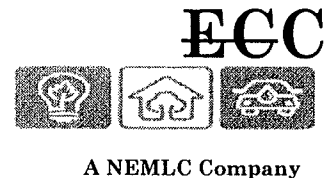


Energy Choice Consulting

199 New Road
Suite 61-187
Linwood, NJ 08221
www.energychoiceconsulting.com
T: 609.365.7072
F: 609.365.2437



January 14, 2013

Public Utilities Commission of Ohio
Docketing Division 13th Floor
180 East Broad Street
Columbus, OH 43215-3793

***Re: In The Matter of the Application of PJM Wholesale Brokers, LLC for
Certification as a Retail Natural Gas Broker/Aggregator in the State of Ohio***

Dear Commission Staff,

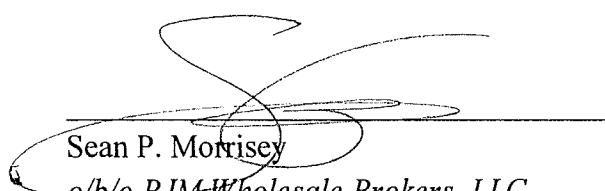
Our firm has been retained by the above captioned Applicant, PJM Wholesale Brokers, LLC ("PWB" or "Company"), to assist them with regulatory and compliance filings in various jurisdictions. Please note that at no time will PWB be taking title to natural gas in Ohio.

Pursuant to Chapter 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and §4929.20 of the Ohio Revised Code, attached hereto please find an original and ten (10) copies of PWB's CRNGS Application for Retail Natural Gas Brokers/Aggregators, including all schedules, attachments and exhibits. Please note that expurgated copies are herewith provided with all sensitive, financial information redacted or reserved.

Enclosed please also find a Motion for Protective Order pursuant to Ohio Administrative Code 4901-1-24(D) to designate as confidential those attachments and exhibits duly marked as such. As stated in the Motion, these questions seek information and records which the Company considers confidential and proprietary financial information, and which are maintained as such by the Company.

Should Commission Staff require any additional documentation, clarification, or information, please do not hesitate to contact this office at your convenience.

Respectfully Submitted,



Sean P. Morrissey

o/b/o PJM Wholesale Brokers, LLC



PUCO USE ONLY - Version 1.07		
Date Received	Case Number	Certification Number
	13-0405-GA-AGG	

CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please type or print all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 13th Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to be certified as: (check all that apply)

- Retail Natural Gas Aggregator Retail Natural Gas Broker

A-2 Applicant information:

Legal Name PJM Wholesale Brokers, LLC
Address 18 Abbott Road Hamilton, NJ 08690
Telephone No. 732-766-3446 Web site Address www.pjmwholesalebrokers.com

A-3 Applicant information under which applicant will do business in Ohio:

Name PJM Wholesale Brokers, LLC
Address 18 Abbott Road, Hamilton, NJ 08690
Web site Address www.pjmwholesalebrokers.com Telephone No. 732-766-3446

A-4 List all names under which the applicant does business in North America:

PJM Wholesale Brokers NEISO Wholesale Brokers
ERCOT Wholesale Brokers MISO Wholesale Brokers
NYISO Wholesale Brokers

A-5 Contact person for regulatory or emergency matters:

Name Sean P. Morrisey Title Regulatory Consultant
Business Address 199 New Road Suite 61-187 Linwood, NJ 08221
Telephone No. 609-365-7072 Fax No. 609-365-2437 Email Address smorrisey@energychoiceconsulting

A-6 Contact person for Commission Staff use in investigating customer complaints:

Name Michael Lento Title Principal Member
Business address 18 Abbott Road Hamilton, NJ 08690
Telephone No. 732-766-3446 Fax No. 855-277-6566 Email Address michael.lento@pjmwholesalebr

A-7 Applicant's address and toll-free number for customer service and complaints

Customer service address 18 Abbott Road Hamilton, NJ 08690
Toll-Free Telephone No. 855-756-7283 Fax No. 855-277-6566 Email Address michael.lento@pjmwholesale

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name KBHR Statutory Agency Title Statutory Corporation
Business address 65 E. State Street, Suite 1800, Columbus OH 43215
Telephone No. 614-462-5400 Fax No. 614-462-2634 Email Address n/a

A-9 Applicant's federal employer identification number 46-1437066

A-10 Applicant's form of ownership: (Check one)

- | | |
|--|---|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input checked="" type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Other |

A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: residential, small commercial, and/or large commercial/industrial (mercantile) customers. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Duke Energy Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

Columbia Gas of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

Dominion East Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

Duke Energy Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

Vectren Energy Delivery of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	02/20/2013
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	02/20/2013
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	02/20/2013
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	02/20/2013

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 **Exhibit A-15 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

No Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

No Yes

If Yes, provide a separate attachment, labeled as Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation," detailing such action(s) and providing all relevant documents.

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

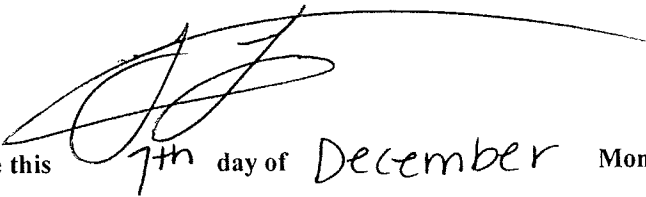
- C-6 **Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s current credit report from Experion, Dun and Bradstreet, or a similar organization.
- C-8 **Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 **Exhibit C-9 “Merger Information,”** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 “Operations,”** provide a current written description of the operational nature of the applicant’s business functions.
- D-2 **Exhibit D-2 “Operations Expertise,”** given the operational nature of the applicant’s business, provide evidence of the applicant’s current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 “Key Technical Personnel,”** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant’s current business.

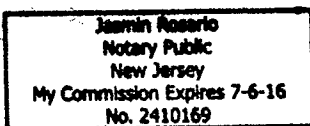
Applicant Signature and Title



Sworn and subscribed before me this 7th day of December Month 2012 Year

Jasmin Rosario
Signature of official administering oath

Michael Lento, Principal
Print Name and Title



My commission expires on July 6, 2016



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)
PJM Wholesale Brokers, LLC)
for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. -GA-AGG

County of New Jersey
State of Mercer

Michael Lento

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

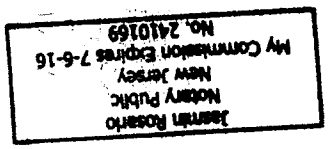
[Handwritten Signature]
9th day of December

Sworn and subscribed before me this

Month 2012 Year

Jasmin Rosario
Signature of Official Administering Oath

Michael Lento, Principal
Print Name and Title



My commission expires on July 6, 2016

Exhibit A-14 "Principal Officers, Directors & Partners" provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

PJM Wholesale Brokers, LLC, is, at the time of this filing, owned and operated by:

Michael Lento, Esq.
18 Abbott Road
Hamilton, NJ 08690
T: 732-766-3446
F: 855-277-6566
Michael.lento@pjmwholesalebrokers.com

Exhibit A-15 "Corporate Structure," provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.

Applicant has no affiliate or subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. No graphical description is applicable.

Exhibit A-16 "Company History," Provide a concise description of the applicant's company history and principal business interests.

Please visit us at: <http://www.pjmwholesalebrokers.com>

Executive Summary

PJM Wholesale Brokers, LLC [PWB] is an independent energy marketer delivering industry-best procurement and portfolio strategies. The company's goal is to become a leading energy broker within the deregulated marketplace by helping end-use customers make informed choices based on current market conditions, historical data, and future estimated needs. As an independent energy marketer, we work to secure the lowest-possible energy costs while prioritizing quality service. Fusing our progressive energy vision with custom procurement strategies, PWB works diligently to manage energy expenditures, simplify utility bills and help customers navigate the evolving energy market.

PWB specializes in custom energy procurement and management programs for all size commercial and industrial facilities. Versed in the complexities of varying utility tariffs and state jurisdictions, PWB helps clients understand energy costs, manage energy use, and control bills to maximize cost reduction.

Business Strategy

PWB's mission is to assist residential, commercial and industrial consumers control energy costs and optimize budgets to achieve long-term energy goals. Our strategy is to service the following deregulated markets:

- Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

As a leading energy broker within the competitive market, PWB tailors its approach to the unique operational needs of our customers' businesses and residences. Drawing on strategic supplier relationships, we develop and implement efficient, cost-effective energy programs for all customer classes and sizes. Expertise includes:

- Residential Customers, where applicable
- Small and Mid-Size Retail Business
- Large Industrial and Manufacturing
- Governmental and Municipal Accounts
- National Accounts – Multi-State and Multi-Unit

Marketing Summary

PWB's marketing will rely on strategic partnerships with experienced power marketers, third party suppliers and agents. The company plans on recruiting and employing industry experts to manage, train and drive business through a direct, internal sales force and exclusive channel partner relationships.

Key Personnel

Michael J Lento, Esquire; Founder and Managing Member

michael.lento@pjmwholesalebrokers.com

Mr. Lento has over ten years experience in litigation and contract law. Once becoming partner, the level of services offered to clients included reviewing energy agreements as well as explaining the differences in energy options. Mr. Lento's familiarity with Real Time and Day Ahead markets grew extensively over the past three years as this expertise was required to service his commercial clients and their needs better. Lento's expertise through key relationships in the energy business has grown to the point where these strategic associations will allow for rapid growth in the energy procurement footprint.

Timothy Smolinski, Senior Vice President Business Development

timothy.smolinski@pjmwholesalebrokers.com

Mr. Smolinski comes to us with over 25 years of executive sales experience, including over five as an electricity and natural gas broker responsible for overseeing sales and customer service of numerous of end-users spanning the mid-Atlantic region. He started brokering electricity in 2007 in Maryland and the District of Columbia. During his tenure he has experienced significant changes in the competitive marketplace and within the PJM ISO service territory. In 2010 he added Natural Gas to his product offering which allowed him to add Virginia to his territory where he was very prominent in the business community. Mr. Smolinski has seen the commodity business as a great addition to his other businesses throughout the years. Mr. Smolinski also comes to us with an extensive background in Customer Service in which he honed while being licensed and owning his own Insurance Agency. In each of his businesses his focus has been to deliver the best product to each Customer based on an assessment of their needs, risk tolerance and budget. Due to Mr. Smolinski's exceptional background he was selected by Erie Insurance to be the exclusive Agent for his area. His commitment to Customers and firsthand knowledge of building successful organizations makes him a great asset to PJM Wholesale Brokers. Mr. Smolinski is also very prominent in the Wireless Industry as a senior consultant to AT&T, Verizon, Sprint/Nextel, T-Mobile and others. His extensive background in wireless infrastructure build-outs, zoning and permitting has made his services very sought after. As

a seasoned professional that has held exclusive licenses focused on serving the best interest of Customers, Mr. Smolinski's experience and attitude mimics that of that of PJM Wholesale Brokers and is why we are excited to have him help in leading the company forward.

TBD – Chief Operating Officer (COO)

As Chief Operating Officer, candidate will be charged with management of all operations from wholesale power procurement and vendor management to IT infrastructure for PWB. Act as a liaison between energy suppliers and PWB's internal operation and systems. COO will also be responsible for Customer service, Web development, system requirements and pricing strategies. Candidates for this position have been interviewed and a final selection will be implemented upon receipt of State licensing.

Exhibit A-17 "Articles of Incorporation and Bylaws," if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.

Articles of organization attached hereto.

**ARTICLES OF ORGANIZATION
OF LIMITED LIABILITY COMPANY**

The undersigned organizer hereby adopts the following Articles:

ARTICLE 1

Name

The name of the Limited Liability Company is: **PJM Wholesale Brokers, LLC**

ARTICLE 2

Principal and Mailing Address

2.01 The complete street address of the initial designated principal office is:

**18 Abbott Road
Hamilton, New Jersey 08690**

2.02 The complete mailing address is:

**18 Abbott Road
Hamilton, New Jersey 08690**

ARTICLE 3

Registered Agent

3.01 The name of the initial registered agent is:

Agents for Delaware Corporations, Inc.

3.02 The street address of the registered agent is:

**310 Alder Road
Dover, DE 19904**

ARTICLE 4
Statement of Acceptance by Registered Agent

I, _____, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial Registered Agent of **PJM Wholesale Brokers, LLC**, the Limited Liability Company which is named in these Articles of Organization.

Registered Agent

ARTICLE 5
Duration

The duration of the Limited Liability Company shall be **Perpetual**.

ARTICLE 6
Management

This Limited Liability Company is **solely** managed.

ARTICLE 7
Members

The members of the Limited Liability Company and their addresses are named as followed:

Michael J. Lento 18 Abbott Road, Hamilton, NJ 08690

ARTICLE 8
Initial Contribution

The total amount of cash and a description of agreed upon value of property other than cash contributed will be: **\$130,000.00**

ARTICLE 9

Purpose

The purpose for which the company is organized is to conduct any and all lawful business for which Limited Liability Companies can be organized pursuant to state statute, including but not limited to: **electricity, natural gas and commodities brokering and consulting.**

ARTICLE 10

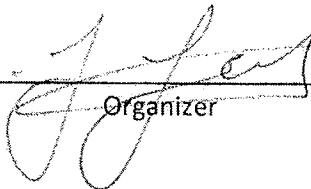
Liability

Pursuant to state statute, any and all debts, obligations or other liabilities of **PJM Wholesale Brokers, LLC**, are solely the responsibility of the Limited Liability Company. Any manager or member of **PJM Wholesale Brokers, LLC**, is hereby not personally liable for such debts or liabilities solely by reason of their title.

ARTICLE 11

Organizer

I, Michael J. Lento, residing at 18 Abbott Road, Hamilton, NJ 08690, execute these Articles of Organization dated this 16th day of November, 2012.



Organizer

Correspondence information is:

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PJM WHOLESALE BROKERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PJM WHOLESALE BROKERS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2012.

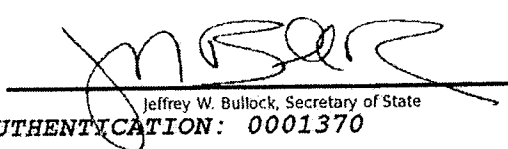
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5243739 8300

121248860

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0001370

DATE: 11-20-12

Exhibit A-18 "Secretary of State," provide evidence that the applicant has registered with the Ohio Secretary of the State.



DATE: 12/03/2012	DOCUMENT ID 201233500844	DESCRIPTION REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	FILING 125.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

PJM WHOLESALE BROKERS, LLC
 ATTN: MICHAEL LENTO, ESQ.
 18 ABBOTT RD.
 HAMILTON, NJ 08690

STATE OF OHIO
CERTIFICATE
 Ohio Secretary of State, Jon Husted

2154435

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
PJM POWER BROKERS, LLC (PJM WHOLESALE BROKERS, LLC)
 and, that said business records show the filing and recording of:

Document(s)
REGISTRATION OF FOREIGN FOR PROFIT LLC

Document No(s):
201233500844



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 30th day of November,
 A.D. 2012.

Ohio Secretary of State

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

Exhibit B-1 “Jurisdictions of Operation,” provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service or retail/wholesale electric services including aggregation services.

As of the date of this filing, Applicant has filed or is filing similar broker applications in Ohio, Maryland, DC, Maine, New Hampshire, Massachusetts, Delaware, Pennsylvania, Illinois, and New Jersey.

Applicant will gladly provide such certifications to PUCO upon request.

Exhibit B-2 "Experience & Plans," provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.

PJM Wholesale Brokers ("PWB") will maintain a Customer Service department dedicated to quickly resolve any customer questions or complaints that may occur with its own dedicated toll free number at 855-277-6566. PWB fully acknowledges its responsibility to comply with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.

Customers can reach PWB twenty-four hours a day via www.pjmwholesalebrokers.com, email at customercare@pjmwholesalebrokers.com or via or toll-free phone number.

Applicant has attached its business plan hereto and plans on serving all customer classes in the State of Ohio and entering into contractual arrangements with licensed CRNGS' in Ohio to provide such customers the best value in the marketplace based on their specific energy needs. The Company will not be taking title to natural gas, nor billing customers directly.

PJM Wholesale Brokers, LLC

Business Plan – December 2012

Michael J Lento, Esquire
Founder and CEO
18 Abbott Road
Hamilton, NJ 08690

732.766.3446 [Direct]
855.277.6566 [Fax]
michael.lento@pjmwholesalebrokers.com
www.pjmwholesalebrokers.com

Executive Summary

PJM Wholesale Brokers, LLC [PWB] is an independent energy marketer delivering industry-best procurement and portfolio strategies. The company's goal is to become a leading energy broker within the deregulated marketplace by helping end-use customers make informed choices based on current market conditions, historical data, and future estimated needs. As an independent energy marketer, we work to secure the lowest-possible energy costs while prioritizing quality service. Fusing our progressive energy vision with custom procurement strategies, PWB works diligently to manage energy expenditures, simplify utility bills and help customers navigate the evolving energy market.

PWB specializes in custom energy procurement and management programs for all size commercial and industrial facilities. Versed in the complexities of varying utility tariffs and state jurisdictions, PWB helps clients understand energy costs, manage energy use, and control bills to maximize cost reduction.

Business Strategy

PWB's mission is to assist residential, commercial and industrial consumers control energy costs and optimize budgets to achieve long-term energy goals. Our strategy is to service the following deregulated markets:

Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

As a leading energy broker within the competitive market, PWB tailors its approach to the unique operational needs of our customers' businesses and residences. Drawing on strategic supplier relationships, we develop and implement efficient, cost-effective energy programs for all customer classes and sizes. Expertise includes:

- Residential Customers, where applicable
- Small and Mid-Size Retail Business
- Large Industrial and Manufacturing
- Governmental and Municipal Accounts
- National Accounts – Multi-State and Multi-Unit

Marketing Summary

PWB's marketing will rely on strategic partnerships with experienced power marketers, third party suppliers and agents. The company plans on recruiting and employing industry experts to manage, train and drive business through a direct, internal sales force and exclusive channel partner relationships.

Key Personnel

Michael J Lento, Esquire; Founder and Managing Member
michael.lento@pjmwholesalebrokers.com

Mr. Lento has over ten years experience in litigation and contract law. Once becoming partner, the level of services offered to clients included reviewing energy agreements as well as explaining the differences in energy options. Mr. Lento's familiarity with Real Time and Day Ahead markets grew extensively over the past three years as this expertise was required to service his commercial clients and their needs better. Lento's expertise through key relationships in the energy business has grown to the point where these strategic associations will allow for rapid growth in the energy procurement footprint.

Timothy Smolinski, Senior Vice President Business Development
timothy.smolinski@pjmwholesalebrokers.com

Mr. Smolinski comes to us with over 25 years of executive sales experience, including over five as an electricity and natural gas broker responsible for overseeing sales and customer service numerous end-users spanning the mid-Atlantic region. He started brokering electricity in 2007 in Maryland and the District of Columbia. During his tenure he has experienced significant changes in the competitive marketplace and within the PJM ISO service territory. In 2010 he added Natural Gas to his product offering which allowed him to add Virginia to his territory where he was very prominent in the business community. Mr. Smolinski has seen the commodity business as a great addition to his other businesses throughout the years. Mr. Smolinski also comes to us with an extensive background in Customer Service in which he honed while being licensed and owning his own Insurance Agency. In each of his businesses his focus has been to deliver the best product to each Customer based on an assessment of their needs, risk tolerance and budget. Due to Mr. Smolinski's exceptional background he was selected by Erie Insurance to be the exclusive Agent for his area. His commitment to Customers and firsthand knowledge of building successful organizations makes him a great asset to PJM Wholesale Brokers. Mr. Smolinski is also very prominent in the Wireless Industry as a senior consultant to AT&T, Verizon, Sprint/Nextel, T-Mobile and others. His extensive background in wireless infrastructure build-outs, zoning and permitting has made his services very sought after. As a seasoned professional that has held exclusive licenses focused on serving the best interest of Customers, Mr. Smolinski's experience and attitude mimics that of that of PJM Wholesale Brokers and is why we are excited to have him help in leading the company forward.

TBD – Chief Operating Officer (COO)

As Chief Operating Officer, candidate will be charged with management of all operations from wholesale power procurement and vendor management to IT infrastructure for PWB. Act as a liaison between energy suppliers and PWB's internal operation and systems. COO will also be responsible for Customer service, Web development, system requirements and pricing strategies. Candidates for this position have been interviewed and a final selection will be implemented upon receipt of State licensing.

Exhibit B-3 "Summary of Experience," provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).

Applicant was formed in November 2012 and is actively seeking licensure in various jurisdictions. PWB plans on staffing the Company, led by Michael Lento, Esq., with experienced veterans in the energy industry whose complete knowledge of the commodities brokering marketplace, placing it among the leaders in its field.

We accomplish our mission by continuous research into the energy markets around the country. PWB will build a successful team of seasoned Sales Managers and Sales Consultants who are continuously educated in issues concerning the energy services industry. PWB is proud to serve the industry and its customers by maintaining and ensuring a degree of excellence and competence by training all those who work within the Company on the important issues and regulations applicable to the Energy Industry, thereby providing the highest possible services to consumers.

Key Technical Personnel

Michael Lento, Esquire; Founder & Managing Member
michael.lento@pjmwholesalebrokers.com
609.508.3078

Mr. Lento has over 10 years of experience as a successful attorney in the State of New Jersey and 3 years experience in the energy market. As a Partner of Kalavruzos, Mumola, Hartman & Lento, LLC, Mr. Lento immersed himself into the energy markets and developed a product description and risk assessment tool cataloging the multitude of energy products available as well as the inherent risk associated with each. Mr. Lento has helped develop energy contract language on behalf of his clients that focuses on ensuring their needs and interest were protected and met. His vast knowledge in contract law, risk assessment as well as the latest commodity product offerings and hedging strategies has made his services sought after. As the founder, Mr. Lento brings a wealth of industry knowledge and legal background to the PJM Wholesale Brokers, LLC executive team.

Timothy Smolinski, Senior Vice President Business Development
timothy.smolinski@pjmwholesalebrokers.com

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Exhibit B-4 "Disclosure of Liabilities and Investigations," provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

Applicant has no liabilities or investigations to disclose.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

Exhibit C-1 “Annual Reports,” provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

Applicant, PJM Wholesale Brokers, is a single member limited liability company. It does not have Shareholders. An Annual Report to Shareholders and/or the public is not applicable.

Exhibit C-2 “SEC Filings,” provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

As a privately held company, Applicant is not required to file with the Securities and Exchange Commission.

Exhibit C-3 “Financial Statements,” provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.

Applicant, PJM Wholesale Brokers, LLC, was formed in November of 2012, and, as such, has a very limited corporate history.

To demonstrate financial capability, Applicant herein provides the following:

1. Capitalization Summary
2. Reference from a licensed lending institution
3. 2010 and 2011 Summary Tax returns of its founding member, Michael J. Lento, Esq.
4. Personal financial statements

Please note that a motion for protection of this Exhibit accompanies this filing.

Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's financial arrangements to conduct CRNGS as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).

Applicant, PJM Wholesale Brokers, LLC (“PWB”) is self-funded. Initial capitalization came from its sole Member. Applicant intends to engage in contractual agreements with licensed suppliers in the State of Ohio and will forward such agreements to PUCO upon its request.

Exhibit C-5 “Forecasted Financials.” Provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

The following forecasted financials were prepared by:

Michael Lento, Esq.
Principal Member
18 Abbott Road
Hamilton, NJ 08690
T: 732-766-3446
F: 855-277-6566
E: Michael.lento@pjmwholesalebrokers.com

Exhibit C-6 “Credit Rating,” provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.

Applicant does not subscribe to the above mentioned organizations.

Exhibit C-7 “Credit Report,” provide a copy of the applicant’s credit report from Experian, Dun and Bradstreet or a similar organization.

As Applicant was formed in November of 2012, it has yet to report enough information to Dun and Bradstreet to compile a Paydex Score.

Exhibit C-8 “Bankruptcy Information,” provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

Applicant has not had any bankruptcy filings, reorganizations within the most recent two preceding years.

Exhibit C-9 “Merger Information,” provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

PJM Wholesale Brokers, LLC has not had any dissolution or merger or acquisition within the five most recent years preceding this application.

Exhibit D-1 “Operations,” provide a current written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

PJM Wholesale Brokers is in the process of finalizing business processes and systems to manage all aspects of brokering retail natural gas in Ohio. PWB operations will not include the production of natural gas from owned assets, nor will it be supplying or taking title. Instead, PWB will arrange for licensed suppliers to deliver natural gas to its customers based on current needs, historical data, and specific situation

In terms of customer related operations, PWB will establish business processes and systems to ensure accurate, timely and compliant customer enrollments and interaction. Physical natural gas will continue to be delivered to the customer via their local NGDC, who will also respond to emergencies and provide any and all maintenance to pipelines up to and including the city gate.

Exhibit D-2 “Operations Expertise,” given the operational nature of the applicant’s business, provide evidence of the applicant’s current experience and technical expertise in performing such operations.

PJM Wholesale Brokers, LLC

Business Plan – December 2012

Michael J Lento, Esquire
Founder and CEO
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Exhibit D-3

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Michael J. Lento, Esquire

18 Abbott Rd., Hamilton, NJ 08690

Phone: (609) 508-3078

Email: mlento@kmhlawyers.com

Detail-oriented and analytical legal professional offering a solid track record of litigation and experience in various facets of law including personal injury, criminal, family, real estate, and workers' compensation. Motivated and articulate professional who thrives in a courtroom.

Key Competencies Include:

- Personal Injury Law
- Trial Preparation
- Litigation Strategy
- Criminal Law
- Energy Consulting
- Research
- Family Law
- Discovery
- Legal Briefs
- Contract Law
- Negotiations
- Motions & Pleadings

EDUCATION

May 2002 Juror Doctorate
Widener School of Law, Wilmington, DE
Associate Articles Editor of Symposium Law Journal
Moe Levine Moot Court Honor Society

May 1996 BA Political Science
Pennsylvania State University, University Park

EXPERIENCE SUMMARY

Kalavruzos, Mumola, Hartman & Lento, LLC
Hamilton, NJ

Equity Partner

September, 2008 – Present

Responsible for establishing and managing the entire Energy Advisement and Family Law practice including supervising on-staff attorneys and per diem attorneys. Drafted and argued motions, pleadings, and briefs. Represents a full and active client base consisting of Energy Advisement, Business, Criminal, Family, Contract and Personal Injury.

Daniel J. Graziano & Associates
Hamilton, NJ

Staff Attorney

October, 2005 – September, 2008

Practiced litigation for Family, Criminal Law, and Landlord/Tenant. Interpreted and applied laws, court decisions and other legal evidence in trial preparation, opinions and briefs. Provided legal and non-legal research and memorandum writing.

Superior Court of New Jersey
Chancery Division
Mercer County, NJ

Law Clerk for Judge Audrey P. Blackburn

September, 2002 – August, 2003

Assisted the Honorable Audrey P. Blackburn in crafting decisions for motions, trial opinions, managing and scheduling hearings and mediating cases.

ORGANIZATION / TRAINING / VOLUNTEER

Mercer County Bar Association

AOC Mediation & Conciliation Training

United States Peace Corps

Timothy Smolinski
2507 Rocky Branch Road, Vienna, VA 22181
Email: timothy.smolinski@pjmwholesalebrokers.com

Seasoned executive with over 25 years of sales, Customer Service and complex Project Management experience. Highly motivated and focused with a can-do attitude toward company and client. Firm believer in Customer first philosophy as success starts here.

Key Competencies Include:

- Energy Consulting
- P&C Insurance
- L&H Insurance
- Zoning
- Site Acquisition
- Wireless Network Design & Build

EDUCATION

Radford University 1988
Bachelor of Science, Business Administration, Concentration in Finance

EXPERIENCE SUMMARY

Independent Energy Consultant

Glacial Energy, Reliant Energy, Washington Gas

June 2007 – Present

Introduced into the Energy business in 2007 as an exclusive Agent for Glacial Energy. Focused on acquiring new Customer in the Maryland and DC Market. Focused on offering a alternative to posted Utility tariff rates and explaining the pricing options available to my clients.. Added Natural Gas to my offering in 2010 as well as adding Virginia to my territory. Proficient in Fixed, Index, Index with a CAP, Block and Index, Financial Hedges, NYMEX Plus fixed basis, City Gate pricing, Interruptible Service, and forward/historical energy curves. Responsibilities included assessing a Customers short and long term needs, budget and risk tolerance in order to offer pricing options best suited for their needs.

Network Building & Consulting

AT&T / Bechtel
Verizon Wireless
Consultant

June 2008 – 2013
February 2007 – June, 2008

Responsible for assisting a Tier One wireless consulting company in their management of wireless infrastructure buildouts throughout the Mid-Atlantic. Project managed site buildouts from inception to completion including site acquisition, engineering, leasing, zoning, permitting, and construction.

Nextel Communications

Direct Tier One Contract
Consultant – Special Projects Division

March 2005 – February 2007

{00113047.1}

Responsible for the design and management of Distributed Antenna Systems for in-building and outside campus installations across the NorthEast. Project managed Cell On Wheel deployments targeted for key national accounts consisting of US Gov't facilities, Nascar, and Sporting events across the Mid-Atlantic.

Northern Virginia Insurance Group, LLC

President

November 2003- August 2009

Licensed P&C Insurance Agent with focus on growing Customer base throughout the Northern Virginia territory. Built insurance business from the ground up offering Property, Casualty , Life and Health insurance to both consumers and businesses. Received key appointment by Erie Insurance to exclusively offer their products in Vienna and surrounding area. Sold the business to a competing agency while maintaining personal licenses in order to continue to serve new clients under the agreement.

SDS, LLC

T-Mobile USA, February 2002 – October 2003

Site Acquisition Consultant

Responsibilities included locating sites, completing site candidate packages, conducting caravans and technical team visits, reviewing construction drawings, and negotiate site leases.

Thinc Wireless

Project Manager

January 2000 – February 2002

Responsibilities included supervising a team of site acquisition consultants, reporting to the client, reviewing site candidate packages and site leases. Clients included Sprint PCS, Nextel, Nextel Partners, and T-Mobile.

TSR Wireless,

Site Acquisition Consultant

February 1997 – January 2000

Responsibilities included negotiating site leases, completing site candidate packages, researching zoning information, conducting caravans and technical team visits, locating sites, preparing lease exhibits and reviewing construction drawings. Successfully negotiated 141 site lease agreements.

Spectrum Resources Inc.,

Financial Manager / Consultant

March 1993 – February 1997

Managerial duties included budgeting, profit and loss reporting, general ledger reporting, and annual tax filing. Consulting duties included tower acquisition and various consulting projects.

References Available upon Request

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

2/11/2013 11:33:19 AM

in

Case No(s). 13-0405-GA-AGG

Summary: Application In the matter of PJM Wholesale Brokers, LLC, for Certification as a Retail Natural Gas Broker/Aggregator in the State of Ohio electronically filed by Mr. Michael L Schottenstein on behalf of PJM Wholesale Brokers, LLC