

April 27, 2011

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA FEDERAL EXPRESS AND VIA PA PUC ONLINE E-FILING

Commonwealth of Pennsylvania
Pennsylvania Public Utility Commission
ATTN: Commission Secretary
Keystone Building, 2nd Floor, Room N201
Harrisburg, PA 17120

RE: **COMPLIANCE FILING – DOCKET NO. A-110156**

Amendment to GDF Suez Energy Resources NA, Inc.'s EGS License No. A-110156

Pursuant to Docket No. M-2009-208042: Requirements Applicable to Mixed Meter Scenarios

This filing is pursuant to the Pennsylvania Public Utility Commission's March 25, 2011 opinion set forth in Docket No. M-2009-2082042 regarding Electric Generation Suppliers' (EGS) requirements to serve mixed metered accounts.

GDF Suez Energy Resources NA, Inc. (GDF Suez) is an EGS licensed by the Commission to serve large commercial and industrial customers¹. In some instances, a large commercial or industrial customers' portfolio of meters include meters designated as "small" by the PA Code, even while the customers' total consumption meets the threshold of a large commercial or industrial customer.

On March 20, 2011, the Commission established that an EGS must be licensed to serve small commercial meters in a "mixed meter" scenario when serving a large commercial or industrial customer that has individual meters below 25 kW, or when a large commercial or industrial customer has facilities that are classified by the utility as "residential" even though the person residing at such location is not the contractual customer. Accordingly, GDF Suez Energy Resources NA, Inc. hereby files this amendment to its EGS license application to identify all classes of customers GDF Suez serves; specifically, to amend its response to Section (4)(e) – Operations: Customers.

As indicated in the March 25th opinion, an EGS submitting an amendment to its license application consistent with this Docket does not need to publish notice of the license amendment in the newspapers of general circulation (as is required for original applications). Additionally, an EGS filing such an amendment is not required to submit residential and small commercial customer disclosure statements as required by 52 PA Code - Section 54.4. Thus, GDF Suez will not publish notice or include the referenced disclosure statements in its amendment.

Please note that GDF Suez is requesting authorization to be licensed to serve residential customers and small commercial customer solely for the purpose of establishing our compliance with regard to serving mixed metered customers and accounts. GDF Suez will not be marketing to or offering electric energy service to stand-alone residential or small commercial customers.

Enclosed please find one original and one copy of the application. Also enclosed is a CD-rom containing a searchable .pdf version of the application and our \$350.00 filing fee. Thank you for your attention. If you require additional information regarding this filing, please contact me at 713-636-1607 or at Naveen.Rabie@gdfsuezna.com

Regards,



Naveen Rabie
Counsel

¹ GDF Suez Energy Resources NA, Inc. was issued EGS license No. A-110156 in Docket No. A-110156 by order of the Pennsylvania Public Utility Commission on July 18, 2002.

² 52 PA Code Section 54.

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

AMENDED Application of **GDF SUEZ ENERGY RESOURCES NA, INC.** for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) **EGS** – Electric Generation Supplier to the public in the Commonwealth of Pennsylvania (Pennsylvania), **LICENSE NO. A-110156**.

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:

GDF Suez Energy Resources NA, Inc.
1990 Post Oak Blvd, Suite 1900
Houston, Texas 77056
713-636-1607
Fax 713-636-1601
www.gdfsuezenergyresources.com

- 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.

Capitol Corporate Services Inc.
600 North 2nd Stret
Harrisburg, Pennsylvania 17101

- 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.

Naveen Rabie, Counsel
1990 Post Oak Blvd, Suite 1900
Houston, Texas 77056
713-636-1607
Fax 713-636-1601
Naveen.Rabie@gdfsuezna.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.

Jason Austin
Vice President and General Counsel
1990 Post Oak Blvd, Suite 1900
Houston, Texas 77056
713-636-1742
Fax 713-636-1601
Jason.Austin@gdfsuezna.com

- 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 responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric 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 EGSs.

PRIMARY: Jason Austin
Vice President and General Counsel
1990 Post Oak Blvd, Suite 1900
Houston, Texas 77056
713-636-1742
Fax 713-636-1601
Jason.Austin@gdfsuezna.com

SECONDARY: Naveen Rabie, Counsel
1990 Post Oak Blvd, Suite 1900
Houston, Texas 77056
713-636-1607
Fax 713-636-1601
Naveen.Rabie@gdfsuezna.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, Form PA-953.

or

X 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)

GDF Suez Energy Resources NA Inc.
Incorporated in the State of Delaware – June 12, 2001
Corporation Number 3402518
Tax ID No. 76-0685946
Licensed to do Business in the State of Pennsylvania Jan. 14, 2002
PA Charter No. 3046817

- 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.

This information has not changed. No amendment is required.

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

This information has not changed. No amendment is required.

- Give name and address of officers.

This information has not changed. No amendment is required.

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.

This information has not changed. No amendment is required.

- 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.

GDF Suez Energy Resources NA, Inc.:
Formerly Suez Energy Resources NA, Inc. – name change July 2008
Formerly Tractebel Energy Services Inc. – name change March 2005

4. OPERATIONS

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

The Applicant is presently doing business in Pennsylvania as a

- municipal electric corporation
- electric cooperative
- local gas distribution company
- provider of electric generation, transmission or distribution 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 *(may check multiple)*:

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

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

c. PROPOSED SERVICES: Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

GDF Suez is a PA PUC licensed EGS and supply retail electric supply to customers in PA, serving within the following utilities territories: Duquesne Light Co., MedEd, PP&L Inc., PECO Energy, Penelec, and West Penn Power.

d. PROPOSED SERVICE AREA: Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.

GDF Suez currently provides electric energy services in the following EDC service areas: Duquesne Light Co., MedEd, PP&L Inc., PECO Energy, Penelec, and West Penn Power.

e. CUSTOMERS: Applicant proposes to provide services to:

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

f. **PROPOSED MARKETING METHOD** (check all that apply)

- Internal – Applicant will use its own internal resources/employees for marketing
- External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

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

- Yes
- No

If yes, will the Applicant be using a Third Party Verification procedure?

- Yes
- No

If yes, describe the Applicant's Third Party Verification procedures.

h. **START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.

GDF Suez Energy Resources already serves customers in the State of PA. GDF Suez has been serving customers since it received its initial EGS license on July 18, 2002.

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.

None.

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

Not applicable.

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. If the Applicant has no actions or complaints to list, explicitly state such.

None.

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

6. PROOF OF SERVICE

(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 1102
300 North Second Street
Harrisburg, PA 17101

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

- b.) **EDCs:** 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 Electric 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 EDC is as follows.

Allegheny Power:
Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

PECO:
Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Duquesne Light:
Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

PPL:
Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Met-Ed, Penelec, and Penn Power:

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI:
UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company:
Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Pike County Light & Power Company:
Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company:
Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

7. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

X **See Exhibit 1.**

Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.

Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *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.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

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.
No amendment is required.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
No amendment is required.
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
No amendment is required.
- 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.
No amendment is required.
- 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.
No amendment is required.
- Audited financial statements exhibiting accounts over a minimum two year period.
No amendment is required.

- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

No amendment is required.

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

Cecilia Heilmann
 Vice President and CFO
 1990 Post Oak Blvd, Suite 1900
 Houston, Texas 77056
 713-636-1127
 Fax 713-636-1601
 Cecilia.Heilmann@gdfsuezna.com

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

NOT APPLICABLE; this application is an amendment to an existing license (not new, renewal or transfer)

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.

8. 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.

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

- Applicant's previous experience in the electricity industry.

GDF Suez Energy Resources NA, Inc. is the US retail energy business unit of GDF SUEZ Energy International. GDF Suez Energy Resources NA, Inc currently operates as a licensed retail electric supplier in Connecticut, Delaware, Illinois, Texas, New York, New Jersey, Maryland, Maine, Massachusetts, Pennsylvania, and Washington D.C and is the third largest and fastest growing retail electricity provider to commercial and industrial customers in the US.

- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

State	Issue date
Connecticut	9/29/2004
Delaware	11/23/2004
District of Columbia	1/5/2005
Illinois	6/7/2005
Maine	3/14/2003
Maryland	3/21/2004
Massachusetts	5/15/2002
New Jersey	8/6/2003
New York	9/13/2004
Ohio	7/25/2004
Pennsylvania	9/25/2002
Texas	8/5/2003

- Type of customers and number of customers Applicant currently serves in other jurisdictions.
 GDF Suez currently serves medium to large commercial, industrial and governmental customers in the other states in which it is licensed.

- Staffing structure and numbers as well as employee training commitments.

GDF Suez currently has 167 staff members structured by the following individual departments: Financial Control (sub-departments: Billing, Settlements, Revenue, Accounting, and Account Services); Sales (sub-departments by territory); Legal; Operations (sub-departments: Transaction Management, Data loading, Project Management, and IT); Supply (sub-departments by market); and Marketing.

- Business plans for operations within the Commonwealth.

GDF Suez already operates within the Commonwealth. GDF Suez has been serving customers since it received its initial EGS license on July 18, 2002. GDF Suez is a PA PUC licensed EGS and supply retail electric supply to customers in PA, serving within the following utilities territories: Duquesne Light Co., MedEd, PP&L Inc., PECO Energy, Penelec, and West Penn Power.

- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.

GDF Suez is a member of PJM as an LSE. No amendment required.

- Any other information appropriate to ensure the technical capabilities of the Applicant.

No amendment required.

b.) OFFICERS: Identify Applicant's chief officers including names and their professional resumes.

ROBERT WILSON, PRESIDENT and CEO, Mr. Wilson has over 20 years experience in the natural gas and power industries. Mr. Wilson is responsible for GDF SUEZ Energy Resources NA, GDF SUEZ's retail electricity business serving commercial and industrial customers in North America. In his 12 years with GDF SUEZ, Mr. Wilson has engaged in a broad range of activities, including the establishment of the company's North American commodity trading, marketing, and risk management activities. In addition, he managed international energy commodity projects and merger and acquisition activities for the group principally in Northern Europe and North America and later oversaw sales, supply, and shipping arrangements for the company's liquefied natural gas (LNG) operation in New England. Mr. Wilson has most recently served as Head of Strategy, Risk and Portfolio Management, and Chief Business Developer for GDF SUEZ Energy North America. He studied Physics and Education at Queen's University in Kingston, Ontario, Canada, and earned a Global Energy MBA from the University of Houston.

CRAIG SUTTER, Senior Vice President of Sales, joined GSERNA in January 2005 and is responsible for sales strategy and day-to-day operations for all customer segments and geographic territories. He has more than 15 years of energy sales experience and was most recently the VP of Industrial Sales at Sempra. He is a graduate of Wartburg College, Iowa, and resides in Houston.

JAY HARPOLE, Vice President, Supply, joined the company in August 2002 and is responsible for pricing, portfolio risk management, origination and delivery operations. Mr. Harpole joined GDF SUEZ Energy Resources NA from Dynegy where he served as Manager of Wholesale and Retail Structuring. Before joining Dynegy, Mr. Harpole worked for Exxon Chemical Americas where he served in the Controllers Department in Houston. Prior to working at Exxon, Mr. Harpole worked for Lamar Advertising Company in Investor Relations and M&A analysis. Mr. Harpole holds a MBA and BS degree in International Trade and Finance from Louisiana State University.

CECILIA HEILMANN, Vice President of Business Control, joined GSERNA in 2004. She is responsible for GSERNA financial functions including accounting, credit and budgeting. Prior to GSERNA, Ms. Heilmann worked at El Paso Corporation where she served in various capacities, including: Vice President of Corporate Planning and Vice President and Controller of the merchant division. Ms. Heilmann is a certified public accountant and holds a BA in accounting from the University of Texas at El Paso.

DAVID COFFMAN, Vice President of Marketing As Vice President of Marketing, David Coffman is responsible for enhancing competitive positioning, growing the business, and managing GDF SUEZ Energy Resource's communications and advertising efforts. Mr. Coffman joined the company in May 2007. Coffman's experience includes over 12 years with Aquila in management roles involving risk assessment and product development for the retail and wholesale energy markets. Coffman held similar roles with Black & Veatch. Coffman earned a BS in Business Administration from the University of Missouri in Columbia, Missouri and his MBA from Avila University in Kansas City, Missouri.

JASON AUSTIN – Vice President and General Counsel Jason Austin joined the company in November 2006 as Vice President, General Counsel and Corporate Secretary, and is responsible for government affairs, regulatory compliance, and all legal matters impacting the business unit. He has over 14 years experience representing energy clientele both in private practice and as in-house counsel, and was most recently Senior Counsel for the wholesale gas and power trading and origination business unit at Fortis Bank. He is a graduate of The University of Kansas and The University of Tulsa College of Law

c.) **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

9. DISCLOSURE STATEMENT:

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

- 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.

NOT APPLICABLE

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

No amendment required.

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

(Select only one of the following)

- AGREED** - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- AGREED** - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED** - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

b. **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 § 54.43.

AGREED

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

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- 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.
- 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.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- 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.

AGREED

d. **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.

AGREED

e. **ASSESSMENT:** The Commission does not presently assess Electric Generation Suppliers for the purposes of recovery of regulatory expenses; see *PPL Energyplus, LLC v. Commonwealth*, 800 A.2d 360 (Pa. Cmwlth. 2002).

AGREED

f. **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 § 54.34.

AGREED

g. **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

h. **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 twenty (20) days,

as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

- i. **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

- j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at appendix J.

AGREED

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

PAYMENT ENCLOSED

11. AFFIDAVITS

- 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.

Executed and Notarized Affidavit attached.

- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized 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. An example copy of this Affidavit can be found at Appendix B.

Executed and Notarized Affidavit attached.

12. NEWSPAPER PUBLICATIONS

NOT APPLICABLE

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. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

Proof of newspaper publications must be filed with the initial 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.

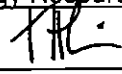
	<u>Duquesne</u>	<u>Met Ed</u>	<u>PECO</u>	<u>Penelec</u>	<u>Penn Power</u>	<u>PPL</u>	<u>UGI</u>	<u>West Penn</u>	<u>Entire Commonwealth</u>
Philadelphia Daily News		X	X			X			X

Harrisburg Patriot-News		X		X		X		X	X
Scranton Times Tribune		X		X		X	X		X
Williamsport Sun Gazette				X		X		X	X
Johnstown Tribune Democrat				X				X	X
Erie Times-News				X	X				X
Pittsburgh Post-Gazette	X				X			X	X

(Example Publication is provided at Appendix H)

13. SIGNATURE

Applicant: GDF Suez Energy Resources NA Inc.

By: Naveen Rabie 

Title: Counsel

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 are complete.

Applicant: GDF Suez Energy Resources NA Inc.

Applicant's Use	X	Signature	
	X	Filing Fee	
	X	Application Affidavit	
	X	Operations Affidavit	
	N/A	Proof of Publication	
	X	Bond or Letter of Credit	
	N/A	Tax Certification Statement	
	N/A	Commonwealth Department of State Verification	
	X	Certificate of Service	

PUC Secretary's Bureau Use

Appendix A

APPLICATION AFFIDAVIT

State of TEXAS

County of HARRIS

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

[He/she is the VICE PRESIDENT AND GENERAL COUNSEL (Office of Affiant) of GDF SUEZ ENERGY RESOURCES NA INC. (Name of Applicant);]

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

That the Applicant herein GDF Suez Energy Resources NA Inc. 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 GDF Suez Energy Resources NA Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein GDF Suez Energy Resources NA Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein GDF Suez Energy Resources NA Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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

Jason S. Austin

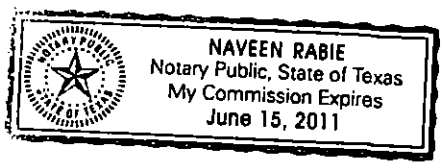
Signature of Affiant

Sworn and subscribed before me this 27th day of April, 2011.

NAVEEN RABIE

Signature of official administering oath

My commission expires June 15, 2011



Appendix B

OPERATIONS AFFIDAVIT

State of TEXAS

County of HARRIS

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

[He/she is the VICE PRESIDENT AND GENERAL COUNSEL (Office of Affiant) of GDF SUEZ ENERGY RESOURCES NA INC. (Name of Applicant);]

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

That GDF Suez Energy Resources NA Inc., 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 GDF Suez Energy Resources NA Inc., the Applicant herein, asserts that [he/she/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 GDF Suez Energy Resources NA Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 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 GDF Suez Energy Resources NA Inc., 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/her knowledge, information, and belief.

Jason S. Austin

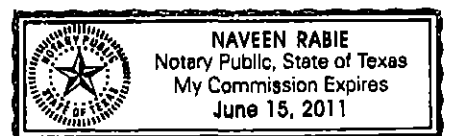
Signature of Affiant

Sworn and subscribed before me this 27th day of April, 2011.

[Signature]

Signature of official administering oath

My commission expires June 15, 2011



Appendix C

CERTIFICATE OF SERVICE

On this the 21st day of April 2011, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon 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

Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

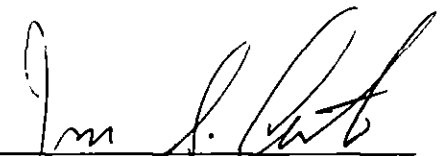
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901



JASON AUSTIN
Vice President and General Counsel
GDF Suez Energy Resources NA, Inc.

Appendix C

CERTIFICATE OF SERVICE

On this the 21th day of April 2011, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

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555 Walnut Street
Harrisburg, PA 17120

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

Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

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Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901



JASON AUSTIN
Vice President and General Counsel
GDF Suez Energy Resources NA, Inc.

AMENDED Application of GDF SUEZ ENERGY RESOURCES NA, INC. for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) EGS – Electric Generation Supplier to the public in the Commonwealth of Pennsylvania (Pennsylvania), LICENSE NO. A-110156.

Exhibit 1

[to Section 7]

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

MAR 18, 2011
OUR L/C NO.: D-240930

AMENDMENT NO.: 6

TO:
PENNSYLVANIA PUBLIC UTILITY
COMMISSION, OFFICE OF THE SECRETARY
P.O. BOX 3265
HARRISBURG, PENNSYLVANIA 17105-3265

APPLICANT:
GDF SUEZ ENERGY RESOURCES NA, INC.
1990 POST OAK BLVD, STE 1900
HOUSTON, TX 77056-4499

IN ACCORDANCE WITH INSTRUCTIONS RECEIVED, THE ABOVE REFERENCED STANDBY LETTER OF CREDIT HAS BEEN AMENDED AS FOLLOWS:

RECEIVER'S REFERENCE: NONREF

L/C INCREASED BY: USD9,000,000.00

THE AVAILABLE AMOUNT OF THIS LETTER OF CREDIT AFTER GIVING EFFECT TO THIS AMENDMENT IS U.S.\$13,800,000.00.

+++PLEASE NOTE+++

OUR OFFICE HAS MOVED EFFECTIVE FEBRUARY 22, 2011. FROM AND AFTER THAT DATE, ALL CORRESPONDENCE INCLUDING CLAIMS, IF ANY, UNDER THIS LETTER OF CREDIT MUST BE ADDRESSED/PRESENTED TO THE ATTENTION OF THE STANDBY LETTER OF CREDIT UNIT, 131 SOUTH DEARBORN, 5TH FLOOR, MAIL CODE IL1-0236, CHICAGO, IL 60603-5506, INCLUDING THE LETTER OF CREDIT NUMBER MENTIONED ABOVE. FOR TELEPHONE ASSISTANCE, PLEASE CONTACT THE STANDBY CLIENT SERVICE UNIT AT 1-800-634-1969, SELECT OPTION 1, AND HAVE THIS LETTER OF CREDIT NUMBER AVAILABLE.

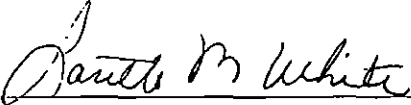


JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: 11.1-0236
Chicago, IL 60603-5506

MAR 18, 2011
OUR L/C NO.: D-240930

AMENDMENT NO.: 6

ALL OTHER TERMS AND CONDITIONS OF THE CREDIT REMAIN UNCHANGED.


A handwritten signature in cursive script, reading "Dante M. White", is written over a horizontal line. Below the line, the words "AUTHORIZED SIGNATURE" are printed in a bold, sans-serif font.

AUTHORIZED SIGNATURE

From: (713) 636-1607
Naveen Rabie
SUEZ Energy North America
1990 Post Oak Blvd. Suite 1900

Origin ID: HOUA



Houston, TX 77056

Ship Date: 28APR11
ActWgt: 1.0 LB
CAD: 3028311/NET3130

Delivery Address Bar Code



SHIP TO: (713) 636-1607

BILL SENDER

Attn: Commission Secretary
Penn. PUC
Keystone Building
2nd Floor, Room N201
HARRISBURG, PA 17120

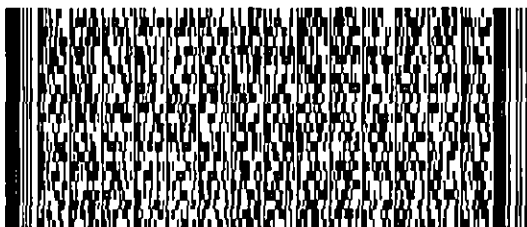
Ref # sl
Invoice #
PO #
Dept # sl

MON - 02 MAY A1
** 2DAY **

TRK# 7970 4247 3483

0201

17120
PA-US
MDT



SH MDTA



500G326A87EF8

After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.