



Colonial Energy, Inc.

3975 Fair Ridge Drive
Suite T-10 North
Fairfax, Virginia 22033
PHONE 703-218-2451
FAX 703-218-3059

October 12, 2012

Secretary of the Commission
Keystone Building
400 North Street, 2nd Floor, Rm N201
Harrisburg, PA 17120

RE: License number A-125094

Dear Ms. Chiavettair

On August 30, 2001 Colonial Energy Inc. was granted the above referenced license to supply Natural Gas to non-residential customers within the service territory of UGI Utilities, Inc. On September 21, 2006 Colonial Energy was granted a modification to the above license, authorizing it to supply natural gas within the service territory of PECO Energy Company, within the Commonwealth of Pennsylvania.

Colonial Energy would like to amend this license to include the service territories of all of the remaining natural gas distribution companies within the Commonwealth of Pennsylvania.

On March 1st and/or 2nd, 2012, Colonial Energy published the required legal notice in the Pittsburgh Post-Gazette, the Erie Times-News, and the Williamsport Sun-Gazette. The notarized Proof of Publication from each newspaper is included in the amended application package, attached. These three publications should complete the list of required publications for the entire Commonwealth for natural gas licensing.

Colonial Energy has met the credit/bonding requirements of Columbia Gas, Equitable Gas, National Fuel Gas Distribution and Peoples Natural Gas. Colonial Energy has no immediate plans to service customers behind the remaining gas distribution companies (Carnegie, Chartiers, Penn Fuel Gas, PG Energy, Philadelphia Gas Works & Valley Energy) , and therefore has deferred addressing the bonding/credit requirements of these companies until necessary. Colonial Energy will notify the Commission in advance if it plans to service customers in these remaining territories.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Please contact me at 703-218-3051 or at FCotter@colonialenergy.com if you have any additional questions or require any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank J. Cotter', with a long horizontal flourish extending to the right.

Frank J. Cotter
Treasurer

cc: Mr. James Shurskis, PA-PUC Staff
Mr. Irwin A. Popowsky, Office of Consumer Advocate
Mr. William R. Lloyd, Jr., Small Business Advocate
Office of the Attorney General, Bureau of Consumer Protection
Commonwealth of Pennsylvania, Department of Revenue
Mr. Kevin Carrabine, Peco Energy
Recipients required by PA-Code § 1.54

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Colonial Energy, Inc., d/b/a (N/A), for approval to offer, render, furnish, or as a(n) [as specified in item #8 below] 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:

*Colonial Energy, Inc.
3975 Fair Ridge Drive, Suite T-10 North
Fairfax, VA 22033
703-218-2451
703-218-3059 Fax*

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:

*Frank J. Cotter 3975 Fair Ridge Drive, Suite T-10 North, Fairfax, VA 22033
Treasurer Office 703-218-2451 Fax 703-218-3059 cell 703-927-4066
email: fcotter@colonialenergy.com*

- 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:

*Cindi Patterson 324 Leslie Road, Valencia, PA 16059
Director, Gas Trading Office 724-898-0050 Fax 724-898-0051 cell 412-999-8039
email: CPatterson@colonialenergy.com*

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

N/A

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SECRETARY'S BUREAU

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 are:

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

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

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

or

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

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.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

#5

APRIL 19, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

I DO HEREBY CERTIFY THAT,

COLONIAL ENERGY, INC.

is duly qualified as a Foreign Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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



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

Carol Aichele

Secretary of the Commonwealth

CERTIFICATE OF INCORPORATION

COLONIAL ENERGY, INC.

OF

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "COLONIAL ENERGY, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 1995, AT 11:32 AM.



Edward J. Freel
Edward J. Freel, Secretary of State

2569652 8100 AUTHENTICATION 7768435
950108605 DATE 12-27-95

inference from, the terms of any other clause in this Certificate of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100000) and the par value of each of such shares is Fifty Dollars and No Cents (\$50.00), amounting in the aggregate to Five Million Dollars and No Cents (\$5,000,000.00).

5. The name and mailing address of each incorporator is as follows:

NAME MAILING ADDRESS
Jean F. Stevens 1201 Peachtree Street, N.E., Atlanta, GA 30361

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the

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- The name of the corporation is Colonial Energy, Inc.
- The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
- The nature of the business or purposes to be conducted or promoted is:
 - To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
 - To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.
 - To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
 - To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.
 - To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise

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resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this

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dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or

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corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

WE, THE UNDERSIGNED, being each of the incorporators heretofore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereto set our hands this Nineteenth day of December, 1995.

Jean F. Stevens
Jean F. Stevens

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- * 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 (none)
 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 _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Give name and address of officers.

A list of company officers is attached.

The Applicant is incorporated in the state of Delaware, 1995.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

NONE

Does the Applicant have any affiliation with or ownership interest in:

- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
(b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
(c) any Pennsylvania natural gas producer and/or marketer,
(d) any natural gas wells or
(e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

Provide specific details concerning the affiliation and/or ownership interests involving:

- (a) any natural gas producer and/or marketers,
(b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

Provide the Pa PUC Docket Number if the applicant has ever applied:

- (a) for a Pennsylvania Natural Gas Supplier license, or
(b) for a Pennsylvania Electric Generation Supplier license.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

or

- The 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)

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
 - municipal providing service outside its municipal limits.
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer
 - Other. (Identify the nature of service being rendered.)

or

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- Broker/Marketer engaged in the business of supplying natural gas services.
- Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

Supplier of natural gas to industrial, commercial, institutional and governmental accounts

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

Colonial Energy is currently licensed to supply natural gas in the UGI and PECO service territories. Colonial Energy is hereby filing to expand its license to the remaining utility service territories in the Commonwealth. Colonial Energy has met the credit/bonding requirements of Columbia Gas, Equitable Gas, National Fuel Gas Distribution and Peoples Natural Gas (see attached). Colonial Energy has no immediate plans to service customers behind the remaining gas distribution companies (Carnegie, Chartiers, Penn Fuel Gas, PG Energy, Philadelphia Gas Works & Valley Energy) , and therefore has deferred addressing the bonding/credit requirements of these companies until necessary.

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

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on December 1, 2012
(approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

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

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p>
<p>UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725 FAX: 724.287.5021 email: rhovanec@twphillips.com</p>	<p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p>UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 email: carlos.thillet@exeloncorp.com PH: 215.841.6452</p>	<p>Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 email: heckathorn@nisource.com</p>
<p>Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</p>	

#13

CERTIFICATION

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

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

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

Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340	National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221
UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677	Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212
Peoples TWP LLC (Formerly T. W. Phillips) Robert M. Hovanec 205 North Main Street Butler, PA 16001	UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677
UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559	Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335


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OCT 12 2012

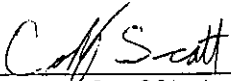
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103	Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215
Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122	

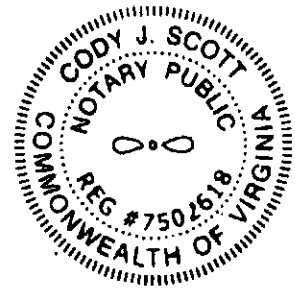
Dated this 12th day of October, 2012


 Frank J. Cotter
 Treasurer

Sworn and subscribed before me this 12th day of October, 2012.


 Signature of official administering oath

My commission expires 8/31/15



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.

Attached

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.
15. **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.

None

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services 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 Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

*Frank J. Cotter, Treasurer
3975 Fair Ridge Drive, Suite T-10 North, Fairfax, VA 22033
Office 703-218-2451 Fax 703-218-3059 cell 703-927-4066
email: fcotter@colonialenergy.com*

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

N/A – No residential services are anticipated

- c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

Disclosure statement is attached. No residential service is anticipated at this time.

17. **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.



COLONIAL ENERGY, INC.

Pennsylvania Mandated Disclosure Statement

#16C

Dated: _____, 2012

Buyer: _____

Seller: Colonial Energy, Inc.

Attn:

3975 Fair Ridge Drive Suite T10 N

Fairfax Va. 22033

Phone: 703-218-2451

Fax: 703-218-3059

Colonial Energy is licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-125094.

- Your agreement with Colonial Energy is the document titled "COLONIAL ENERGY, INC. GENERAL TERMS AND CONDITIONS" ("GTC") in conjunction with the Confirmation Letter(s). The agreement is written with a primary term of one year, and continues beyond the one year until terminated by either party pursuant to GTC Section 15. Please refer to the Confirmation Letter for the term, contract quantities and pricing for any particular agreed-to transaction.
- *The Public Utility Commission regulates distribution or delivery prices and services provided by your local gas utility. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.*
- **Invoicing:**
Our charges may be invoiced by us directly to you, or included on your utility bill. If you ask us, we can bill you directly for our service.
- **Right of Cancellation:**
You may cancel our agreement at any time before midnight of the third business day after receiving this disclosure. The agreement has no stated penalty, but either party may incur and be required to pay damages to the other party pursuant to GTC Section 7.
- **Amount of Early Termination Fee and method of calculation:**
Please refer to GTC Section 7.
- **Amount of Late Payment Fee and method of calculation:**
Please refer to GTC Section 11.
- **Provisions for renewal of the agreement:**
The agreement is designed to be renewed by the parties agreeing to subsequent Confirmation Letters
- **Conditions under which savings to the customer are guaranteed:**
Not Applicable.
- **Dispute Procedures:**
Contact us at the phone number above concerning your terms of service. You may call the PUC at 800-692-7380 if you are not satisfied after discussing your terms with us.

**Questions or concerns about the competitive energy market in Pennsylvania?
Visit the Pennsylvania Public Service Commission website at www.PUC.State.PA.US**

COLONIAL ENERGY, INC.
3975 Fair Ridge Drive
Suite T 10 North
Fairfax, VA 22033

#17A

I. BANK REFERENCES:

Bank of America
Attention: Steven Price
P.O. Box 9586
Savannah, GA 31412
Telephone: (912) 944-3191

II. TRADE REFERENCES

EQT Corporation

Attn: Kevin Backner
200 Allegheny Center Mall
Pittsburgh, PA 15212
(412) 395-2657

PSEG Energy Resources & Trade LLC

Attn: Sam Mathay
80 Park Plaza, T21
Newark, NJ 07101
(973) 430-6182

ConocoPhillips Company

Attn: Eric Davis
PO Box 2197
Houston, TX 77252
(281) 293-1181

Proliance Energy, LLC

Attn: Frances Turner
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6862

ChevronTexaco Natural Gas

Attn: Tom White
1500 Louisiana Street, 3rd Floor
Houston, TX 77002-7308
(832) 854-5153

BP-Amoco

Attn: Kelly Minear
501 Westlake Park Blvd
Houston, TX 77079
(281) 366-6538

COLONIAL GROUP, INC.

I. COLONIAL GROUP, INC.

101 North Lathrop Avenue
Post Office Box 576
Savannah, Georgia 31402-0576
Phone: (912) 236-1331
Fax: (912) 235-3881

II. BANK REFERENCES:

Bank of America
Attention: Steven Price
P.O. Box 9586
Savannah, GA 31412
Telephone: (912) 944-3191

COLONIAL GROUP, INC.

#17A

PHONE 912-236-1331

101 NORTH LATHROP AVENUE
POST OFFICE BOX 576
SAVANNAH, GEORGIA 31402-0576

FAX: 912-235-3863

December 27, 2011

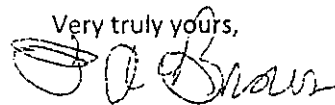
Dear Business Partner:

Enclosed you will find the audited financial statements of Colonial Group, Inc. for the year ended September 30, 2011. We once again bring your attention to the FIFO financials on pages 26 and 27. We believe these results will be more useful to creditors in assessing our financial strength, both in terms of our earnings and balance sheet, than our LIFO results.

Commodity price swings tend to have an exaggerated impact on our LIFO earnings and as a result, during periods of rising prices (as was seen in the fiscal year ended September 30, 2011), our LIFO results reflect large losses in our hedging positions that are not offset by gains in our physical product sales. In addition, LIFO accounting values our inventory at a cost significantly below market. This can be seen on our LIFO balance sheet which reflects an inventory of \$378.8 million (a cost of \$1.33 per gallon and well below current market pricing) compared to our FIFO balance sheet of \$737.0 million (a cost of \$2.65 per gallon and much closer to market pricing). As a result of both the income and balance sheet effects of LIFO accounting, we believe our FIFO results are more reflective of the true performance and creditworthiness of Colonial Group, Inc. and this is the basis by which our credit facilities are benchmarked.

We generated over \$59.0 million in FIFO based EBITDA, almost a \$5 million improvement from the prior year. While 2011 earnings were an improvement from the prior year, we did not enjoy the favorable market conditions that we had enjoyed in years ended September 30, 2009 and 2008. However, Colonial Group, Inc. continues to maintain a conservative approach to managing our balance sheet, retaining virtually all of our earnings. As such, the favorable years we have enjoyed continue to support our balance sheet with equity in excess of \$480 million on a FIFO basis at September 30, 2011. In addition, we continue the strong relationship with our banks and increased our working capital credit facility to \$1.15 billion. Average utilization of our credit facilities was less than 35% this year. A summary of our FIFO financial indicators is found in the table below.

We would be happy to discuss in detail any questions you may have. We appreciate our trade relationship with you and trust that we will continue to build upon that base.

Very truly yours,


Francis A. Brown -
Vice President, Finance


Key FIFO Financial Indicators (in millions)

	<u>2011</u>	<u>2010</u>
EBITDA	59.0	54.3
Net Working Capital	331.0	308.3
Equity	480.1	466.9



**Colonial Group, Inc.
and Subsidiaries**

Consolidated Financial Statements
With Supplemental Material
Years Ended September 30, 2011 and 2010



The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

BDO

**Colonial Group, Inc.
and Subsidiaries**

Consolidated Financial Statements
With Supplemental Material
Years Ended September 30, 2011 and 2010

**Colonial Group, Inc.
and Subsidiaries**

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www.bdo.com

1100 Peachtree Street NE, Suite 700
Atlanta, GA 30309-4516

Independent Auditors' Report

The Board of Directors and Stockholders of
Colonial Group, Inc. and Subsidiaries
Savannah, Georgia

We have audited the accompanying consolidated balance sheets of Colonial Group, Inc. and Subsidiaries as of September 30, 2011 and 2010 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Colonial Group, Inc. and Subsidiaries at September 30, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

BDO USA, LLP

December 9, 2011

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

**Colonial Group, Inc.
and Subsidiaries**
Consolidated Balance Sheets

September 30,	2011	2010
Assets		
Current Assets		
Cash and cash equivalents	\$ 7,494,081	\$ 8,808,007
Short-term investments	53,194,137	9,543,829
Receivables:		
Trade, net of allowance for doubtful accounts of \$267,852 and \$272,779 in 2011 and 2010, respectively	315,465,773	250,777,875
Income tax receivable	34,033,340	5,910,042
Other	18,487,520	8,614,769
Inventories, first-in, first-out basis	736,999,788	497,809,519
Last-in, first-out reserve	(358,220,943)	(192,821,212)
Inventories, last-in, first-out basis	378,778,845	304,988,307
Prepaid expenses	3,317,376	3,042,460
Deferred income taxes	-	9,411,000
Total Current Assets	810,771,072	601,096,289
Deferred Income Taxes	7,877,000	-
Investments and Other Assets	13,890,403	26,048,422
Property, Plant and Equipment, at Cost		
Land	37,705,389	33,784,880
Transportation equipment	43,395,350	44,336,609
Buildings and equipment	107,831,300	98,259,780
Machinery and equipment	73,744,395	69,202,176
Furniture and office equipment	14,943,153	13,572,917
Storage tanks and silos	104,294,180	102,759,533
Construction in progress	12,489,836	13,176,346
	394,403,603	375,092,241
Less accumulated depreciation	(209,130,280)	(198,945,112)
Total Property, Plant and Equipment	185,273,323	176,147,129
Goodwill	12,642,410	12,642,410
	\$ 1,030,454,208	\$ 815,934,250

See accompanying independent auditors' report and notes to consolidated financial statements.

**Colonial Group, Inc.
and Subsidiaries**
Consolidated Balance Sheets

September 30,	2011	2010
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable:		
Trade	\$ 303,231,601	\$ 128,238,389
Other	73,600,227	40,944,418
Accrued expenses:		
Salaries and wages	8,161,695	20,074,164
Taxes other than income	2,223,617	1,911,433
Interest	728,279	444,468
Deferred income taxes payable	8,176,000	-
Short-term debt	334,527,000	216,333,000
Current portion of long-term debt	-	1,918
Other	15,505,236	11,164,160
Total Current Liabilities	746,153,655	419,111,950
Long-Term Debt	2,995,995	-
Other Long-Term Liabilities		
Postretirement benefits other than pensions	8,844,334	7,881,059
Deferred income taxes	-	26,942,000
Other	13,295,602	13,898,443
Total Other Long-Term Liabilities	22,139,936	48,721,502
Commitments and Contingencies (Notes 5, 8, 9 and 14)		
Stockholders' Equity		
Common stock, par value \$6 per share, authorized 2,500,000 shares, outstanding 601,259 in 2011 and 608,958 in 2010	3,607,527	3,653,723
Other contributed capital	5,819,653	6,026,993
Retained earnings	239,566,959	321,393,646
Accumulated other comprehensive income	881,727	1,202,588
Total Stockholders' Equity - Colonial Group, Inc.	249,875,866	332,276,950
Noncontrolling Interests in Subsidiaries	9,288,756	15,823,848
Total Stockholders' Equity	259,164,622	348,100,798
	\$ 1,030,454,208	\$ 815,934,250

See accompanying independent auditors' report and notes to consolidated financial statements.

Colonial Group, Inc.
and Subsidiaries

Consolidated Statements of Operations

Year ended September 30,	2011	2010
Revenues and Other Income		
Sales	\$ 5,343,036,655	\$ 4,216,965,160
Freight	16,476,639	15,962,642
Rentals and throughputs	25,737,938	24,566,118
Agency commissions and fees	2,163,464	2,267,418
Other revenues	6,984,952	3,583,198
Other income (loss)	(280,456)	6,023,782
	5,394,119,192	4,269,368,318
Expenses		
Cost of sales	5,368,103,728	4,123,294,309
Operating	40,603,834	45,013,768
General, administrative and selling	30,338,201	29,036,179
Insurance	3,490,654	3,236,732
Salaries and wages	50,887,643	63,706,189
Depreciation and amortization	20,027,876	19,377,275
Interest	9,567,262	6,215,126
Taxes other than income	7,101,752	6,438,875
	5,530,120,950	4,296,318,453
Loss Before Benefit From Income Taxes and Noncontrolling Interests	(136,001,758)	(26,950,135)
Benefit From Income Taxes	(52,554,000)	(12,771,000)
Net Loss	(83,447,758)	(14,179,135)
Net Loss Attributable to Noncontrolling Interests in Subsidiaries, net of tax	6,535,092	1,488,453
Net Loss Attributable to Colonial Group, Inc. Common Stockholders	\$ (76,912,666)	\$ (12,690,682)

See accompanying Independent auditors' report and notes to consolidated financial statements.

Colonial Group, Inc.
and Subsidiaries

Consolidated Statements of Stockholders' Equity

Year ended September 30, 2011 and 2010	Total Stockholders' Equity						Total
	Common Stock	Other Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Income	Colonial Group, Inc.	Noncontrolling Interests in Subsidiaries	
Balance, September 30, 2009	\$ 1,653,723	\$ 6,026,993	\$ 325,934,506	\$ 43,630	\$ 345,658,832	\$ 17,312,301	\$ 362,971,133
Comprehensive income:							
Net loss	-	-	(12,690,682)	-	(12,690,682)	(1,488,453)	(14,179,135)
Available for sale securities adjustment, net of tax (Note 7)	-	-	-	111,857	121,857	-	231,857
Interest rate swap adjustment, net of tax (Note 7)	-	-	-	137,866	137,866	-	275,866
Postretirement benefits adjustment, net of tax (Note 10)	-	-	-	899,235	899,235	-	1,798,470
Total comprehensive loss	-	-	(1,850,509)	-	(1,850,509)	-	(3,601,018)
Dividends paid	-	-	(1,850,509)	-	(1,850,509)	-	(3,601,018)
Balance, September 30, 2010	1,653,723	6,026,993	321,393,446	1,207,588	332,176,950	15,823,848	348,102,798
Comprehensive income:							
Net loss	-	-	(76,912,666)	-	(76,912,666)	(6,535,092)	(83,447,758)
Available for sale securities adjustment, net of tax (Note 7)	-	-	-	(433,646)	(433,646)	-	(867,292)
Interest rate swap adjustment, net of tax (Note 7)	-	-	-	137,866	137,866	-	275,866
Postretirement benefits adjustment, net of tax (Note 10)	-	-	-	(25,081)	(25,081)	-	(50,162)
Total comprehensive loss	-	-	(76,912,666)	(433,646)	(77,346,312)	-	(154,258,978)
Dividends paid	-	-	(1,850,509)	-	(1,850,509)	-	(3,601,018)
Redemption of shares of Common Stock	(46,194)	(207,340)	(3,025,384)	-	(3,278,918)	-	(6,553,252)
Balance, September 30, 2011	\$ 1,607,529	\$ 5,819,653	\$ 229,366,959	\$ 881,727	\$ 249,875,866	\$ 9,288,756	\$ 259,164,422

See accompanying Independent auditors' report and notes to consolidated financial statements.

Colonial Group, Inc.
and Subsidiaries

Consolidated Statements of Cash Flows

Year ended September 30,	2011	2010
Cash Flows From Operating Activities		
Net loss	\$ (83,447,758)	\$ (14,179,135)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for doubtful accounts receivable		
(Recovery of previously written off accounts receivable)	302,231	(148,648)
Noncash employee benefit expense	1,703,337	2,058,856
Noncash mark to market adjustments	(31,417,707)	14,884,718
Depreciation and amortization	20,027,876	19,377,275
Other non-cash charges	775,639	775,640
Inventory write-down (FIFO basis)	24,295,207	694,370
LIFO reserve adjustment	165,399,731	55,658,879
Deferred income taxes	(17,027,721)	(10,079,112)
Cash surrender value of life insurance	80,536	214,764
Loss (gain) on sale of property, plant and equipment	280,456	(6,021,752)
Provision for damaged product	-	4,000,000
Increase (decrease) in cash from changes in operating assets and liabilities:		
Short-term investments	(13,066,061)	(27,286,439)
Receivables - trade and other	(62,537,510)	(33,023,707)
Inventories	(263,485,476)	(108,055,741)
Prepaid expenses	(274,916)	1,436,203
Accounts payable	205,325,634	11,662,206
Income tax receivable and payable	(28,123,298)	(16,393,346)
Accrued expenses and other current liabilities	(14,675,398)	(8,671,307)
Other long-term liabilities	200,734	(71,785)
Total adjustments	(12,216,706)	(98,988,926)
Net cash used in operating activities	(95,664,464)	(113,168,061)
Cash Flows From Investing Activities		
Proceeds from sale of property, plant and equipment	996,888	9,073,413
Purchases of property, plant and equipment	(23,669,718)	(21,654,948)
Sales (purchases) of investments and other assets, net	3,905,804	(3,017,982)
Net cash used in investing activities	(18,767,026)	(15,599,517)

Colonial Group, Inc.
and Subsidiaries

Consolidated Statements of Cash Flows

Year ended September 30,	2011	2010
Cash Flows From Financing Activities		
Net borrowings on short-term debt	118,192,082	140,536,098
Net borrowing (repayments) on long-term debt	2,995,995	(45,001,918)
Debt issuance costs	(2,902,956)	(5,632,167)
Dividends paid	(1,888,637)	(1,850,178)
Redemption of common stock	(3,278,920)	-
Net cash provided by financing activities	113,117,564	88,051,835
Net Decrease In Cash	(1,313,926)	(40,715,743)
Cash and Cash Equivalents, beginning of year	8,808,007	49,523,750
Cash and Cash Equivalents, end of year	\$ 7,494,081	\$ 8,808,007
Supplemental Disclosure of Cash Information		
Cash paid during the year:		
Interest	\$ 9,015,667	\$ 6,619,574
Income taxes	479,619	19,797,760

See accompanying independent auditors' report and notes to consolidated financial statements.

- Audited financial statements
- *Such other information that demonstrates Applicant's financial fitness.*

B. Applicant must provide the following information:

- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.
- Identify Applicant's chief officers including names and their professional resumes.
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas 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.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

19. **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 2208(D). Transferee will be required to file the appropriate licensing application.

20. **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.

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

- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

22. **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.



#17B

EQT Plaza
625 Liberty Avenue, Suite 1700
Pittsburgh, PA 15222
(412) 395-3915 Fax: (412) 553-7890

September 6, 2012

Frank Cotter
Treasurer
Colonial Energy, Inc.
3975 Fair Ridge Drive
Suite T-10 North
Fairfax, VA 22033

Dear Mr. Cotter:

Equitable Gas Company LLC ("Equitable Gas") is aware that Colonial Energy, Inc. is amending its Natural Gas Supply Services License with the Pennsylvania Public Utility Commission to supply natural gas services within Equitable Gas' service market.

Based upon receiving a parental guaranty from Colonial Group, Inc. to support services as a supplier, broker/marketer, and aggregator to the public, Colonial Energy, Inc. will not be required to post a bond or any other form of financial security instrument. However, should the credit profile of Colonial Group, Inc. at any time not meet Equitable Gas' credit requirements, we reserve the right to require proper security.

If you have any questions, please contact Matthew Morris at 412-395-3915.

Sincerely,

A handwritten signature in black ink, appearing to read 'Matthew Morris', with a stylized flourish at the end.

Matthew Morris

September 11, 2012

Frank J. Cotter
Treasurer
Colonial Energy, Inc.
3975 Fair Ridge Drive, Suite T-10 North
Fairfax, VA 22033

Dear Mr. Cotter:

We are pleased that Colonial Energy, Inc. ("Colonial") has applied for a license to provide Natural Gas Supply Service on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, Colonial could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. We have determined at this time that Colonial has met the financial security requirement to provide Natural Gas Supply Service to Columbia Gas customers.

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

Please feel free to contact me at 614-460-6841 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,



Michele Caddell
Manager, Supplier Services



National fuel

September 6, 2012

Mr. Frank J. Cotter, Treasurer
Colonial Energy, Inc.
3975 Fair Ridge Drive, Suite T-10 North
Fairfax, VA 22033

RE: Security Requirement for Colonial Energy, Inc.

Dear Frank:

Pursuant to 66 Pa. C. S. § 2208 (c), an applicant for a natural gas supplier license in the Commonwealth of Pennsylvania must furnish security to each utility where the supplier will do business to ensure the financial responsibility of such natural gas supplier. To this end, National Fuel Gas Distribution Corporation ("National Fuel") has performed a credit review and analysis of Colonial Energy, Inc. ("Colonial") and has determined that Colonial must post a security deposit in cash, or a form of security acceptable to National Fuel, to operate as a supplier on National Fuel's system.

Colonial's security requirement to serve Pennsylvania customers is dependent on the type of transportation service utilized by Colonial. There is no Natural Gas Supplier (NGS) security requirement for customers that will be enrolled in National Fuel's Purchase of Receivable (POR) program. As such, Colonial will not be required to post security for customers enrolled in the POR program. A security deposit will be required for transportation customers not enrolled in the POR program.

Should you have any questions concerning the above, please contact me at 716-857-7599.

Yours truly,

Nathan E. Barnes
Transportation Services Department

September 10, 2012

Frank J. Cotter
Treasurer
Colonial Energy, Inc.
3975 Fair Ridge Drive, Suite T-10 North
Fairfax, VA 22033

Dear Mr. Cotter:

This letter serves as notification that Peoples Natural Gas Company does not require Colonial Energy, Inc. to provide a security or credit enhancement. Our decision is based on the fact that your company is *not currently operating, and has no immediate plans to operate, a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas system.* However, if in the future your company desires to establish a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas Company system, it *may be required to establish a security or credit enhancement based on the terms set forth under Paragraphs 6 and 7 of the Rules and Regulations of The Peoples Natural Gas Company Supplier Tariff.*

If you have any questions feel free to contact me at 412-208-6528 or by email at Lynda.W.Petrichevich@peoples-gas.com.

Sincerely,



Lynda W. Petrichevich
Manager, Rates and Regulatory Affairs
Peoples Natural Gas Company LLC

#17B

Colonial Energy, Inc.

OFFICERS PROFESSIONAL RÉSUMÉS

Robert H. Demere, Jr.

Born 1948. Graduated University of Georgia, Athens, GA 1970. Served in U. S. Army 1970-71. OCCUPATIONAL BACKGROUND: 1971-74 employed by Robinson & Humphrey, Atlanta, GA. 1974-present President of Colonial Group, Inc., Savannah, GA.

Brian M. Kelly

Born 1957. Graduated State University of New York at Plattsburgh in 1979, BS – Physics. Graduated New York Institute of Technology in 1985, MS – Energy Management. OCCUPATIONAL BACKGROUND: 1981-86 employed by Orange and Rockland Utilities, Inc, Pearl River, NY. 1986-94 employed by O&R Energy, Inc. Montvale, NJ. 1994-96 employed by Eastern Energy Marketing, Inc., Alexandria, VA. 1996 - present active here as Executive Vice President.

Francis A. Brown

Born 1952. Graduated University of Georgia, Athens, GA in 1973. OCCUPATIONAL BACKGROUND: 1973-90 employed by Spillane, Rhoads, Lebey & Sieg, Savannah, GA (merged with Price Waterhouse Oct. 1987). Aug 1990 - present active here and with affiliates as Vice President, Finance.

Frank J. Cotter

Born 1957. Graduated Manhattan College in 1980, BS, *cum laude* – Accounting. OCCUPATIONAL BACKGROUND: 1980-86 employed by Orange and Rockland Utilities, Inc, Pearl River, NY. 1986-97 employed by O&R Energy, Inc/Saddle River Holdings, Inc. Montvale, NJ, as Controller. 1997 - present active here, presently Treasurer.

Colonial Energy, Inc.

Technical Fitness

Since 1996, Colonial Energy's staff of experienced energy professionals has provided competitively priced natural gas supply and exceptional customer service to commercial, industrial, institutional and governmental end-users across the eastern United States. Colonial's customers include the U.S. Department of Defense, the State of New York, electric power generators, major medical centers and universities. Colonial has built a diverse supply portfolio through the development of trading relationships with major producers in the Gulf Coast and Appalachian supply regions and has experience in transporting gas on all of the major interstate pipelines:

Key Personnel:

Brian Kelly, Executive Vice President and COO: 30 years of industry experience. A hands-on executive, Brian oversees the daily operations of the trading desk, sales effort and portfolio balancing. Brian was named to the Commodities Futures Trading Commission's Energy Markets Advisory Committee in 2008.

Cindi Patterson, Director, Gas Supply and Trading: 22 years of industry experience, Cindi acquires and manages the company's Appalachian Basin supply portfolio.

James Toczyl, Director of Operations: 22 years of industry experience, James manages the gas control team at Colonial, overseeing gas scheduling and transportation optimization.

Carolyn Gilbert, Regional Director – Gas Trading: 27 years of industry experience, Carolyn buys and sells natural gas on the various northeast interstate pipelines that originate in the Gulf Coast, Appalachia, and Canada border points.

Amy Wheeler, Operations Analyst: 6 years of industry experience, Amy nominates and schedules natural gas on various pipelines, tracks and balances customer accounts within the LDCs, trades imbalances. Amy analyzes and anticipates customer daily usage based on historical reports and monitors pipeline physical positions.

David Arndt, Senior Risk Analyst: 12 years of industry experience, David monitors the company's physical, futures, options and storage positions, develops risk based pricing for end-user contracts. Analyzes utility tariff rates and options to minimize customer's costs and maximize delivery flexibility

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Release: 5496-08
For Release: May 2, 2008

#18

CFTC Names Members of the Energy Markets Advisory Committee

First EMAC Meeting Scheduled for June 10

Washington, DC – Today, the Commodity Futures Trading Commission announced the members of its recently-formed Energy Markets Advisory Committee. CFTC Acting Chairman Walter L. Lukken is the Chairman of the EMAC. It is designed to provide a public forum to examine emerging issues related to the energy markets and the CFTC's role in these markets under the Commodity Exchange Act.

"In these historic times for the markets, I am pleased to have such a diverse and knowledgeable group of energy industry participants to assist the Commission in its role in policing the energy markets," said CFTC Acting Chairman Lukken.

The first EMAC meeting is scheduled for June 10, 2008 – more details will be released in the future. The 25-person committee membership includes:

Energy Markets Advisory Committee

Bob Anderson
Committee of Chief Risk Officers

Laura Campbell
Memphis Light, Gas & Water

Donald Casturo
Goldman Sachs Group, Inc.

Paul Cicio
Industrial Energy Consumers of America

Bo Collins
1.618 Group LLC

Sean Cota
Cota & Cota Oil & Propane

Kevin Fox
D.E. Shaw & Co., L.P.


John P. Heimlich
Air Transport Association

R. Skip Horvath
Natural Gas Supply Association

Brian Kelly
Colonial Energy, Inc.

Anthony Mansfield
Heller Ehrman LLP as a representative of Shell Trading (US) Company

23. **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.
24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: Colonial Energy, Inc
By: 
Title: Frank J. Cottr, Treasurer

AFFIDAVIT

RECEIVED

OCT 12 2012

[Commonwealth/State] of Virginia :

ss. PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Fairfax

Frank J. Cotter, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Treasurer (Office of Affiant) of Colonial Energy, Inc. (Name of Applicant);]

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


That Colonial Energy, Inc. the Applicant herein certifies that it has caused the notice of the filing of its license application to be in the following newspapers on _____: (date)

PITTSBURGH POST-GAZETTE, PITTSBURGH, PA.	March 1, 2012
WILLIAMSPORT SUN-GAZETTE, WILLIAMSPORT, PA	March 2, 2012
ERIE TIMES-NEWS, ERIE, PA	March 2, 2012

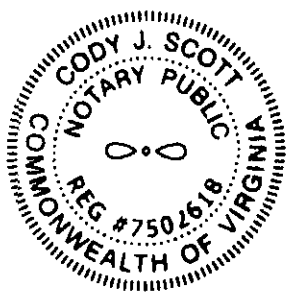
A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

That Colonial Energy, Inc., the Applicant has attached the proof of publication from each newspaper in which notice of the application filing was published.

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.


 _____ Frank J. Cotter, Treasurer
 Signature of Affiant

Sworn and subscribed before me this 12th day of October, 2012





 Signature of official administering oath

My commission expires 8/31/15

Proof of Publication of Notice in Pittsburgh Post-Gazette

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

Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the _____ regular editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

01 of March, 2012

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Colonial Energy, Inc. ("CEI") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged in The Business Of Supplying Natural Gas Supply Services To The Public in The Commonwealth Of Pennsylvania. Docket No. A-125094. On June 28, 2000, CEI filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply service, as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. CEI proposes to sell natural gas and related services to non-residential users throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of CEI 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 CEI at the address listed below. Please include the PUC's "docket number" which is A125094, on any correspondence.

Colonial Energy Inc.,
3975 Fair Ridge Drive, Suite T 10 North, Fairfax, Virginia 22033, (703) 218-2451, Fax (703) 218-3059, Attn. Frank J. Cotter, Treasurer

K. Flaherty
PG Publishing Company
Sworn to and subscribed before me this day of:
March 01, 2012

Linda M. Gaertner
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda M. Gaertner, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Jan. 31, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

RECEIVED
OCT 12 2012
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

STATEMENT OF ADVERTISING COSTS

Colonial Energy, Inc.
3975 Fair Ridge Drive,
Suite T 10 North
Fairfax VA 22033

To PG Publishing Company

Total ----- \$420.00

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
34 Boulevard of the Allies
PITTSBURGH, PA 15222
Phone 412-263-1338

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

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

OATH of PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

COLONIAL ENERGY, INC.
12011 LEE JACKSON MEMORIAL HWY
FAIRFAX VA 22033-3310

REFERENCE: L0001797
2040435 PUC NOTICE

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Rosanne Cheeseman being duly sworn, deposes and says that she is the Publisher of the Times Publishing Company, which publishes: the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, successor, by consolidation, of the Morning News, established January 1957, and the Erie Daily Times, established April 1888, daily newspapers of general circulation and published at Erie, Erie County, Pennsylvania, and that the notice of which the attached is a copy published, in the regular editions of said newspaper of the dates referred to below. Affiant further deposes that she is duly authorized by the TIMES PUBLISHING COMPANY, publisher of The Erie Times-News to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the forgoing statement as to time, place and character of publication are true.

PUBLISHED ON: 03/02

TOTAL COST: 294.00 AD SPACE: 7.000 INCH
FILED ON: 03/02/12

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of Colonial Energy, Inc. ("CEI") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125094.

On June 28, 2000, CEI filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply service as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. CEI proposes to sell natural gas and related services to non-residential users throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of CEI 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 CEI at the address listed below. Please include the PUC's "docket number" which is A125094, on any correspondence.

Colonial Energy Inc.
3975 Fair Ridge Drive, Suite T 10 North
Fairfax, Virginia 22033
(703) 218-2451
Fax (703) 218-3059
Attn: Frank J. Colter, Treasurer

20-0-35

Sworn to and subscribed before me this

6 day of March 2012. Affiant: Rosanne Cheeseman

NOTARY: Laurene A. Daugherty

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Laurene A. Daugherty, Notary Public
City of Erie, Erie County
My Commission Expires Nov. 5, 2013
Member, Pennsylvania Association of Notaries

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

STATE OF PENNSYLVANIA
COUNTY OF LYCOMING

SS:

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

March 7, 2012

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

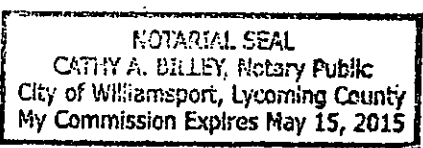
PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE
Application of Colonial Energy Inc. ("CEI") For Approval To Offer, Render, Furnish Natural Gas Supply Services as a Marketer/Broker or Aggregator Engaged In The Business Of Supplying Natural Gas Supply Services To The Public In The Commonwealth Of Pennsylvania, Docket No. A-125094.
On June 28, 2000, CEI filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to provide natural gas supply service as (1) a supplier of natural gas, (2) a broker/marketer engaged in the business of supplying natural gas, and (3) an aggregator engaged in the business of providing natural gas supply services. CEI proposes to sell natural gas and related services to non-residential users throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act. The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of CEI 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 CEI at the address listed below. Please include the PUC's "docket number" which is A125094, on any correspondence.
Colonial Energy Inc., 3975 Fair Ridge Drive, Suite T 10 North Fairfax, Virginia 22033 (703) 218-2451 Fax (703) 218-3059 Attn. Frank J. Cotter, Treasurer

Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me the 5th day of March 2012

Cathy A. Billey
Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:
For publishing the notice attached hereto on the above state dates.....\$ 252.79
Probated same.....\$
Total.....\$ 252.79

SHER'S RECEIPT FOR ADVERTISING COSTS

hereby acknowledges receipt of the aforesaid advertising and publication costs seen fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

THE SUN-GAZETTE and certifies that

AFFIDAVIT

[Commonwealth/State] of Virginia :

ss.

County of Fairfax :

Frank J. Cotter, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Treasurer (Office of Affiant) of Colonial Energy, Inc. (Name of Applicant);]

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


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

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

That the Applicant herein Colonial Energy, 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 Colonial Energy, 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.


Frank J. Cotter, Treasurer
Signature of Affiant

Sworn and subscribed before me this 12th day of October, 2012.

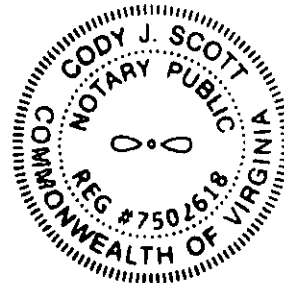

Signature of official administering oath

My commission expires 8/31/15.

RECEIVED

OCT 12 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



AFFIDAVIT

RECEIVED

OCT 12 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of Virginia :

County of Fairfax

ss.

Frank J. Cotter, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Treasurer (Office of Affiant) of Colonial Energy, Inc. (Name of Applicant);]

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

That Colonial Energy, 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 Colonial Energy, Inc., the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Colonial Energy, 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 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That Colonial Energy, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

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



Frank J. Cotter, Treasurer

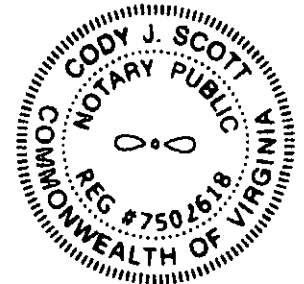
Signature of Affiant

Sworn and subscribed before me this 12th day of October, 2012



Signature of official administering oath

My commission expires 8/31/15



APPENDIX D

Standards of Conduct

- (1) The [natural gas distribution company] should apply its tariffs in a nondiscriminatory manner to its affiliate, its own marketing division and any nonaffiliate.
- (2) The [natural gas distribution company] should likewise not apply a tariff provision in any manner that would give its affiliate or division an unreasonable preference over other marketers with regard to matters such as scheduling, balancing, transportation, storage, curtailment, capacity release and assignment, or nondelivery, and all other services provided to its affiliated suppliers.
- (3) If a tariff provision is mandatory, the [natural gas distribution company] should not waive the provision for its affiliate or division absent prior approval of the Commission.
- (4) If a tariff provision is not mandatory or provides for waivers, the [natural gas distribution company] should grant the waivers without preference to affiliates and divisions or non-affiliates.
- (5) The [natural gas distribution company] should maintain a chronological log of tariff provisions for which it has granted waivers. Entries should include the name of the party receiving the waiver, the date and time of the request, the specific tariff provision waived and the reason for the waiver. Any chronological log should be open for public inspection during normal business hours.
- (6) The [natural gas distribution company] should process requests for transportation promptly and in a nondiscriminatory fashion with respect to other requests received in the same or a similar period. The [natural gas distribution company] should maintain a chronological log showing the processing of requests for transportation services. Any chronological log should be open for public inspection during normal business hours.
- (7) Transportation discounts and fee waivers and rebates provided to the [natural gas distribution company's] or its marketing affiliate's favored customers should be offered to other similarly situated customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent or affiliate. A chronological

log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

- (8) The [natural gas distribution company] should not disclose any *customer proprietary information to its marketing affiliate or division*, and to the extent that it does disclose customer information, it should contemporaneously provide this same information to other similarly situated marketers in a similar fashion so as not to selectively disclose, delay disclosure, or give itself or its affiliate any undue advantage related to the disclosure. A chronological log should be maintained showing the date, time and rationale for the disclosure. Any chronological log should be open for public inspection during normal business hours. A natural gas distribution company should not provide information received from non-affiliated customers or suppliers to its affiliated natural gas suppliers.
- (9) The [natural gas distribution company] should justly and reasonably allocate to its marketing affiliate or division the costs or expenses for general administration or support services.
- (10) The [natural gas distribution company] selling surplus gas supplies and/or upstream capacity on a short-term basis (as defined by the Federal Energy Regulatory Commission) to its affiliate should make supplies available to similarly situated marketers on a nondiscriminatory basis. The [natural gas distribution company] should not make any gas supplies and/or upstream capacity available through private disclosure to the [natural gas distribution company's] affiliate unless the availability is made simultaneously with public dissemination in a manner that fairly apprises interested parties of the availability of the gas supplies and/or upstream capacity. The [natural gas distribution company] should maintain a chronological log of these public disseminations. Any chronological log should be open for public inspection during normal business hours.
- (11) The [natural gas distribution company] should not condition or tie agreements to release interstate pipeline capacity to any service in which the [natural gas distribution company] or affiliate is involved.
- (12) The [natural gas distribution company] should not directly or by implication . . . represent to any customer, supplier or third party that an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.

- (13) The [natural gas distribution company] should establish and file with the Commission a complaint procedure for dealing with any alleged violations of any of the standards listed in paragraphs (1) through (12), this paragraph or paragraphs (14) and (15), excepting for paragraph (9), which should be exclusively under the purview of the Commission. These procedures should be developed in consultation with interested parties during consideration of any tariff guided by this section and §69.191 (relating to general). The Commission may expect establishment of a complaint procedure or other recordkeeping requirements if warranted by subsequent facts or circumstances.
- (14) The [natural gas distribution company] should keep a chronological log of any complaints, excepting paragraph (9), regarding discriminatory treatment of natural gas suppliers. This chronological log should include the date and nature of the complaint and the [natural gas distribution company's] resolution of it. Any chronological log should be open for inspection during normal business hours.
- (15) Parties alleging violations of these standards may pursue their allegations through the Commission's established complaint procedures. A complainant bears the burden of proof consistent with 66 Pa. C.S. (relating to Public Utility Code) in regard to the allegations.
- (16) Licensees shall provide accurate information about their natural gas supplier services using plain language and common terms. Where new terms are used, such terms must be defined again using plain language: Information should be provided in a format which will allow for comparison of the various natural gas supply services offered and the prices charged for each type of service.
- (17) Licensees shall provide notification of the change in conditions of service, intent to cease operation as a natural gas supplier, explanation of denial of service, proper handling of deposits and proper handling of complaints in accordance with Commission regulations where applicable.
- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.

- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.
- (24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or
- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;
- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;
- that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.

(b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Supplier. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.

(c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:

(i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to buy natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company name or logo, the Supplier shall include at the conclusion of any such communication a disclaimer that includes all of the disclaimers listed in this paragraph.

(25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b)

not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

FedEx US Airbill

Express

FedEx Tracking Number

8742 3114 6518

Form 10 No 0215

Recipient's Copy

RECIPIENT: PEEL HERE

1 From This portion can be removed for Recipient's records.

Date 10/12/12 FedEx Tracking Number 874231146518

Sender's Name F. Cotter Phone 703 218-2451

Company COLONIAL ENERGY INC

Address 3975 FAIR RIDGE DR STE T10N Dest./Floor/State/Floor

City FAIRFAX State VA ZIP 22033-2924

2 Your Internal Billing Reference

3 To Recipients Name Secretary of the Commission Phone

Company Penn. Public Utility Comm.

Address 400 North Street-KeystoneBl

We cannot deliver to P.O. boxes or R.O. ZIP codes.

Address 2nd Floor Rm N201

Use this line for the HOLD location address or for continuation of your shipping address

City Harrisburg State PA ZIP 17120

HOLD Weekday
FedEx location address
REQUIRED. NOT available for
FedEx First Overnight.

HOLD Saturday
FedEx location address
REQUIRED. Available ONLY for
FedEx Priority Overnight and
FedEx 2Day to select locations.

0430010277



8742 3114 6518

4a Express Package Service

FedEx Priority Overnight
Next business morning. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight
Next business afternoon. Saturday Delivery NOT available.

FedEx First Overnight
Earliest next business morning delivery to select locations.*

FedEx 2Day
Second business day. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Express Saver
Third business day. Saturday Delivery NOT available.

4b Express Freight Service

FedEx 1Day Freight
Next business day. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 2Day Freight
Second business day. Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 3Day Freight
Third business day. Saturday Delivery NOT available.

5 Packaging

FedEx Envelope* FedEx Pak* Includes FedEx Small Pak and FedEx Large Pak. FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options

SATURDAY Delivery
NOT available for FedEx Standard Overnight, FedEx Express Saver, or FedEx 3Day Freight.

No Signature Required
Package may be left without obtaining a signature for delivery.

Direct Signature
Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

One box must be checked.

No Yes Yes Shipper's Declaration Dry Ice Cargo Aircraft Only

As per attached Shipper's Declaration. Not required.

Dry Ice, 9 UN 1845

Dangerous goods (excluding dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to:

Sender Recipient Third Party Credit Card Cash/Check

Enter FedEx Acct. No. or Credit Card No. below.

Total Packages Total Weight Credit Card Auth.

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