiary of Exelon Generation Company (“ExGen”), which is a subsidiary of Exelon Corporation (“Exelon”). Exelon is a Fortune 100 company and had 2020 revenue of \$33 billion. Financial Statements for Exelon can be found at <https://investors.exeloncorp.com/sec-filings>.

There is not a current agreement in place between Breakerbox and ExGen as we have not yet finalized the addition of the entity to the money pool, which would set floating interest rates and provide some terms, but would not have a fixed amount of financing. To date, the support is primarily an equity infusion along with potentially some intercompany expenses (ExGen paying expenses on behalf of Breakerbox). Breakerbox has enclosed a letter from ExGen that ExGen will maintain appropriate credit facilities for Breakerbox, LLC in Pennsylvania.

In addition, enclosed are several months of bank statements.

Corporate Structure:

Breakerbox, LLC is an indirect subsidiary of Exelon Corporation founded in 2019.



Attachment 7



May 19, 2021

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

Dear Sir or Madam:

Breakerbox, LLC (“Breakerbox”) is a wholly owned indirect subsidiary of Exelon Generation Company, LLC (“Exelon”), a Pennsylvania company in good standing. Exelon’s current senior unsecured debt rating is Baa2 (Moody’s) and BBB- (S&P).

Exelon will continue to maintain all appropriate credit facilities as necessary to support Breakerbox’s business in Pennsylvania.

Sincerely,

A handwritten signature in black ink that reads "Bryan Wright".

Bryan Wright
Chief Financial Officer
Exelon Generation Company, LLC

Attachment 7

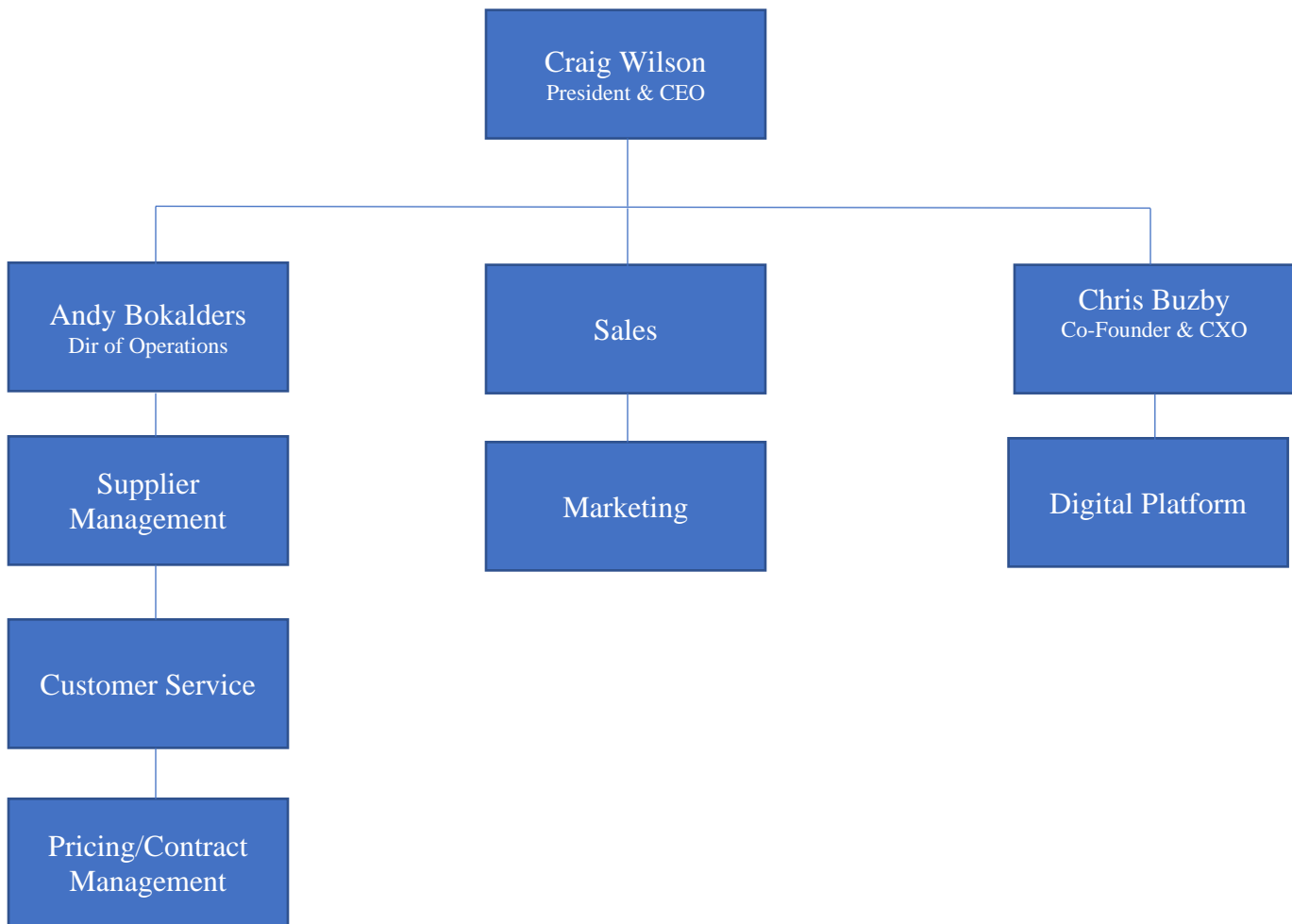
BANK STATEMENTS

REDACTED

Attachment 8

Breakerbox, LLC, an indirect subsidiary of Exelon Corporation, was founded in 2019 and is staffed by industry experts that have aided hundreds of customers in energy procurement from all industries including health care, commercial real estate, manufacturing, government, and schools in all deregulated markets. Breakerbox will help residential, commercial, and industrial customers in Pennsylvania develop and execute an energy procurement strategy for their power and gas needs. Breakerbox will solicit bids from several suppliers in the market. We will then evaluate and compare the responses for the customer to aid them in executing a strategy that creates the most value in return for their energy spend. We will then track and monitor performance of their contract with a chosen supplier to ensure desired results.

Breakerbox, LLC Organization Chart



Attachment 9

Craig Wilson: Breakerbox, LLC President and CEO

Profile

Craig Wilson is the President and CEO of Breakerbox, LLC. A new broker in the energy industry that is founded on the goal of bringing more trust and transparency to energy procurement and driving more value to businesses purchasing power and gas. He has 16 years of experience working in competitive energy markets in New England and across the country.

Professional History

Over the course of his career, Craig has worked in several fields, including e-commerce, technology and energy. Prior to founding Breakerbox in the summer of 2019, Craig worked at Constellation for 16 years and was the vice president of sales at Constellation when he left. Before joining Constellation, Craig was the product marketing manager at GE Access, where he was in charge of managing the Company's top accounts within the enterprise solutions data storage division.

Breakerbox, LLC
President & CEO
June 2019 – Present

Constellation Energy Services
VP Sales
July 2003 – June 2019

GE Access
Product Marketing Manager
January 2000 – July 2003

Industry Leadership

With entrepreneurial spirit and a passion for energy, Craig offers a unique perspective on the market and is particularly proficient in developing energy procurement strategies. He speaks frequently at industry gatherings, including meetings hosted by DNV GL, The Energy Professional's Association (TEPA) and other utility events.

Education

Craig holds a Bachelor of Science from the University of New Hampshire and a Master of Business Administration from Suffolk University.

Andy Bokalders: Breakerbox, LLC – Director of Operations

Professional History

Andy has worked in the energy industry since 2003 in several different roles with many of the largest energy companies. Andy worked for Nextera Energy Power Marketing's wholesale power business for 9 years in Risk, Mid-Marketing, and Origination roles. Andy worked on the

Attachment 9

pricing desk for Constellation's retail electricity business and as a sales manager for ENGIE Resources retail electricity company. Prior to joining Breakerbox, Andy was Executive Vice President at Bridge Power Consulting, an energy consulting firm.

Education

Andy holds a Bachelor of Science degree in Industrial Engineering from University of Illinois-Urbana-Champaign and a Bachelor of Science degree in Physics from Illinois State University.

Andy Bokalders

Professional Profile

Highly analytical and technical energy business professional with over fifteen years of experience in wholesale and retail sales, pricing, structuring, risk and reporting. Experienced consultant for large energy users in developing procurement strategies to minimize costs and provide budget certainty. Sound understanding of the power business including retail, power generation, transmission, load and various ISOs. Superb financial modeling expertise combined with outstanding attention to detail. An excellent team player with great communication and presentation skills.

Experience

Breakerbox, LLC

September 2019 - Current Naperville, IL

Director of Operations

- Coordinate the set-up and approval process for customers across suppliers. Manage all pricing requests between the sales reps and suppliers during the sales cycle from set-up through contract close for each customer. Provide feedback to the suppliers on pricing and price components to maximize competition and value for customers
- Participate in efforts to enhance and improve processes and systems to better serve customers/suppliers

Bridge Power Consulting, LLC

June 2018 – September 2019

Naperville, IL

Executive Vice President

- Oversee day-to-day operations of boutique energy consulting firm specializing in energy procurement for large commercial and industrial customers nationwide. Manage P/L, commission statements, pricing requests, and contracting with suppliers.
- Maintain and grow supplier and partner relationships to expand product offerings available to meet sustainability goals and increase energy efficiency of clients.

Attachment 9

- Develop and train sales team on different procurement strategies and product offerings to help maximize customer savings and mitigate risks.
- Continue to build pipeline of clients and channel partners through prospecting and networking.

ENGIE Resources LLC (formerly GDF Suez)

March 2016 – June 2018

Lombard, IL

Regional Sales Manager – Midwest

- Maximize margin in book of direct and indirect customers by offering products and strategies to actively manage energy costs including block and index, fixed price, and energy efficiency projects. (\$700k in 2016, \$1.4MM in 2017)
- Manage the entire sales process from prospecting, product strategizing, contract negotiation, pricing, and execution.
- Build pipeline of direct and indirect customers through prospecting techniques including cold calling/emailing, attending conferences, and working with associations.
- Create Microsoft Excel based tools for presentation of historical trends in the energy market and sales pipeline tracking: Forward Curve and DA LMP History, Capacity and Transmission Calculator, Forward Sales Pipeline

Constellation Energy Services

April 2012 – March 2016

Chicago, IL

Senior Analyst, Retail Pricing

- Provide fixed-price full requirement and index products for commercial and residential customers in the Great Lakes Region (Illinois, Ohio, and Michigan). Collaborate with direct and indirect sales group to ensure timely response and offer expert knowledge of PJM and MISO markets for customer inquiries.
- Verify cost, risk assumptions, and margin guidelines built into pricing models for various product options with reference to historic data tracking validity.
- Manage pricing list of upcoming deals to provide pricing and analysis in a timely manner. Review historical usage and PLC quantities for an accurate and competitive price.
- Support Accounting, Risk, and Forecast groups with knowledge of deal errors and process changes. Calculate mark to market on existing deals for early term payments. Create load forecasts for prospect customers.

NextEra Energy Power Marketing

June 2003 – December 2011

June

Beach, FL

Senior Associate, Origination

- Lead contact in origination on all fixed block energy RFP's including interaction with trading, credit and legal teams. Generated over \$1 million (On a MTM basis with 98% on realized basis).

Attachment 9

- Responsible for secondary coverage for a staff of 6 senior marketers. Closed over 5 million MWhs of basis transactions in support of origination, mid-marketing and full requirement desks at NextEra.
- Liaison for all daily, weekly, and monthly P&L reporting for senior management. Created P&L reconciliation tool to automate tracking of origination and mid-marketing deals for reporting to NextEra's CEO.
- Coordinator for all origination activities including customer events and conferences. Designed and implemented a customer-tracking system to capture all customer interactions and deal flow. Upgraded and incorporated the product into Microsoft Dynamic CRM for the entire NextEra company including Houston Gas Trading, Development, and Business Management.

Senior Financial Analyst, Full Requirements

- Manage interactions with legal, credit, trading, risk analytics, and accounting on structured full requirement electricity transactions for RFPs in PJM. Generated over \$15 million in annual revenues.
- Design forecasting models and execute hedge strategies to reduce risk for executed contracts. Monitored deals and made appropriate adjustments to hedging strategies to maximize profits.
- Report P&L, deviation analysis, and other special analysis to senior management monthly. Presented to Energy Management Committee composed of top executives of company.

Senior Trading Risk Analyst, Risk Operations

- Prepare daily risk reporting of MtM and VaR for NextEra and FPL's trading organizations including speculative positions and generation assets. Reported analysis to senior management on a daily basis
- Review deal entry by traders for errors and authority violations. Designed online tracking system for internal Planned Position Strategy management.
- Verify confirmations with counterparties to ensure validity on terms, price, and product.

Education:

University of Illinois – Urbana-Champaign

Champaign, IL

Bachelor of Science, Industrial Engineering, June 2003

Illinois State University

Normal, IL

Bachelor of Science, Physics, June 2003; Minor in Mathematics

VERIFICATION

I, Craig Wilson, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



Craig Wilson

Date: 5/20/2021

CERTIFICATE OF SERVICE

On this the 20th day of May 2021, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Natural Gas Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom or electronically, upon the following:

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120
RA-STBEI_HQ@pa.gov; rkanaskie@pa.gov

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

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120
consumer@paoca.org

Department of Revenue
Bureau of Compliance
PO Box 281230
Harrisburg, PA 17128-1230

Office of the Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101
ra-sba@pa.gov

Columbia Gas of PA, Inc.
Transport Support Services
290 W. Nationwide Blvd.
Columbus, OH 43215
transportevaluations@nisource.com

National Fuel Gas Distribution Corp.
Joanne E. Maciok
6363 Main Street
Williamsville, NY 14221
maciokj@natfuel.com

Peoples Natural Gas Company LLC
Carol Scanlon
375 North Shore Drive
Pittsburgh, PA 15212
Carol.Scanlon@peoples-gas.com

PECO
Carlos Thillet
2301 Market Street, S9-2
Philadelphia, PA 19103
carlos.thillet@exeloncorp.com

Peoples Gas Company LLC
Carol Scanlon
375 North Shore Drive
Pittsburgh, PA 15212
Carol.Scanlon@peoples-gas.com

Philadelphia Gas Works
Ryan Reeves
800 West Montgomery Avenue
Philadelphia, PA 19122
pgwchoicesupply@pgworks.com

Valley Energy Inc.
Ed Rogers
523 South Keystone Avenue
Sayre, PA 18840-0340
erogers@ctenterprises.org

UGI Utilities, Inc. – Gas Division
Sherry Epler
1 UGI Drive
Denver, PA 17517
sepler@ugi.com



Amy Klaviter, Senior Analyst, Legal Compliance