



November 17, 2011

Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

**RECEIVED**

NOV 17 2011

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Re: Notice of Effective Date of Name Change**

Dear Sir/Madam:

This letter is a follow up to our letter dated September 20, 2011 which is attached for your reference. Please be informed that the conversion and name change discussed in our prior letter was completed on November 7, 2011. Kindly modify Sprague's name of record on its Natural Gas license #A-125055 from Sprague Energy Corp. to Sprague Operating Resources LLC with an effective date of November 7, 2011.

In the event that you have any questions, please call me directly at 603-430-5302 or email me at [kbattles@spragueenergy.com](mailto:kbattles@spragueenergy.com). Thank you very much for your assistance on this matter.

Regards,

Katherine Battles  
Senior Counsel

Enclosure

cc: Paul Scoff, Vice President, General Counsel



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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

September 20, 2011

Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

Re: Notice of Name Change from Sprague Energy Corp. to Sprague Operating Resources LLC and Internal Restructuring

Dear Sir/Madam:

This letter concerns the change in name of Sprague Energy Corp. to Sprague Operating Resources LLC. Sprague Energy Corp. will be undergoing an internal restructuring in which it will be converting from a corporation to a limited liability company pursuant to Delaware corporate law; the name of the entity will be Sprague Operating Resources LLC, effective on or about the end of October. We are writing to provide notice to the department to request that the Pennsylvania Public Utility Commission modify Sprague's name of record on its Natural Gas license # A-125055.

Because Delaware law governing conversions from corporations to limited liability companies provides that all obligations, assets, rights and liabilities pass through to the new entity by operation of law, and because there are no "transfers" as a matter of law, it is our understanding that the conversion and name change do not require a new license or trigger license transfer obligations.

Can you please confirm in writing or by email, at your earliest convenience, that the department will modify the name of record to Sprague Operating Resources LLC its license and records? In the event that you have any questions, please call me directly at 603-430-5302. Thank you very much for your assistance on this matter.

Regards,

Katherine Battles  
Senior Counsel

cc: Paul Scoff, Vice President, General Counsel

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SPRAGUE ENERGY CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPRAGUE ENERGY CORP." TO "SPRAGUE OPERATING RESOURCES LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.

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NOV 17 2011


PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

2140249 8100V

111173049

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9140933

DATE: 11-07-11

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DELAWARE CORPORATION  
TO A DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF THE  
DELAWARE LIMITED LIABILITY COMPANY ACT

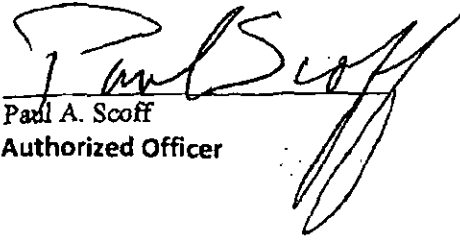
November 7, 2011

Pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act, Sprague Energy Corp., a Delaware corporation (the "*Corporation*"), hereby executes this Certificate of Conversion (the "*Certificate*") for the purpose of converting the Corporation into a Delaware limited liability company (the "*LLC*") and, in connection therewith, certifies as follows:

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation first formed is October 9, 1987.
4. The name of the Corporation immediately prior to filing this Certificate is Sprague Energy Corp.
5. The name of the LLC as set forth in the Certificate of Formation is Sprague Operating Resources LLC.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first written above.

By:   
Name: Paul A. Scoff  
Title: Authorized Officer

# Delaware

PAGE 2

*The First State*

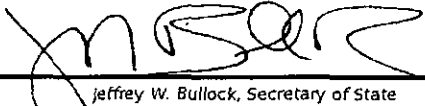
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SPRAGUE OPERATING RESOURCES LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.

2140249 8100V

111173049

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



  
jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9140933

DATE: 11-07-11

CERTIFICATE OF FORMATION  
OF  
SPRAGUE OPERATING RESOURCES LLC

This Certificate of Formation, dated as of November 7, 2011, has been duly executed and is filed pursuant to Sections 18-201 and 18-204 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company (the "*Company*") under the Act.

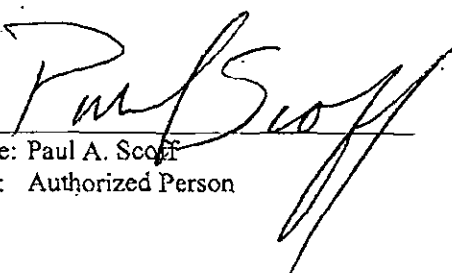
1. **Name.** The name of the Company is "Sprague Operating Resources LLC".
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

EXECUTED as of the date written first above.

By:   
Name: Paul A. Scoff  
Title: Authorized Person

From: (803) 431-1000  
LINDA ROBERTS  
SPRAGUE ENERGY CORP.  
TWO INTERNATIONAL DRIVE  
SUITE 200  
PORTSMOUTH, NH 03801

Origin ID: IGGA



Ship Date: 17NOV11  
ActWgt: 1.0 LB  
CAD: 1733035/INET3210

Delivery Address Bar Code



SHIP TO: (555) 555-5555  
**Natural Gas**  
**Pennsylvania Public Utility Comm.**  
**400 NORTH ST**

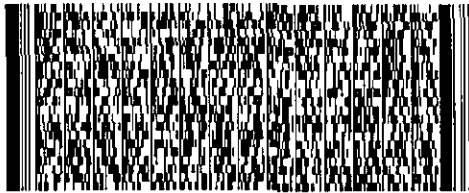
**BILL SENDER**

Ref # Nat Gas  
Invoice #  
PO #  
Dept #

**HARRISBURG, PA 17120**

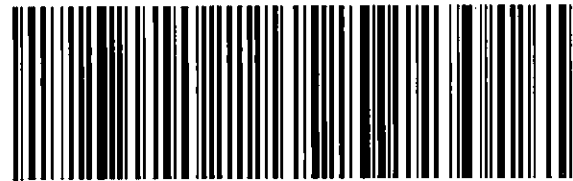
**FRI - 18 NOV A1**  
**STANDARD OVERNIGHT**

TRK# 7954 1975 6217  
0201



**17120**  
PA-US  
**MDT**

**XH MDTA**



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**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](http://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.