

ORIGINAL

Direct Dial: 202-626-6260
nawhite@ssd.com

January 28, 2010

VIA OVERNIGHT EXPRESS

James J. McNulty
Secretary
Pennsylvania Public Utilities Commission
Keystone Building, 2nd Floor Room N201
Harrisburg, PA 17120

RECEIVED

JAN 28 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of BTU Energy, LLC for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Broker, Marketer and Aggregator of Electricity Supply Services

Dear Mr. McNulty:

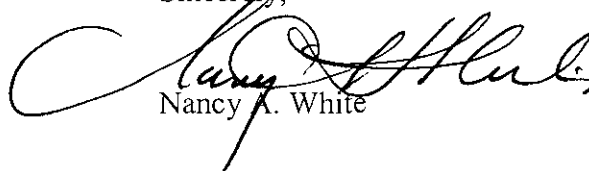
Enclosed for filing are an original and three (3) copies, plus an electronic copy on CD, of the Application of BTU Energy, LLC for Approval to Offer, Render, Furnish or Supply Electricity or Electric Generation Services as a Broker, Marketer and Aggregator of Electricity Supply Services. This filing is accompanied by a check in the amount of \$350.00, payable to the Commonwealth of Pennsylvania for the Application Fee.

Certain portions of the information provided in support of the Application are confidential. With respect to such information, BTU Energy, LLC has included in its Application a Petition for Protective Order requesting that such material not be included in the public record in this proceeding. Accordingly, I have enclosed a second copy of BTU Energy LLC's Application (hard copy and electronic version) with the confidential materials redacted.

Please file the enclosed original and three (3) copies and return to me the file-stamped copies marked Duplicate Original in the enclosed, postage-paid envelope.

Please do not hesitate to contact me if you have any questions regarding this matter.

Sincerely,


Nancy A. White

**NON-PUBLIC VERSION
CONTAINS CONFIDENTIAL INFORMATION**

**COMMONWEALTH OF PENNSYLVANIA
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of BTU Energy, LLC, for)
approval to offer, render, furnish, or supply)
electricity or electric generation services)
as a Broker/Marketer/Aggregator engaged)
in the business of supplying electricity to the)
public in the Commonwealth of Pennsylvania)

Docket No. A-_____

January 28, 2010

**NON-PUBLIC VERSION
CONTAINS CONFIDENTIAL INFORMATION**

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**COMMONWEALTH OF PENNSYLVANIA
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of BTU Energy, LLC, for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer/Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

BTU Energy, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230
Phone: (443) 625-5035
Fax: (443) 524-2883

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

N/A

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

**Mark S. Schroeder
Managing Member
BTU Energy, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230
Phone: (443) 625-5035
Fax: (443) 524-2883**

b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

**Mark S. Schroeder
Managing Member
BTU Energy, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230
Phone: (443) 625-5035
Fax: (443) 524-2883**

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JAN 28 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

Nancy A. White
Squire Sanders & Dempsey, LLP
Suite 500
1201 Pennsylvania Avenue NW
Washington, DC 20004
Phone: (202) 626-6260
Fax: (202) 626-6780

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the

Applicant's Registered Agent in the Commonwealth is:

Henry M. Sommer
2340 New Park Road
New Park PA 17352
Phone: 717-382-45793
Fax: 717 382-9113

4. **FICTITIOUS NAME:**

Not applicable. Applicant will not be using a fictitious name.

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

Applicant is a foreign limited liability company (15 Pa. C.S. §8981).

Applicant is incorporated in the state of Maryland.

Proof of Applicant's compliance with appropriate Department of State filing requirements, a Certificate of Good Standing and a copy of Applicant's Articles of Organization are included in Schedule Item 5 attached hereto.

Names and Addresses of Applicant's officers.

Mark S. Schroeder
Managing Member
BTU Energy, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230

H. Bertram Wilson
Member
5114 Thunder Hill Road
Columbia, Maryland 21045

Kevin S. Kahoe
Member
1235 Bear Hollow Court
Forest Hill, Maryland 21050

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

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

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

X The Applicant is presently doing business in Pennsylvania as a

- vertically-integrated provider of generation, transmission, and distribution services.
- municipal electric corporation providing service outside its municipal limits.
- electric cooperative
- local gas distribution company
- nonintegrated provider of electric generation, transmission or distribution services.

X **Other. BTU Energy, LLC currently delivers home heating oil in Pennsylvania.**

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

- Generator and supplier of electric power.
- Municipal generator and supplier of electric power.
- Electric Cooperative and supplier of electric power.
- X Broker/Marketer engaged in the business of supplying electricity.
- X Aggregator engaged in the business of supplying electricity.
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the electric services or the electric generation services which the Applicant proposes to offer.

Applicant proposes to act primarily as a broker/marketer/aggregator of electricity and related services, and in those functions will not take title to electricity or engage in sales of electricity directly to consumers. Applicant intends to offer its services to residential, commercial and industrial electricity consumers.

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

Applicant proposes to offer its services to markets throughout Pennsylvania.

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

- X Residential Customers
- X Commercial Customers - (25 kW and Under)
- X Commercial Customers - (Over 25 kW)
- X Industrial Customers
- X Governmental Customers
- X All of above
- Other (Describe):

12. **FERC FILING:** Applicant has:

Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.

Received approval from FERC to be a Power Marketer at Docket or Case Number _____.

Not applicable. Applicant does not intend to engage in sales of electric power at wholesale and thus does not require FERC Power Marketer authorization.

13. **START DATE: Applicant intends to begin providing services on or about March 1, 2010.**

14. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, Applicant is serving a copy of the signed and verified Application with non-confidential attachments on the following individuals. Applicant will make confidential information available to these individuals upon execution of an appropriate confidentiality agreement.

Irwin A. Popowsky
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

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101
(Metropolitan Edison Company or Pennsylvania Electric Company)
Blaine W. Uplinger, Jr., Director of Governmental and Regulatory Affairs
FirstEnergy
100 APC Building
800 North third Street
Harrisburg, PA 17102-2025

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

John P. Litz, Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P.O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200

Gary A. Jack, Assistant General Counsel
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Paul E. Russell, Associate General Counsel
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Carlo L. Ciabattoni, Manage Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4210
carlo.ciabattoni@exeloncorp.com

Stephen L. Feld, Attorney
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

John L. Munsch, Attorney
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

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

Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

15. **TAX CERTIFICATION STATEMENT:**

Please see Appendix B to this Application. Applicant will not take title to electricity and will not engage in sales of electricity to consumers or bill consumers directly. Accordingly, Applicant will not collect gross receipts taxes.

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

Neither BTU Energy, LLC, its predecessors, affiliates or the persons named in this Application have been convicted of a crime involving fraud or similar activity.

17. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

- a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

**Mark S. Schroeder
Managing Member
BTU Energy, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230
Phone: (443) 625-5035
Fax: (443) 524-2883**

**Nancy A. White, Esq.
Squire Sanders & Dempsey, LLP
Suite 500
1201 Pennsylvania Avenue NW
Washington, DC 20004
Phone: (202) 626-6260
Fax: (202) 626-6780**

- b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

Applicant has not yet developed standard forms for its broker/marketer/aggregation services. Applicant will provide a copy of its standard form contract when it is available.

c. If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix C to this Application.

Applicant proposes to provide services only as a broker, marketer or aggregator and will not engage in sales of electricity to any consumers, including residential or small commercial consumers. The sample disclosure statement provided in Appendix C to the standard form application applies to sales transactions and is not applicable to the types of services that Applicant will be providing. Accordingly, Applicant requests waiver of the requirement to provide a disclosure statement.

18. **BONDING:** In accordance with 66 PA. C.S. Section 2809(C) (1)(I), the Applicant is:

- Furnishing a copy of initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.
- Furnishing proof of other initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 and furnishing a copy of an initial bond, letter of credit or proof of bonding to the Commission for the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000.

Given the nature of the services that Applicant will provide, Applicant is requesting that the amount of bond required be \$10,000, as explained in Schedule Item 18 attached hereto. A copy of such a bond conforming with Commission requirements is attached.

At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.

19. **FINANCIAL FITNESS:**

- A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:
- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
 - Published parent company financial and credit information.
 - Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
 - Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.

- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements
- Such other information that demonstrates Applicant's financial fitness.

Please see Schedule Item 19(A) attached hereto.

B. Applicant must provide the following information:

- Identify Applicant's chief officers including names and their professional resumes.

Please see Schedule Item 19(B), attached hereto.

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

The custodian of Applicant's accounting records is:

**Mark S. Schroeder
 Managing Member
 BTU Energy, LLC
 1414 Key Highway
 Suite L
 Baltimore, MD 21230
 Phone: (443) 625-5035
 Fax: (443) 524-2883**

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

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- Proposed staffing and employee training commitments
- Business plans
- Documentation of membership in ECAR, MAAC or other regional reliability councils shall be submitted if applicable to the scope and nature of the applicant's proposed services.
- An affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service.

Please see Schedule Item 20 attached hereto.

21. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

22. **ASSESSMENT:** The Applicant acknowledges that Title 66, Chapter 5, Section 510 grants to the Commission the right to make assessments to recover regulatory expenses and that as a supplier of electricity or an electric generation supplier it will be assessed under that section of the Pennsylvania Code. The Applicant also acknowledges that the continuation of its license as a supplier of electricity or an electric generation supplier will be dependent upon the payment of all prior years assessments.
23. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.
24. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
 - b. The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
 - c. Applicant shall report to the Commission the following information on an annual basis:
 - the percentages of total electricity supplied by each fuel source
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.**
25. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
26. **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.
27. **FEES:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

BTU Energy, LLC

By: 

Nancy A. White
Squire Sanders & Dempsey, LLP
Suite 500
1201 Pennsylvania Avenue NW
Washington, DC 20004
Phone: (202) 626-6260
Fax: (202) 626-6780
nawhite@ssd.com

PETITION FOR PROTECTIVE ORDER

BTU Energy, LLC respectfully petitions the Commission for a protective order with respect to (a) Applicant's financial statements provided in response to Item 19(A) and (b) details of Applicant's ownership structure provided in response to Item 19(B). As a closely held, private limited liability corporation, Applicant does not publish its financial statements and considers its financial information and the details of its ownership structure to be commercially sensitive and proprietary information.

Accordingly, BTU Energy, LLC respectfully requests that the Commission grant protected status to this information pursuant to Section 5.423 of the Commission's regulations.

AFFIDAVIT REGARDING PUBLICATION OF NOTICE

Washington:

: ss.

District of Columbia:

Nancy A. White, Affiant, being duly sworn according to law, deposes and says that:

She is counsel for BTU Energy, LLC;

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

That BTU Energy, LLC, the Applicant herein certifies that it has caused the notice of the filing of its electric generation license application to be published in the following newspapers on or about February 1, 2010:

Philadelphia Inquirer
400 North Broad Street
Philadelphia, PA 19130-4014

Pittsburgh Post-Gazette
34 Blvd. of the Allies
Pittsburgh, PA 15222

The Patriot News
812 Market Street
Harrisburg, PA 17101-2808

Scranton Times
149 Penn Avenue
Scranton, PA 18503-2022

The Morning Call
101 North Sixth Street
Allentown, PA 18101

Williamsport Sun Gazette
252 West 4th Street
Williamsport, PA 17701-6102

A copy of the notice as it will appear in each of the above newspapers is attached.

That BTU Energy, LLC, the Applicant will submit to the Commission the proof of publication from each newspaper in which notice of the application filing was published as soon as it is available.

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

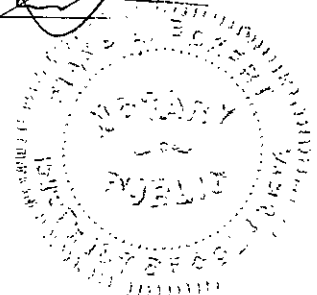

Signature of Affiant

Sworn and subscribed before me this 28th day of January, 2010.

DIANE A. ECKERT
Notary Public, District of Columbia
My Comm. Expires Oct 14, 2014


Signature of official administering oath

My commission expires _____



**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of BTU Energy For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania, Docket No. **A-11XXXX**.*

On January 29, 2010, BTU Energy LLC filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity related services as (1) a broker/marketer of electricity, and (2) an aggregator of electricity. BTU Energy LLC proposes to sell electricity related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of BTU Energy LLC may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to BTU Energy LLC's attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is **A-11XXXX**.

By and through Counsel:

BTU Energy LLC
c/o Nancy A. White
Squire Sanders & Dempsey, LLP
Suite 500
1201 Pennsylvania Ave NW
Washington, DC 20004
(202)626-6260 (Phone)
(202) 626-6780 (Fax)

AFFIDAVIT REGARDING COMPLIANCE WITH LAWS AND REGULATIONS

AFFIDAVIT

State of Maryland:

: ss.

County of Baltimore:

Mark S. Schroeder, Affiant, being duly sworn according to law, deposes and says that:

He is the Managing Member of BTU Energy, LLC;

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

That BTU Energy, LLC, the Applicant herein, acknowledges that BTU Energy, LLC 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 BTU Energy, LLC, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric 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 BTU Energy, 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 28 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 Gross Receipts and power 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).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That BTU Energy, LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) 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 Bureau of Public Liaison 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 knowledge, information, and belief.

William A. Schroeder
Signature of Affiant

Sworn and subscribed before me this 27th day of January, 2010.

Dana A. Webb
Signature of official administering oath

My commission expires 1/2014



AFFIDAVIT REGARDING TECHNICAL FITNESS

AFFIDAVIT

State of Maryland:

: ss.

County of Baltimore:

Mark S. Schroeder, Affiant, being duly sworn according to law, deposes and says that:

He is the Managing Member of BTU Energy, LLC;

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

That the Applicant herein BTU Energy, LLC has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

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

That the Applicant herein BTU Energy, 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 BTU Energy, 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.



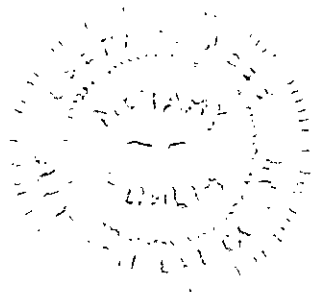
Signature of Affiant

Sworn and subscribed before me this 27th day of January, 2010.



Signature of official administering oath

My commission expires 1/2014



Riverdale Properties & Investments, LLC

SOCIAL SECURITY NUMBER (OPTIONAL)

					-					-				
--	--	--	--	--	---	--	--	--	--	---	--	--	--	--

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

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

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

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

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

Mark S. Schroeder
Phone: (443) 625-5035
Fax: (443) 524-2887

PA SALES AND USE TAX

EMPLOYER TAXES

CORPORATE TAXES

See above

See above

See above

PHONE

PHONE

PHONE

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

Schedule Item 5

Attached please find:


1. Certificate of Good Standing for BTU Energy, LLC
2. Articles of Organization of BTU Energy, LLC
3. Proof of Registration with Pennsylvania Department of State

STATE OF MARYLAND
Department of Assessments and Taxation

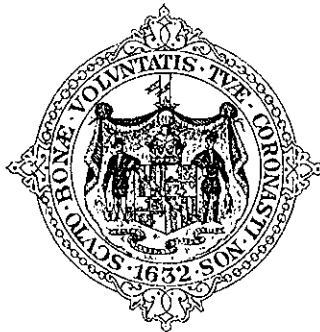
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES, OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BTU ENERGY, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 26, 2010.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

**OPERATING AGREEMENT
OF
BTU ENERGY, LLC**

Exhibit B

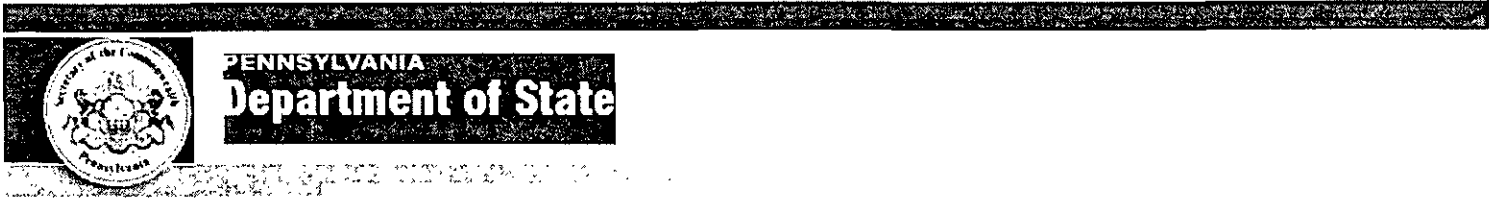
ARTICLES OF ORGANIZATION

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter referred to as the "Company") is **"BTU ENERGY, LLC"**.
- SECOND:** The Company shall have perpetual existence, and shall not terminate until and unless terminated by the Members of the Company.
- THIRD:** The purposes for which the Company is formed are to (a) identify and purchase, manage and sell existing and developmental energy sources to residential, commercial and institutional users; and to identify, develop and market energy conservation methods and practices, and (b) to have and exercise all powers now or hereafter conferred by the laws of the State of Maryland on limited liability companies formed pursuant to the Maryland Limited Liability Company Act, and (c) to do any and all things necessary, convenient or incidental to the achievement of the foregoing.
- FOURTH:** The address of the principal office of the Company in this State is **1414 Key Highway, Suite G, Baltimore, Maryland 21230.**
- FIFTH:** The name and address of the resident agent of the Company is **Robert F. Kahoe, Jr., 9 South Hickory Avenue, Bel Air, Maryland 21014.**
- SIXTH:** The relations of the Members and the affairs of the Company shall be governed by the Corporation and Associations Article of the Maryland Annotated Code, Title 4A, "Limited Liability Act" as well as a written operating agreement which may be amended from time to time as set forth therein.
- SEVENTH:** Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 24th day of August, 2005.

Robert F. Kahoe, Jr.



Corporations

[Online Services](#) | [Corporations](#) | [Forms](#) | [Contact Corporations](#) | [Business Services](#)

- Search
- By Business Name
- By Business Entity ID
- Verify
- Verify Certification
- Online Orders
- Register for Online Orders
- Order Good Standing
- Order Certified Documents
- Order Business List
- My Images
- Search for Images

Business Entity Filing History

Date: 1/17/2010 (Select the link above to view the Business Entity's Filing History)

Business Name History

Name	Name Type
Btu Energy, LLC D/b/a Btu Energy	Current Name

Limited Liability Company - Foreign - Information

Entity Number: 572729
Status: Active
Entity Creation Date: 1/13/2006
State of Business.: MD
Registered Office Address: 2340 New Park Rd
 New Park PA 17352
 York
Mailing Address: No Address

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Schedule Item 18

BTU Energy, LLC requests waiver of the requirement to provide a bond in the amount of \$250,000. Applicant requests that the bond required in connection with the services to be provided by Applicant be set initially at no more than \$10,000. Applicant respectfully submits that good cause exists to waive the \$250,000 bonding requirement in that Applicant proposes only to provide services as a broker, marketer and/or an aggregator. Applicant will not be taking title to any electricity supply; it will not be engaged in direct sales of electricity to any retail customer; and will not be billing any retail consumer for electricity supply. Applicant proposes instead to provide services to facilitate decisions by purchasers and sellers with respect to their electric supply options in the Commonwealth.

As such, the risk to Pennsylvania consumers of granting Applicant a license is minimal and, Applicant submits, can be adequately covered by a bond in the amount of \$10,000. The Commission has granted waivers and authorized posting of a \$10,000 bond in similar circumstances. See, e.g., Amerex Brokers LLC, Docket No. A-2009-2113764 (August 27, 2009); Taylor Consulting and Contracting, LLC, Docket No. A-2008-2077880 (February 26, 2009); Co-eXprise, Inc., Docket No. A-110166 (January 20, 2006); Premier Energy Solutions, Docket No. A-110170 (July 26, 2006).

Applicant has secured a bond in the amount of \$10,000, in the form required by the Commission. A copy thereof is attached.

Schedule 19(A)

Applicant's ownership structure is set forth in Schedule 19(B).

Applicant's balance sheet and income statement for the most recent fiscal year is attached. Applicant is a closely held limited liability company and does not publish its financial information (e.g., 10K, etc).

Applicant's Dun and Bradstreet number is 61-067-3233. Applicant does not have a D&B credit rating.

Applicant's insurance coverage is detailed in the attached certificate.

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)
09/21/09

PRODUCER

FEDERATED MUTUAL INSURANCE COMPANY
 Home Office: P.O. Box 328
 Owatonna, MN 55060
 Phone: 1-888-333-4949

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

INSURED 258-232-8
BTU ENERGY LLC
 1414 KEY HWY STE 200-M
 BALTIMORE MD 21230

- COMPANY A FEDERATED MUTUAL INSURANCE COMPANY OR FEDERATED SERVICE INSURANCE COMPANY
- COMPANY B
- COMPANY C
- COMPANY D

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT	9169166	09/19/09	09/19/10	GENERAL AGGREGATE \$ 2,000,000
					PRODUCTS - COMP/OP AGG \$ 2,000,000
					PERSONAL & ADV INJURY \$ 1,000,000
					EACH OCCURRENCE \$ 1,000,000
					FIRE DAMAGE (Any one fire) \$ 100,000
					MED EXP (Any one person) \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS	9169166	09/19/09	09/19/10	COMBINED SINGLE LIMIT \$ 1,000,000
					BODILY INJURY (Per person) \$
					BODILY INJURY (Per accident) \$
					PROPERTY DAMAGE \$
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$
					OTHER THAN AUTO ONLY: \$
					EACH ACCIDENT \$
					AGGREGATE \$
A	EXCESS LIABILITY <input checked="" type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM	9169167	09/19/09	09/19/10	EACH OCCURRENCE \$ 4,000,000
					AGGREGATE \$ 4,000,000
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY THE PROPRIETOR/PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL	9169168	09/19/09	09/19/10	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER \$
					EL EACH ACCIDENT \$ 1,000,000
					EL DISEASE - POLICY LIMIT \$ 1,000,000
					EL DISEASE - EA EMPLOYEE \$ 1,000,000
	OTHER				

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS
 SOUTHERN STATES COOP INC, AND ITS SUBSIDIARIES, AFFILIATES, AND MANAGED LOCAL CO-OPS ARE HEREBY NAMED AS ADDITIONAL INSURED ATIMA WITH RESPECT TO DELIVERY OF PRODUCT TO THE CERTHOLDERS PREMISES IN RICHMOND, VA.

CERTIFICATE HOLDER
 2582328
SOUTHERN STATES COOP INC
 PO BOX 12010-SX
 HEMET CA 92546-8010

CANCELLATION
 SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT. BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

 PRESIDENT

Cert Acct: 258-232-8 5
SOUTHERN STATES COOP INC
PO BOX 12010-SX
HEMET CA 92546-8010

Schedule 19(B)

I. BTU ENERGY, LLC OWNERSHIP STRUCTURE

The following individuals each have a 23 1/3% ownership interest in BTU Energy, LLC and are the principal owners of Applicant. Their professional resumes are below.

Mark S. Schroeder
62 Simmons Lane
Severna Park, Maryland 21146

H. Bertram Wilson
5114 Thunder Hill Road
Columbia, Maryland 21045

Kevin S. Kahoe
1235 Bear Hollow Court
Forest Hill, Maryland 21050

Other owners of Applicant and their percentage ownership interests are:

Don Patch (7.5%)
8209 Langbrook Road
Springfield, Virginia 22152

Richard D. Lynch (5%)
2445 Dixie Lane
Forest Hill, Maryland 21050

Robert F. Kahoe, Jr. (5%)
9 South Hickory Avenue
Bel Air, Maryland 21014

Larry LaMotte (5%)
224 East 39th Street
Baltimore, Maryland 21218

Brian Perrone (2.5%)
508 Norwich Road
Severna Park, Maryland 21146

Riverdale Properties & Investments, LLC (5%)
508 Norwich Road
Severna Park, Maryland 21146
John W. Perrone, Member
Brian Perrone, Member

ii. **PROFESSIONAL RESUMES OF APPLICANT'S PRINCIPAL OWNERS AND OPERATING PERSONNEL**

Mark S. Schroeder – Managing Member

Mr. Schroeder has over twenty-seven years experience in general management, marketing and sales, mergers and acquisitions, engineering, and construction. The last fourteen years have been in the energy market where he was involved in energy procurement and the development and installation of nearly one gigawatt of power generation equipment. He specializes in Distributed Generation strategies, energy project and development.

Prior to co-founding a number of energy related companies including BTU Energy, LLC, Mr. Schroeder was an owner of South River Consulting, an energy services firm with over \$2 billion worth of energy contracts under management. Prior to this, he served in various positions with Wartsila North America, Inc. (a power generation equipment manufacturer with nearly two billion in annual sales). He was General Manager of Combined Energy Systems (CES); a combined sales and marketing effort between Wartsila North America and Cummins Power Generation Americas; responsible for the successful development of the gas reciprocating engine market in the US, Canada, and Mexico; as well as a limited element of the diesel fueled product line for the Caribbean and Central America. He oversaw sales, marketing, technical support, and customer support operations. Before his involvement with CES, he held the position of General Manager, Wartsila North America Power Plants where he had responsibility for engineering support and project execution and was a member of the Wartsila NA management team. His Project Execution group was directly responsible for constructing over 300 MW of power plants. He also was the North American representative to the Corporate power technology team. Before entering the power market, Mr. Schroeder spent over nine years with the Westinghouse Electronics Systems Group – now part of Northrop Grumman. He began his career there as a design engineer in the Materials Engineering Group of the Mechanical Design Department. Specializing in Composite materials, he quickly moved to business development activities and project management before taking on responsibility as the supervisor for the materials group. He also spent nearly a year with the mergers and acquisitions group tasked with the rationalization of the Westinghouse Materials Businesses and expansion through acquisition. Upon completion of this task, he joined the Civil Systems Division. This Division was a start-up business created to transition the Electronic Systems Group from its traditional customer base to the material handling and image processing market. Here he was responsible for developing new technologies; managing limited production runs of material handling equipment, business development, and joint venture partnerships.

While at Westinghouse, Mr. Schroeder was a recipient of several Marketing Awards including a Corporate Award for Customer Focus. He also was a co-recipient of the George Westinghouse Signature Award for design excellence. He is a holder of 5 US patents and has lectured for several universities and schools. As a member of the Society for the Advancement of Materials and Processes, Mr. Schroeder was the Chairman and Sr. Director for the Baltimore/Washington Chapter and Program Co-Chairman of the 6th International Electronics Materials and Processes Conference.

Mr. Schroeder began his career with the FMC Agricultural Chemicals Division. As a Process Engineer, he was responsible for development and optimization of elements of a chemical manufacturing facility. Moving into Project Engineering, he was involved in the build out of

additional manufacturing facilities. This activity included plant design, construction management, operator training, start-up and commissioning.

Education

The Johns Hopkins University, Baltimore, Maryland. B.E.S., Mechanics and Materials Science, 1979

The Johns Hopkins University, Baltimore, Maryland. M.S., Chemical Engineering, 1981.

St. John's College, Annapolis, Maryland. Executive Leadership Seminar 1996-97, 1998-99.

H. Bertram Wilson, CFA – Member

Mr. Wilson is a Chartered Financial Analyst with over twenty years of experience in economic analysis and decision-making, project finance, securities trading, regulatory analysis, and energy market contracting and project development for electric users. He specializes in energy market analysis, procurement, and contract development and onsite generation applications for end users of energy. His capabilities also include energy market and regulatory pricing impact analyses, project development and finance, and multi-fuel integrated energy procurement and operations strategy development and management. Since 1998 Mr. Wilson has directed the procurement of \$5.0+ billion of various forms of energy.

Prior to co-founding a number of energy related companies including BTU Energy, LLC, Mr. Wilson served in various positions with Constellation Energy Group and its subsidiaries. He lead the financial development efforts for a newly established district chilled water company in Baltimore, Maryland, developed project finance capability to support energy project financing for Constellation's newly formed Energy Service Company, provided contract structure and pricing for multiple integrated energy projects and proposals offered by Constellation's Energy Service Company and developed its first distributed generation plant.

Prior to Constellation, Mr. Wilson's experience includes four years as a stock trader, securities analyst, and merger & acquisition and valuation specialist at institutional brokerage companies and a regional commercial bank where he was responsible for developing company and investment valuations based on business operating plans and cash requirements for use in merger and acquisition proposals. His experience also includes responsibility of an institutional equity-trading desk and investment support for institutional purchase/sale recommendations.

Education and Affiliations:

Chartered Financial Analyst (CFA), 1991.

University of Baltimore, Baltimore, Maryland. B.S. Degree in Finance, 1984.

Association for Investment Management and Research, Member

National Association of Securities Dealers (NASD) Registered Financial and Operations Principal (Series 27) Registered General Securities Agent (Series 7)

Kevin S. Kahoe – Member

Mr. Kahoe has over seventeen years of sales and marketing experience in the deregulated energy market. He specializes in the procurement of electricity, natural gas, and fuel oil. His capabilities have been established through the sales and marketing of deregulated energy products to commercial and industrial end-users.

Prior to co-founding a number of energy related companies including BTU Energy, LLC, Mr. Kahoe served in various positions with Enron Energy Services, Pepco Energy Services, and Kahoe Petroleum. His most recent position was Director, National Energy Sales with Enron. As the Director in the Mid-Atlantic territory, Mr. Kahoe was responsible for selling long-term, customized electric and natural gas commodity contracts to the largest commercial and industrial customers. Mr. Kahoe's area of focus was concentrated on all PJM member utilities with an emphasis on Baltimore Gas and Electric and Potomac Electric Power Company.

Mr. Kahoe served as Vice-President, Commercial Sales for Pepco Energy Services and in this role he was responsible for the design and delivery of high value energy and technical business solutions to Fortune 1000 companies and large regional accounts. This position required combining electricity and natural gas commodity with specific energy services to create customized energy solutions. His Pepco experience also required daily tracking of the regulatory proceedings affecting the deregulated natural gas and electricity markets in the PJM region.

Prior to Pepco, Mr. Kahoe's experience includes seven years as sales and operations manager with Kahoe Petroleum. His responsibilities included sales and marketing of all forms of residual fuel products and propane. His experience also includes pricing of oil delivery charges and compliance to permitting and licensing requirements in the Mid-Atlantic market.

Education

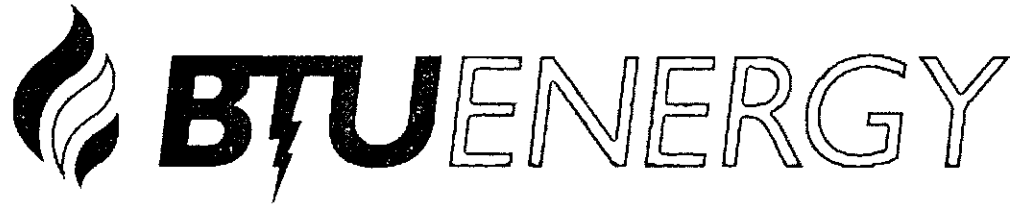
Loyola College of Baltimore, Baltimore Maryland. Bachelor of Business Administration in Finance, 1988

Schedule Item 20

For professional resumes of individuals responsible for Applicant's operations demonstrating their experience and technical expertise to provide the services for which authorization is requested, please refer to Schedule Item 19(B).

A description of Applicant's business, its training programs, business plan is attached.

Applicant seeks to provide services only as a *broker, marketer* or aggregator. As such, membership in ECAR, MAAC or other regional reliability councils is not relevant to the services that Applicant proposes to provide under the authorization requested. Additionally, Applicant requests waiver of the requirement to provide an affidavit regarding compliance with reliability protocols of NERC and regional reliability councils.



1414 Key Highway Suite L
Baltimore, MD 21230
(443) 625-5035
(866) 229-4902
www.btuenergy.net

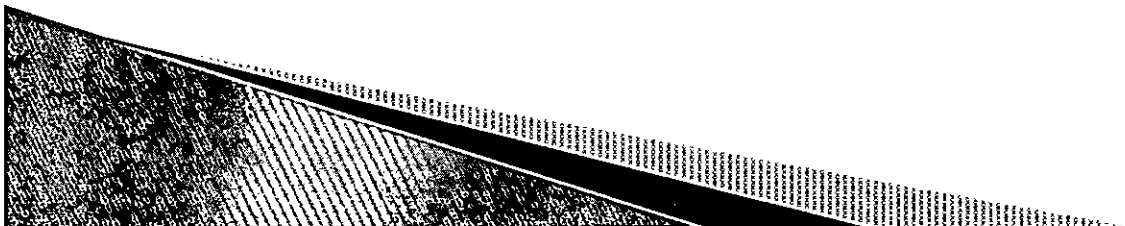
CONFIDENTIAL & PROPRIETARY

Information contained herein is provided solely for evaluation purposes. Any use of the enclosed data beyond the explicit purpose for which it is intended is strictly prohibited.



About BTU Energy, LLC.

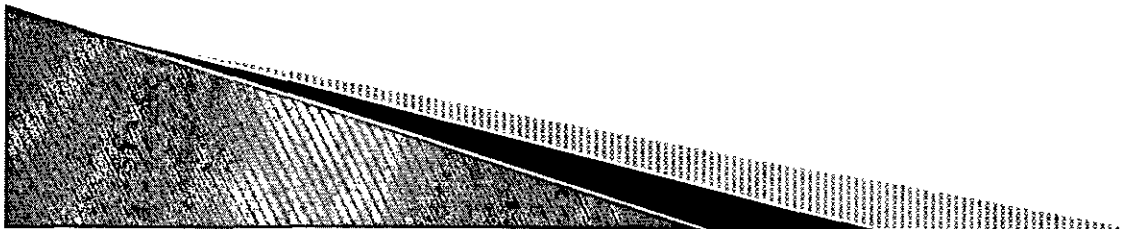
- ▶ Retail energy company headquartered in Baltimore, Maryland
- ▶ Fuel oil sales in Maryland and Pennsylvania
- ▶ Natural gas door-to-door sales in Ohio
- ▶ Electric sales in Maryland, Ohio, with expansion to Pennsylvania





Fuel Oil Sales Operations

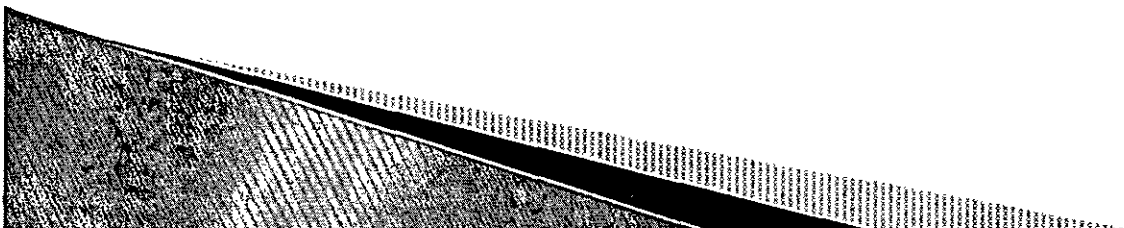
- ▶ Currently serve the Northeast and Central Maryland regions as well as Southeast Pennsylvania
- ▶ Sales of \$911,000 combining retail delivery and common carrier efforts
- ▶ Delivered 927,000 gallons of oil





Fuel Oil Sales Future Plans

- ▶ Common Carrier work is expanding and contracts had to be turned down in 2009 due to lack of capacity
- ▶ Retail sales continue to increase due to advertising and retention of customers
- ▶ BTU currently has 1,800 customers
- ▶ Expanded capability in 2010 with the purchase of two additional delivery trucks, set up for large loads and common carrier work as well as primary home delivery vehicles



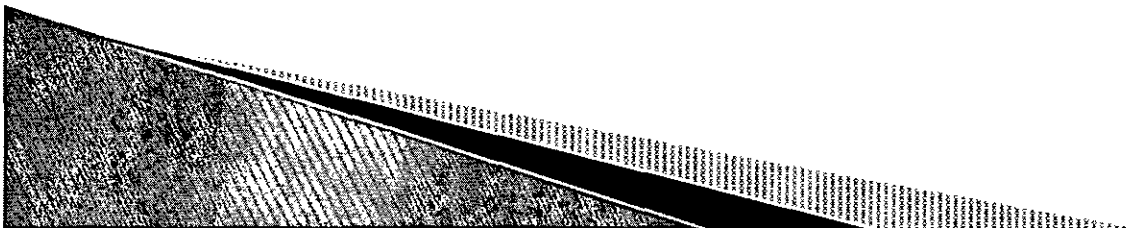


Door-to-Door Sales Operations

- ▶ Residential and commercial Natural Gas accounts served by three offices
 - Bellefontaine, Ohio
 - Huber Heights, Ohio
 - Toledo, Ohio

- ▶ Contract Natural Gas sales with Vectren Source in these markets

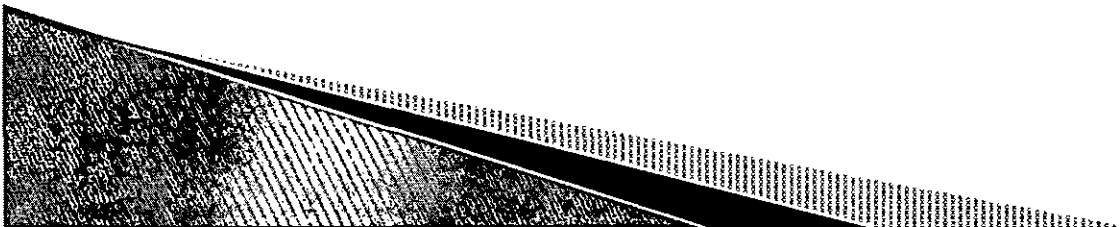
- ▶ BTU maintains an average of 25–30 sales representatives





Office/Training

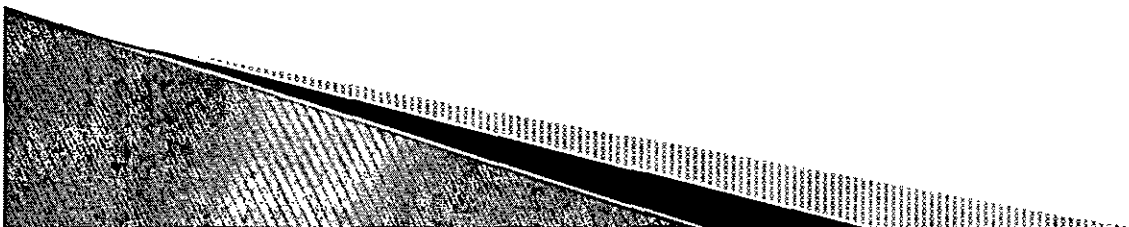
- ▶ BTU offices are staffed with an office manager and a sales trainer
 - The office manager is cross-trained to perform multiple functions within the business unit
- ▶ BTU screens potential employees with background checks
- ▶ BTU provides compensation packages to reward contractors on performance, length of service and individual incentives
- ▶ BTU provides both on and off site training for recently hired sales contractors





Sales Performance

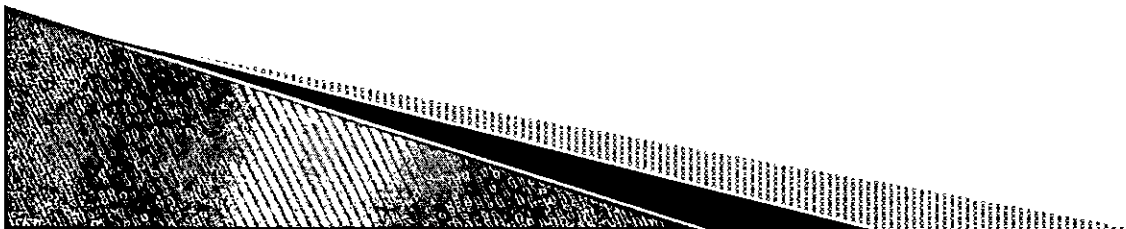
- ▶ BTU office managers provide each sales agent with daily and weekly goals to commit to and achieve
- ▶ BTU residential sales agents average 4–8 deals per day (door-to-door)
- ▶ BTU commercial sales agents average 1 deal per day
- ▶ Fiscal Year sales of \$945,015
- ▶ BTU currently closes 450 to 500 residential and commercial deals per week





BTU Energy Expansion

- ▶ BTU Energy, LLC. is looking to expand operations in door-to-door business
- ▶ Expansion of services to include electric sales in Ohio, electricity related broker/aggregation services in Pennsylvania and Maryland and natural gas sales in MD
- ▶ In negotiations with suppliers for electric sales and additional natural gas suppliers



Certificate of Service

I hereby certify that I have this day served, by first class mail postage prepaid, a true copy of the foregoing Application of BTU Energy, LLC for approval to offer, render, furnish, or supply electricity or electric generation services as a Broker/Marketer/Aggregator engaged in the business of supplying electricity to the public in the Commonwealth of Pennsylvania upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54:

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

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

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

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

Gary A. Jack, Assistant General Counsel
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Paul E. Russell, Associate General Counsel
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Metropolitan Edison Co. & Pennsylvania Electric Co.
Blaine W. Uplinger, Jr., Director of Governmental and
Regulatory Affairs
FirstEnergy
100 APC Building
800 North third Street
Harrisburg, PA 17102-2025

John P. Litz, Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P.O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200

Carlo L. Ciabattoni, Manage Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4210

Stephen L. Feld, Attorney
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

John L. Munsch, Attorney
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Dated this 28th day of January, 2010.



Nancy A. White
Squire Sanders & Dempsey, LLP
Suite 500
1201 Pennsylvania Avenue NW
Washington, DC 20004
Phone: (202) 626-6260
Fax: (202) 626-6780
nawhite@ssd.com

Counsel for BTU Energy, LLC

From: Origin ID: RDVA (202) 626-6260
NANCY A. WHITE
SQUIRE, SANDERS & DEMPSEY, LLP
1201 PENNSYLVANIA AVENUE, N.W
SUITE 500
WASHINGTON, DC 20004



J10100912170124

Ship Date: 28JAN10
ActWgt: 2.0 LB
CAD: 4973488/INET3010

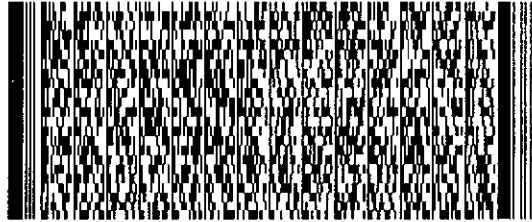
Delivery Address Bar Code



Ref # 100555.00002
Invoice #
PO #
Dept #

SHIP TO: (717) 787-8763 BILL SENDER
James J. McNulty
Pennsylvania Public Utilities Commi
KEYSTONE BLDG 2ND FL RM N201

HARRISBURG, PA 17120



TRK# 7932 2249 3211
0201

FRI - 29 JAN A1
PRIORITY OVERNIGHT

17120

PA-US

ZN MDTA

MDT



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