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Nancy A. White
T +1 202 626 6260
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April 16, 2014

VIA E-FILING AND FEDERAL EXPRESS

Rosemary Chiavetta, Secretary
Pennsylvania Public Utilities Commission
400 North Street
Keystone Building
2nd Floor, Room N201
Harrisburg, PA 17120

Re: BTU Direct Marketing, LLC
Application for Natural Gas Supplier License (Broker/Marketer Activities Only)

Dear Ms. Chiavetta:

Enclosed please find an original plus one copy of the Application of BTU Direct Marketing, LLC (BTU Direct) for a license to provide natural gas supplier services as a broker/marketer only. Accompanying this Application are (1) a check in the amount of \$350 to cover the license application fee, (2) a CD containing a searchable pdf version of the Application, and (3) a sealed envelope containing BTU Direct financial information in response to Item 17 of the Application. This financial information is proprietary and commercially sensitive and BTU Direct therefore requests that the information be afforded confidential treatment and not be included in the Commission's public files.

Please return a file stamped copy of the Application to me in the enclosed, self-addressed, stamped envelope.

Please do not hesitate to contact me if you have any questions regarding the enclosed.

Very truly yours,

Nancy A. White

Enclosures

37 Offices in 18 Countries

Squire Sanders (US) LLP is part of the international legal practice Squire Sanders which operates worldwide through a number of separate legal entities.

Please visit squiresanders.com for more information.

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of BTU Direct Marketing LLC, for approval to offer, render, furnish, or as a Broker/Marketer to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

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

BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230
(443) 524-2885 (phone)
(443) 524-2883 (fax)
www.btudm.com

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.

BTU Energy LLC
1702 Conowingo Road
Bel Air, MD 21014
(410) 399-3200 (phone)
(410) 399-3210 (fax)
www.btuenergy.net

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

Mark S. Schroeder
BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230
(443) 524-2882 (phone)
(443) 524-2883 (fax)
mark.schroeder@castlebridgegrp.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:

Mark S. Schroeder
BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230
(443) 524-2882 (phone)
(443) 524-2883 (fax)
mark.schroeder@castlebridgegrp.com

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

Nancy A. White
Squire Sanders (US) LLP
1200 19th Street NW
Suite 300
Washington, DC 20036
(202) 626-6260 (phone)
(202) 626-6780 (fax)

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:

Henry M. Sommer
2340 New Park Road
New Park PA 17352
(717) 382-4793 (phone)
(717) 382-9113 (fax)

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

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

or

X 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

1 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.

* 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.

Evidence of BTU Direct's compliance Pennsylvania Department of State filing requirements under 15 Pa. C.S. §8981 is attached as Attachment – Item 1. On March 16, 2012, BTU Direct filed with the Department of State its application for registration to do business as a foreign limited liability in Pennsylvania. A print out from the Department of State website evidencing registration is included in Attachment – Item 1

Give name and address of officers.

H. Bertram Wilson
Member
BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230

Kevin S. Kahoe
Member
BTU Direct Marketing LLC
1702 Conowingo Road
Bel Air, MD 21014

Robert F. Kahoe, Jr.
Member
BTU Direct Marketing LLC
9 South Hickory Avenue
Bel Air, Maryland 21014.

Andrew D. Lecce
Member
BTU Direct Marketing LLC
c/o Utility Cost Management
P.O. Box 180666
Arlington, Texas 76096

Mark S. Schroeder
Managing Member
BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230

BTU Direct Marketing LLC is incorporated in the state of Maryland.

ATTACHMENT ITEM 1
Evidence of BTU Direct's compliance with
Pennsylvania Department of State filing requirements under 15 Pa. C.S. §8981



Corporations

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

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

Business Entity Filing History

Date: 4/14/2014 (Select the link above to view the Business Entity's Filing History)

Business Name History

Name	Name Type
BTU Direct Marketing LLC	Current Name

Limited Liability Company - Foreign - Information

Entity Number: 4100284
Status: Active
Entity Creation Date: 4/6/2012
State of Business: MD
Registered Office Address: 2340 New Park Rd
 New Park PA 17352
 York
Mailing Address: No Address



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[Privacy Policy](#) | [Security Policy](#)

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.

Castlebridge Energy Group, LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230

By order dated June 30, 2011, in Docket No. A-2011-2235118 Castlebridge Energy Group LLC was granted a license to provide Electric Generation Services in Pennsylvania.

BTU Energy LLC
1702 Conowingo Road
Bel Air MD 21014

By order dated April 15, 2010, in Docket No. A-2010-2159567, BTU Energy LLC was granted a license to provide Electric Generation Services in Pennsylvania, specifically, broker/marketer services for residential, small commercial (25 kw and under demand), large commercial (over 25 kw demand), industrial and governmental customers.

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.

BTU Direct is affiliated with BTU Energy LLC and Castlebridge Energy Group, LLC, each of which holds an EGS license in Pennsylvania. Each of Kevin S. Kahoe, Mark S. Schroeder, and H. Bertram Wilson holds a 30% interest in Castlebridge Energy Group, LLC. BTU Energy LLC's ownership is as follows: Kevin S. Kahoe (23.33%); Mark S. Schroeder (23.33%), H. Bertram Wilson (23.33%), Don Patch (7.5%), Richard Lynch (5%), Robert F. Kahoe, Jr. (5%), Larry LaMotte (5%), Riverdale Properties (5%), Brian Perrone (2.5%). Mssrs. Kevin Kahoe, Schroeder, and Wilson also each hold a 33% interest in Castlebridge Group, LLC.

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.

BTU Direct is affiliated with BTU Energy LLC, which, in addition to holding an EGS license, operates a heating oil supply business in Pennsylvania and Maryland. Please refer to the foregoing response for a description of the affiliation.

X 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.

By order dated August 30, 2012 in Docket No. A-2012-2300435, BTU Direct was granted a an EGS license for operations within the PECO service territory. Under this license, BTU Direct provides broker/marketer services to residential, commercial and industrial customers within the PECO service territory.

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)

X 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
- X** Other. BTU Direct is a broker/marketer of electricity

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.
- X** 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.

BTU Direct intends to engage in activities on behalf of third parties as a broker/marketer of natural gas services at retail to residential, commercial, industrial and governmental customers. These activities may include door-to-door and telemarketing activities. BTU Direct will not take title to natural gas.

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

All Natural Gas Distribution Company service territories within the Commonwealth of Pennsylvania.

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 June 1, 2014.

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@centerprises.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 Peoples Division Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 email: Lynda.W.Petrichevich@peoples-gas.com</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577</p>	<p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>

email: Lynda.W.Petrichevich@peoples-gas.com	
UGI Penn Natural David Beasten 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559	Peoples Natural Gas Company LLC Equitable Division Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 412.208.6528 FAX: 412.208.6577 email: Lynda.W.Petrichevich@peoples-gas.com
PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 email: carlos.thillet@exeloncorp.com	Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX:614.460.6442 email: theckathorn@nisource.com
Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.684.6899 email: douglas.moser@pgworks.com	

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.

Included in Attachment Item 2 hereof are copies of cover letters transmitting a copy of this application to each of the foregoing persons.

ATTACHMENT ITEM 2

**Copies of Cover Letters Evidencing Service of
BTU Direct's Application per 52 Pa. Code §5.14.**



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

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

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

Enclosed for your information is a copy of the Application of BTU Direct Marketing LLC (BTU Direct) filed with the Pennsylvania Public Utilities Commission seeking a license to operate as a Natural Gas Supplier, providing natural gas broker/marketer services within all LDC service territories in Pennsylvania.

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

Very truly yours,

A handwritten signature in black ink that reads "Mark S. Schroeder". The signature is written in a cursive style with a large initial "M".

Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

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

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

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

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

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

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Robert Crocker
Valley Energy Inc.
523 South Keystone Avenue
Sayre, PA 18840-0340

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

David Beasten
UGI Central Penn
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677

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Dear Sir or Madam:

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April 15, 2014

David Beasten
UGI Penn Natural
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677

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April 15, 2014

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UGI
2525 N. 12th Street, Suite 360
Reading, PA 19612-2677

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Carlos Thillet, Manager, Gas Supply and Transportation
PECO
2301 Market Street, S9-2
Philadelphia, PA 19103
PH: 215.841.6452

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Lynda Petrichevich
Peoples TWP LLC
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Lynda Petrichevich
Peoples Natural Gas Company LLC
Peoples Division
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Lynda Petrichevich
Peoples Natural Gas Company LLC
Equitable Division
375 North Shore Drive, Suite 600
Pittsburgh, PA 15212

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

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1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Douglas Moser
Philadelphia Gas Works
800 West Montgomery Avenue
Philadelphia, PA 19122
PH: 215.684.689

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

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Very truly yours,

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

David D. Wolford
National Fuel Gas Distribution Corp.
6363 Main Street
Williamsville, NY 14221

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

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Very truly yours,

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Mark S. Schroeder



1414 KEY HIGHWAY, SUITE 300M, BALTIMORE, MD 21230

April 15, 2014

Thomas C. Heckathorn
Columbia Gas of Pennsylvania Inc.
200 Civic Center Drive
Columbus, OH 43215

Re: Application of BTU Direct Marketing LLC for Natural Gas Supplier License.

Dear Sir or Madam:

Enclosed for your information is a copy of the Application of BTU Direct Marketing LLC (BTU Direct) filed with the Pennsylvania Public Utilities Commission seeking a license to operate as a Natural Gas Supplier, providing natural gas broker/marketer services within all LDC service territories in Pennsylvania.

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Very truly yours,

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Mark S. Schroeder

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.

Neither BTU Direct, an affiliate, a predecessor of either, nor any person identified in this Application has been or is currently the defendant of a criminal or civil proceeding

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.

Primary Contact: Mark S. Schroeder
BTU Direct Marketing LLC
1414 Key Highway, Suite 300M
Baltimore, MD 21230
(443) 524-2882 (phone)
(443) 524-2883 (fax)
mark.schroeder@castlebridgegrp.com

Alternate Contact: Kevin S. Kahoe
Member
BTU Direct Marketing LLC
1702 Conowingo Road
Bel Air MD 21014

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

BTU Direct will be providing services solely as a broker/marketer. It will not be taking title to natural gas or selling natural gas to consumers. Other EGS entities will be responsible for the actual supply of natural gas. Accordingly, BTU Direct will use the standard form contracts and disclosure statements for each individual EGS on whose behalf BTU Direct is providing broker/marketer services.

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

BTU Direct is providing under seal and separate cover information in Attachment Item 3 demonstrating BTU Direct's financial fitness. Because BTU Direct is not publicly traded, the financial information provided is not publicly available information and is being provided under seal, as confidential information.

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.

Kevin S. Kahoe, Mark S. Schroeder, and H. Bertram Wilson. Resumes for these individuals are provided in Attachment Item 4.

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

BTU Direct will be providing services solely as a broker/marketer. It will not be taking title to natural gas, selling natural gas to consumers, or holding contracts for transportation or distribution service on any LDCs in connection with its broker/marketer services. Other EGS entities will be responsible for the actual supply of natural gas. Accordingly, BTU Direct is not required to comply with the bonding or creditworthiness requirements of the LDCs in whose service territory BTU Direct is providing broker/marketer services.

**ATTACHMENT ITEM 3
FINANCIAL FITNESS**

This Attachment contains confidential and proprietary information and is being provided under seal and separate cover.

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.

BTU Direct does not hold a Federal energy license.

- Proposed staffing and employee training commitments.
- Business plans.

BTU Direct is a broker/marketer of electric and natural gas supplies, providing marketing services to third parties. Headquartered in Baltimore, Maryland, the company was founded and is owned by energy industry veterans H. Bertram Wilson, Mark S. Schroeder and Kevin S. Kahoe. A history of BTU Direct and the resumes of the foregoing individuals are included in Attachment – Item 4. Collectively, these individuals have over 65 years of experience transacting business in Mid-Atlantic energy markets.

BTU Direct intends to offer its broker/marketing services to all licensed natural gas suppliers operating in Pennsylvania. BTU Direct's service offerings will include providing these suppliers a trained sales staff to solicit retail supply business through door-to-door and telephone contacts.

ATTACHMENT ITEM 4 TECHNICAL FITNESS

BTU Direct Marketing LLC (BTU Direct) is a broker of energy supply. BTU Direct has its headquarters and principal place of business in Baltimore, MD. BTU Direct is owned and operated by three individuals, each of which has extensive experience in the energy industry.

These three individuals, Mark S. Schroeder, H. Bertram Wilson and Kevin S. Kahoe, founded Castlebridge Group LLC (CG) in 2002 to manage their interests in wholesale and retail energy, energy infrastructure development, as well as to provide specialized consulting services associated with energy contract structure, risk management and electric generation development. Located in Baltimore, MD, CG provides energy consulting services and development of both conventional and renewable energy generation.¹ CG's company's genesis was South River Consulting LLC (SRC). SRC was founded to provide consulting and management services to retail users for energy procurement in the deregulated electric and natural gas markets. The company was acquired by EnerNOC, Inc. in May of 2008 and at the time of its acquisition; SRC managed approximately \$2.5 billion of its clients' annual energy spending in electricity, natural gas, and oil.

As an outgrowth of SRC, Castlebridge Energy Group LLC (CEG) was formed and began serving customers in June of 2010. CEG, a PJM member, operated as an electric supplier in the PECO service territory in Pennsylvania and the BGE, PEPCO and DP&L service areas in Maryland. CEG also held a retail electric supply license in Washington DC. CEG's natural gas operations were focused in the BGE service territory. As a start-up residential electric and natural gas supplier, CEG grew to over 22,000 customers when it sold its retail operations to Washington Gas Energy Services in 2013.

At the present time, CG's retail energy activities currently are focused with two affiliated companies, BTU Energy LLC (BTU Energy) and BTU Direct. BTU Energy is a retail supplier of fuel oil, headquartered in Bel Air, Maryland. BTU provides fuel oil to residential and commercial customers and is a common carrier for refined oil products and gasoline. BTU Energy operates a fleet of 9 delivery trucks. BTU Energy also holds an EGS license in Pennsylvania, authorizing it to provide broker/marketer services throughout the Commonwealth.

¹ CG group wholly owns Castlebridge Properties LLC, which owns CG real estate and manages leased properties. Castlebridge Operations Group LLC is also wholly owned and was used for the operation of a natural gas fired generation plant located in Owings Mills, MD. CG also has a minority interest in several other energy related firms including Chesapeake Renewable Energy, LLC, ("CRE") where CG is responsible for general management of the company. CRE has successfully developed a 3.3 MW solar power generation facility, which it sold to Constellation Solar Maryland II, a subsidiary of Exelon Corporation. 20 MW of additional power is under development at the CRE location, which is on the Eastern Shore of MD in Somerset County. CG is also beginning formation of Somerset Utilities, a natural gas pipeline company serving the lower Eastern Shore of Maryland and Virginia.

BTU Direct was established as the sole retail marketer of its affiliate CEG. In 2012, BTU Direct was granted an EGS license, authorizing it to provide broker/marketer services within the PECO service territory. When CEG sold its retail energy book in 2013, BTU Direct expanded its operations to market commercial sales for several supply companies.

Mark S. Schroeder – Managing Member, BTU Direct Marketing LLC

Mr. Schroeder has over thirty four years' experience in general management, marketing and sales, mergers and acquisitions, engineering, and construction. The last twenty one years have been in the energy market where he was involved in energy procurement and consulting, retail and commercial energy supply and the development and installation of nearly one gigawatt of power generation equipment. For Castlebridge Group, he manages operations while specializing in Distributed Generation strategies, energy project development and construction; and generation facility operations. He is the General Manager of CRE and is the principal in charge of Somerset Utilities. BTU Direct operations are also under his direction.

Prior to his current activities, Mr. Schroeder was responsible for SRC company operations and electric generation strategies. Prior to this, he served in various positions with Wartsila North America, Inc. (a power generation equipment manufacturer with nearly two billion in annual sales). He was General Manager of Combined Energy Systems (CES); a combined sales and marketing effort between Wartsila North America and Cummins Power Generation Americas; responsible for the successful development of the gas reciprocating engine market in the US, Canada, and Mexico; as well as a limited element of the diesel fueled product line for the Caribbean and Central America. He oversaw sales, marketing, technical support, and customer support operations. Before his involvement with CES, he held the position of General Manager, Wartsila North America Power Plants where he had responsibility for engineering support and project execution and was a member of the Wartsila NA management team. His Project Execution group was directly responsible for constructing over 480 MW of power plants.

Before entering the power market, Mr. Schroeder spent over nine years with the Westinghouse Electronics Systems Group – now part of Northrop Grumman. He began his career there as a design engineer and moved to business development activities, project management, and engineering section supervisor. He also spent nearly a year with the mergers and acquisitions group tasked with the rationalization of the Westinghouse Materials Businesses. Upon completion of this task, he joined the Civil Systems Division where he was responsible for developing new technologies; managing limited production runs of material handling equipment, business development, and joint venture partnerships.

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

Mr. Schroeder began his career with the FMC Agricultural Chemicals Division. As a Process Engineer, he was responsible for development and optimization of elements of a chemical manufacturing facility. Moving into Project Engineering, he was involved in the build out of additional manufacturing facilities. This activity included plant design, construction management, operator training, start-up and commissioning.

Education

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

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

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

H. Bertram Wilson, CFA – Member, BTU Direct Energy LLC

Mr. Wilson is a Chartered Financial Analyst with over thirty years of experience in financial and energy market analysis and modeling, project finance, securities trading, regulatory analysis, and energy project development for energy users. He specializes in energy market analysis, risk management, contract development and onsite generation applications. Since 1998 Mr. Wilson has directed purchases and sales of \$20+ billion of primarily electricity, as well as natural gas and oil.

As a Member of Castlebridge Group, he focuses on wholesale and retail electric supply, retail oil and gas supply, and energy infrastructure development, as well as providing specialized consulting associated with energy contract structure, risk management and electric generation development. The portfolio segment of the consulting business is directed by Mr. Wilson, which includes data analysis and pricing models. He was also the Managing Member of Castlebridge Energy Group. Mr. Wilson founded South River Consulting (SRC) in 1998 and remained with the EnerNOC acquired SRC until August 2010 as the Director of Portfolio Management responsible for managing large clients' energy procurements.

Prior to founding the energy consulting practice in 1998, Mr. Wilson served in various positions with Constellation Energy Group and its subsidiaries beginning in 1989. He lead the financial development efforts for a newly established district chilled water company in Baltimore, Maryland, developed project finance capability to support energy project financing for Constellation's newly formed Energy Service Company, provided contract structure and pricing for multiple integrated energy projects and proposals offered by Constellation's Energy Service Company and developed its first distributed generation plant.

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

Education and Affiliations:

Chartered Financial Analyst (CFA), 1991.

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

Association for Investment Management and Research, Member

Kevin S. Kahoe – Member, BTU Direct LLC

Mr. Kahoe has over twenty six years of sales and marketing experience in the energy market. He specializes in the procurement of electricity, natural gas, and fuel oil. His capabilities have been established through the sales and marketing of deregulated energy products to commercial and industrial end-users. He is also Managing Member of BTU Energy, an affiliated company that specializes in fuel oil delivery, both common carrier and residential. Mr. Kahoe is responsible for the daily operations of that business. Mr. Kahoe also directs the sales activities of BTUD, where he is responsible for customer acquisition and management of contracted services.

Prior to Castlebridge Group, Mr. Kahoe was responsible for customer accounts with South River Consulting, where he was also an owner. For South River, he oversaw the business managers responsible for customer accounts. The experience needed to be successful with South River Consulting was gained from serving in various positions with Enron Energy Services, Pepco Energy Services, and Kahoe Petroleum. At Enron, Kevin was Director, National Energy Sales. As the Director in the Mid-Atlantic territory, Mr. Kahoe was responsible for selling long-term, customized electric and natural gas commodity contracts to the largest commercial and industrial customers. Mr. Kahoe's area of focus was concentrated on all PJM member utilities with an emphasis on Baltimore Gas and Electric and Potomac Electric Power Company.

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

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

Education

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

Selected Experience

Baltimore Regional Council Purchasing Committee

Retail Aggregation / Wholesale Price Hedging Program for 3,500 accounts / 300 MW load

Sparrows Point Steel Facility

150 MW Oil-Fired Generation Dispatch / Fuel Optimization

250 MW Load Retail to Wholesale Electric Purchasing Conversion

Solo Cup Company

11 MW Cogeneration Operating Economics, Dispatch and Fuel Procurement & Optimization

Operation of the facility for GGCV Energy LLC

Maryland State Department of Economic Development

East Alco Aluminum Long-Term Electric Purchasing Alternatives

Northeast Maryland Waste Disposal Authority

Electric Sales Contract Negotiation / Price Risk Management – 50 MW Waste-to-Energy Power Plant

Chesapeake Renewable Energy

Development of 3.3 MW of solar power generation, which began operations in 2012

Development of 20 MW biomass and NG plant – ongoing

Bethesda Triangle

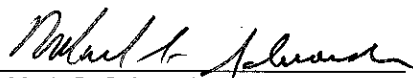
2 MW behind the meter installation and dispatch strategy

Baltimore Ravens

Design and installation of a 1MW behind the meter facility.

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:
- a. **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.
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:: BTU Direct Marketing LLC

By: 
Mark S. Schroeder

Title: Managing Member

AFFIDAVIT

State of Maryland :
: ss.
County of Baltimore :

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

He is the Managing Member of BTU Direct Marketing LLC;

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

That BTU Direct Marketing LLC, the Applicant herein, acknowledges that BTU Direct Marketing LLC may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

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

That BTU Direct Marketing LLC, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, 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 BTU Direct Marketing LLC, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the 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.

Michael A. Schweden
Signature of Affiant

Sworn and subscribed before me this 15th day of April, 2014.



Debra A. Webb
Signature of official administering oath

My commission expires 1/10/2018.

AFFIDAVIT

State of Maryland :
 :
 : ss.
County of Baltimore :

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

He is the Managing Member of BTU Direct Marketing LLC;

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

That BTU Direct Marketing LLC, the Applicant herein, certifies that it has caused the notice of the filing of its license application to be published in the following newspapers during the week of April 15, 2014: Erie Times News; Harrisburg Patriot News; Pittsburg Post-Gazette; Scranton Times Tribune; Williamsport Sun Gazette; and Johnstown Tribune Democrat.

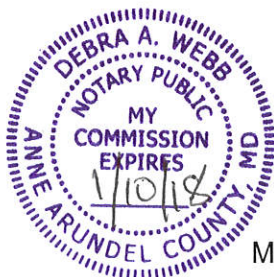
A copy of the notice as it appeared in each of the above newspapers is attached. Noted on each copy is the newspaper section (name, number or letter), if applicable, and the page number on which the notice appeared.

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

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

Mark S. Schroeder
Signature of Affiant

Sworn and subscribed before me this 15th day of April, 2014.



Debra A Webb
Signature of official administering oath

My commission expires 1/10/2018.

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

Application of BTU Direct Marketing LLC For Approval To Offer, Render, or Furnish Services as a Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services and Application of BTU Direct Marketing LLC to Expand Existing Electricity Supply Services to The Public In The Commonwealth Of Pennsylvania.

BTU Direct Marketing LLC will be filing an application with the Pennsylvania Public Utility Commission (“PUC”) for a license to provide natural gas supply services as a broker/marketer engaged in the business of providing natural gas services. **BTU Direct Marketing LLC** will also be filing an application with the PUC for to expand its existing license to supply electricity as a broker/marketer. **BTU Direct Marketing LLC** proposes to provide broker/marketer services for natural gas, electricity and related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act and the Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **BTU Direct Marketing LLC** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to **BTU Direct Marketing LLC’s** attorney at the address listed below.

By and through Counsel: **Nancy A. White**
Squire Sanders (US) LP
1200 19th St. NW, Suite 300
Washington, DC 20036
(202) 626-6260
(202) 626-6780

AFFIDAVIT

State of Maryland :
: ss.

County of Baltimore :

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

He is the Managing Member of BTU Direct Marketing LLC;

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

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

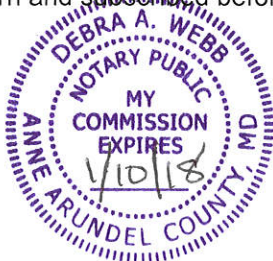
That the Applicant herein BTU Direct Marketing LLC acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein BTU Direct Marketing LLC acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

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

Mark S. Schroeder
Signature of Affiant

Sworn and subscribed before me this 15th day of April, 2014.



Debra A. Webb
Signature of official administering oath

My commission expires 1/10/2018.

APPENDIX A

COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME BTU Direct Marketing LLC	2. BUSINESS PHONE NO. (443) 524-2884 CONTACT PERSON(S) FOR TAX ACCOUNTS: H. Bertram Wilson
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3. TRADE/FICTITIOUS NAME (IF ANY)

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) (STATE) (ZIP)

1414 Key Highway, Suite 300M, Baltimore, MD 21230

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

Maryland Limited Liability Company

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT) Kevin S. Kahoe	SOCIAL SECURITY NUMBER (OPTIONAL) - -
NAME (PRINT) Robert F. Kahoe, Jr.	SOCIAL SECURITY NUMBER (OPTIONAL) - -
NAME (PRINT) Andrew D. Lecce	SOCIAL SECURITY NUMBER (OPTIONAL) - -
NAME (PRINT) Mark S. Schroeder	SOCIAL SECURITY NUMBER (OPTIONAL) - -
NAME (PRINT) H. Bertram Wilson	SOCIAL SECURITY NUMBER (OPTIONAL) - -

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

<p><u>A. SALES TAX LICENSE (8 DIGITS)</u> APPLICATION</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; padding: 2px;">8</td><td style="border: 1px solid black; padding: 2px;">5</td><td style="border: 1px solid black; padding: 2px;">7</td><td style="border: 1px solid black; padding: 2px;">8</td><td style="border: 1px solid black; padding: 2px;">1</td><td style="border: 1px solid black; padding: 2px;">7</td><td style="border: 1px solid black; padding: 2px;">3</td><td style="border: 1px solid black; padding: 2px;">7</td> <td style="padding: 5px;">PENDING N/A <input type="checkbox"/> <input type="checkbox"/></td> </tr> </table>	8	5	7	8	1	7	3	7	PENDING N/A <input type="checkbox"/> <input type="checkbox"/>	<p><u>C. CORPORATE BOX NUMBER (7 DIGITS)</u> APPLICATION</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; padding: 2px;">4</td><td style="border: 1px solid black; padding: 2px;">1</td><td style="border: 1px solid black; padding: 2px;">0</td><td style="border: 1px solid black; padding: 2px;">0</td><td style="border: 1px solid black; padding: 2px;">2</td><td style="border: 1px solid black; padding: 2px;">8</td><td style="border: 1px solid black; padding: 2px;">4</td> <td style="padding: 5px;">PENDING N/A <input type="checkbox"/> <input type="checkbox"/></td> </tr> </table>	4	1	0	0	2	8	4	PENDING N/A <input type="checkbox"/> <input type="checkbox"/>
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4	1	0	0	2	8	4	PENDING N/A <input type="checkbox"/> <input type="checkbox"/>											
<p><u>B. EMPLOYER ID (EIN) (9 DIGITS):</u> APPLICATION</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; padding: 2px;">2</td><td style="border: 1px solid black; padding: 2px;">7</td><td style="border: 1px solid black; padding: 2px;">4</td><td style="border: 1px solid black; padding: 2px;">4</td><td style="border: 1px solid black; padding: 2px;">1</td><td style="border: 1px solid black; padding: 2px;">1</td><td style="border: 1px solid black; padding: 2px;">8</td><td style="border: 1px solid black; padding: 2px;">5</td><td style="border: 1px solid black; padding: 2px;">8</td> <td style="padding: 5px;">PENDING N/A <input type="checkbox"/> <input type="checkbox"/></td> </tr> </table>	2	7	4	4	1	1	8	5	8	PENDING N/A <input type="checkbox"/> <input type="checkbox"/>								
2	7	4	4	1	1	8	5	8	PENDING N/A <input type="checkbox"/> <input type="checkbox"/>									

10. Do you have PA employees either resident or non-resident? YES

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

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

PA SALES AND USE TAX : H. BERTRAM WILSON PHONE 443-524-2884	EMPLOYER TAXES H. BERTRAM WILSON PHONE 443-524-2884	CORPORATE TAXES H. BERTRAM WILSON PHONE 443-524-2884
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Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers:
(717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

**Sample Disclosure Statement Format
for Natural Gas Suppliers**

This is an agreement for natural gas services, between NGS name and customer's name and full address.

Background

We at NGS Company Name are licensed by the Pennsylvania Public Utility Commission to offer and supply natural gas services in Pennsylvania. Our PUC license number is A-110XXX.

- We set the prices and charges that you pay. The Public Utility Commission regulates distribution or delivery prices and services. The Federal Energy Regulatory Commission regulates interstate pipeline prices and services.
- If you ask us, we can bill you directly for our service.
- Right of Recision - You may cancel this agreement at any time before midnight of the third business day after receiving this disclosure.

Definitions

- Interstate Pipeline Charges - Charges for moving natural gas to the distribution lines of a distribution company.
- Nonbasic Charges - *Define each nonbasic service being offered.*

Terms of Service

1. (a) Basic Service Prices - *Itemize Basic Services you are billing for and their prices.*

You will pay rate per (Mcf/Dth/ccf) for the commodity of natural gas.
Suppliers are to include any variable pricing conditions and limits, if charging a variable rate.

You will pay rate per (Mcf/Dth/ccf) for other natural gas service.
Suppliers are to include transmission service prices if billed.

(b) Nonbasic Service Prices - *Itemize Nonbasic Services you are offering and their prices.*

2. Length of Agreement

You will buy your natural gas services for the above street address from company's name beginning date through date of expiration, if any.

3. Special Terms and Conditions - *List and explain all that apply.*

- Sign-up bonuses
- Add-ons
- Limited time offers
- Other Sales Promotions
- Exclusions

4. Special Services - *Provide explanation of price, terms and conditions, including advanced metering deployment, if applicable.*

5. Penalties, Fees and Exceptions - List any that apply including a late payment charge. The print size for this section must be larger than the print in the rest of the agreement.

6. Cancellation Provisions - This category may consist of both customer initiated cancellation provisions and supplier initiated cancellation provisions.

7. Renewal Provision - If this is a fixed term agreement with automatic renewal, explain the procedure here.

8. Agreement Expiration/Change in Terms

If you have a fixed term agreement with us and it is approaching the expiration date **or** if we propose to change our terms of service, we will send you written notice in each of our last three bills or in separate mailings before either the expiration date or the effective date of the changes. We will explain your options in these three advance notices.

9. Dispute Procedures

Contact us with any questions concerning our terms of service. You may call the PUC if you are not satisfied after discussing your terms with us.

10. Contact Information

Supplier Name: _____

Address: _____

Phone Number: _____

Internet Address: _____

Distribution Company Name: _____

Provider of Last Resort Name: _____

Address: _____

Phone Number: _____

Public Utility Commission (PUC)

Address: P.O. Box 3265 Harrisburg, PA 17105-3265

Natural Gas Competition Hotline Number: 1-888-xxx-xxxx

Universal Service Program Name: _____

Phone Number: _____

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.