

Gary A. Jeffries  
Assistant General Counsel

**Dominion Resources Services, Inc.**  
501 Martindale Street, Suite 400, Pittsburgh, PA 15212-5817  
Phone: 412-237-4729, Fax: 412-237-4782  
E-mail: Gary.A.Jeffries@dom.com

Web Address: www.dom.com



**Dominion®**

DM 13-188

July 3, 2013

Ms. Debra A. Howland  
Executive Director  
New Hampshire Public Utilities Commission  
21 South Fruit Street, Suite 10  
Concord, NH 03301-2429

NHPUC JUL08'13 AM 9:46

Re: *CEPS Registration Application for Dominion Retail, Inc. d/b/a Dominion Energy Solutions ("Dominion Retail")*

Dear Ms. Howland:

Pursuant to New Hampshire Code of Administrative Rules, Part Puc 2003.01 and Part Puc 2006.01, Dominion Retail respectfully submits an original and two copies, along with an electronic copy in PDF format, of its registration application as a Competitive Electric Power Supplier (CEPS) to provide retail electricity supply to all residential, and small, medium and large commercial customers in the Granite State Electric Company service territory in New Hampshire.

On October 19, 2005 Dominion Retail filed a previous certification application in Docket No. DM 05-171. In November 2006, Dominion Retail requested postponement of the application due to other broad market concerns, and the Commission determined that the docket should be closed without prejudice.

Along with this application, enclosed is documentation demonstrating Dominion Retail's NEPOOL membership, along with our \$500 registration fee and our financial security in the form of Bond No. 105934251 in the amount of \$100,000.00.

We will provide the required documentation evidencing Dominion Retail's compliance with training and testing requirements for EDI, along with evidence of successful electronic transaction capability, once EDI testing has been completed.

If you have any questions, or need any further information, please contact me at 412-237-4729.

Very truly yours,

Gary A. Jeffries  
Assistant General Counsel

GAJ:kas  
Enclosures

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF NEW HAMPSHIRE  
AS A COMPETITIVE ELECTRIC POWER SUPPLIER**

Dominion Retail, Inc. ("Dominion Retail") submits the following information, pursuant to Chapter PUC 2000 "Competitive Electric Power Supplier Rules", PART 2003.01 "Initial Registration of Competitive Electric Power Suppliers".

**(a) Registration Application**

See PART 2006.01 "Form for Initial and Renewal Registration of Competitive Electric Power Suppliers", provided herewith.

- (d)(1) Demonstration of technical ability to provide for the efficient and reliable transfer of data and electronic information between utilities and the CEPS in the form of:**  
**a. A statement from each utility with which the CEPS intends to do business indicting that the applicant has complied with the training and testing requirements for electronic data interchange.**

Dominion Retail has notified Granite State Electric of its intention to register as a Competitive Electric Power Supplier in New Hampshire. A copy of the notification letter is attached as Exhibit "A". Dominion Retail is in the process of contacting the EDC regarding supplier EDI testing. Once we receive the required statement attesting to technical ability, we will file same with the Commission.

Dominion Retail has been engaged in the direct access sale of electricity since 1997. Dominion Retail possesses extensive technical and operational experience and expertise in delivering electricity to residential and commercial customers under choice programs. Dominion Retail has demonstrated its technical ability to provide for the efficient and reliable transfer of data and electronic information with a variety of trading partners in the states of Ohio, Pennsylvania, Maryland, Virginia, Maine, Massachusetts, Connecticut, New York and Illinois.

- (d)(2) Evidence that the CEPS is able to obtain supply in the New England energy market.**

Attached at Exhibit "B" is documentation demonstrating Dominion Retail's NEPOOL membership.

**(d)(3) Registration Fee**

See enclosed \$500 check, made payable to "State of New Hampshire".

**(d)(4) Evidence of Financial Security**

Enclosed please find Surety Bond #105934251, in the amount of \$100,000.00, naming the New Hampshire Public Utility Commission as Obligee.

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF NEW HAMPSHIRE  
AS A COMPETITIVE ELECTRIC POWER SUPPLIER**

Dominion Retail, Inc. ("Dominion Retail") submits the following information, pursuant to Chapter PUC 2000 "Competitive Electric Power Supplier Rules", PART 2006.01 "Form for Initial and Renewal Registration of Competitive Electric Power Suppliers".

- (1) The legal name of the Applicant as well as any trade name(s) under which it intends to operate in this state, and, if available, its website address:**

Dominion Retail, Inc. d/b/a Dominion Energy Solutions  
Website address: [www.dominionenergy.com](http://www.dominionenergy.com)

- (2) The Applicant's business address, telephone number, e-mail address and website address:**

Principal Business Address: 120 Tredegar Street, Richmond, VA 23219  
Alternate Business Address: 501 Martindale Street, Suite 400, Pittsburgh, PA 15212  
Contact Telephone Number: 412-237-4765  
E-mail Address: [Thomas.j.Butler@Dom.com](mailto:Thomas.j.Butler@Dom.com)  
Website Address: [www.dominionenergy.com](http://www.dominionenergy.com)

- (3) The Applicant's place of incorporation:**

Applicant is a Delaware corporation.

- (4) The names, titles, business addresses, telephone numbers and e-mail addresses of the applicant's principal officers:**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Telephone</u>	<u>E-Mail</u>
Paul D. Koonce	Director and President	120 Tredegar St. Richmond, VA 23219	804-819-2390	<a href="mailto:paul.koonce@dom.com">paul.koonce@dom.com</a>
G. Scott Hetzer	Senior Vice President – Tax and Treasurer	120 Tredegar St. Richmond, VA 23219	804-819-2113	<a href="mailto:scott.hetzer@dom.com">scott.hetzer@dom.com</a>
James P. Carney	Vice President and Assistant Treasurer	120 Tredegar St. Richmond, VA 23219	804-819-2107	<a href="mailto:james.carney@dom.com">james.carney@dom.com</a>
Katheryn B. Curtis	Vice President – Retail	120 Tredegar St. Richmond, VA 23219	804-787-6266	<a href="mailto:katheryn.curtis@dom.com">katheryn.curtis@dom.com</a>
Becky C. Merritt	Vice President – Shared Services	120 Tredegar St. Richmond, VA 23219	804-819-2377	<a href="mailto:becky.merritt@dom.com">becky.merritt@dom.com</a>
Joseph G. O'Hare	Vice President – Financial Management	120 Tredegar St. Richmond, VA 23219	804-819-2156	<a href="mailto:joseph.ohare@dom.com">joseph.ohare@dom.com</a>
Wesley Gregory	Controller	120 Tredegar St. Richmond, VA 23219	804-819-2537	<a href="mailto:wesley.gregory@dom.com">wesley.gregory@dom.com</a>

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF NEW HAMPSHIRE  
AS A COMPETITIVE ELECTRIC POWER SUPPLIER**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Telephone</u>	<u>E-Mail</u>
Carter M. Reid	Secretary	120 Tredegar St. Richmond, VA 23219	804-819-2144	carter.reid@dom.com
Sharon L. Burr	Assistant Secretary	120 Tredegar St. Richmond, VA 23219	804-819-2171	sharon.l.burr@dom.com
Gary A. Jeffries	Assistant Secretary	501 Martindale Street Pittsburgh, PA 15212	412-237-4729	<u>gary.a.jeffries@dom.com</u>
John L. Newman	Assistant Treasurer	120 Tredegar Street Richmond, VA 23219	804-819-2120	john.newman@dom.com
Linda F. Barnett	Authorized Representative	701 E. Cary Street Richmond, VA 23219	804-771-4031	linda.barnett@dom.com
Thomas J. Butler	Authorized Representative	501 Martindale Street Pittsburgh, PA 15212	412-237-4765	<u>thomas.j.butler@dom.com</u>
D. Michael Cornwell	Authorized Representative	120 Tredegar Street Richmond, VA 23219	804-787-6213	mike.cornwell@dom.com
Jim Ferrara	Authorized Representative	707 E. Main Street Richmond, VA 23219	804-771-3480	jim.ferrara@dom.com
David C. Holden	Authorized Representative	120 Tredegar Street Richmond, VA 23219	804-787-5901	david.holden@dom.com
Kimberly A. Hundertmark	Authorized Representative	501 Martindale Street Pittsburgh, PA 15212	412-237-4759	kimberly.a.hundertmark @dom.com
Carl D. Jenkins	Authorized Representative	707 E. Main Street Richmond, VA 23219	804-775-5361	dan.jenkins@dom.com
Jeffrey L. Jones	Authorized Representative	120 Tredegar Street Richmond, VA 23219	804-787-6204	jeff.l.jones@dom.com
Mark C. Reese	Authorized Representative	120 Tredegar Street Richmond, VA 23219	804-787-6203	mark.c.reese@dom.com
Brenda C. White	Authorized Representative	701 East Cary Street Richmond, VA 23219	804-771-4069	brenda.white@dom.com
Richard A. Zollars	Authorized Representative	501 Martindale Street Pittsburgh, PA 15212	412-237-4744	richard.a.zollars@dom.com

**(5) The following regarding any affiliate and/or subsidiary of the applicant that is conducting business in New Hampshire:**

- a. The name, business address and telephone number of the entity;**
- b. A description of the business purpose of the entity; and**
- c. A description of any agreements with any affiliated New Hampshire utility**

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
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Please refer to the attached Exhibit "C", which lists the Dominion Resources, Inc. affiliate companies. Just one affiliate, Virginia Power Energy Marketing, Inc., is currently conducting business in New Hampshire. Virginia Power Energy Marketing is located at 120 Tredegar Street, Richmond, VA 23219. The company's primary business purpose is to perform fuel management services as agent for Virginia Power Services Energy Corp., Inc., as well as for other third parties.

- (6) The toll free telephone number of the customer service department or the name, title, telephone number and e-mail address of the customer service contact person of the applicant, including toll free telephone numbers if available.**

Kimberly A. Hundertmark  
Director Retail Customer Service  
sales@dom.com  
(866) 450-2913

- (7) The name, title, business address, telephone number, and e-mail address of the individual responsible for responding to commission inquiries:**

Thomas J. Butler  
Director, Retail Business Development  
501 Martindale Street, Suite 400  
Pittsburgh, PA 15212  
(412) 237-4765  
Thomas.j.butler@dom.com

- (8) The name, title, business address, telephone number and e-mail address of the individual who is the applicant's registered agent in New Hampshire for service of process:**

CT Corporation System  
9 Capitol Street  
Concord, New Hampshire 03301  
603-224-2341  
WashingtonTeam1@wolterkluwer.com

- (9) A copy of the applicant's authorization to do business in New Hampshire from the New Hampshire secretary of state:**

Please refer to the attached Exhibit "D".

- (10) A listing of the utility franchise areas in which the applicant intends to operate. To the extent an Applicant does not intend to provide service in the entire franchise area, this list shall delineate the cities and towns where the applicant intends to provide service.**

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
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**Applicant does not intend to provide service in the entire franchise area, this list shall delineate the cities and towns where the applicant intends to provide service.**

Applicant intends to initially provide service in the Granite State Electric Company (GSEC) service territory.

- (11) A description of the types of customers the applicant intends to serve, and the customer classes as identified in the applicable utility's tariff within which those customers are served:**

Applicant intends to serve residential, commercial and industrial customers in the afore-mentioned service territory.

- (12) A listing of the states where the applicant currently conducts business relating to the sale of electricity.**

Applicant is currently actively engaged in the sale of electricity in the states of Connecticut, Illinois, Massachusetts, Maryland, Maine, New Jersey, New York, Ohio and Pennsylvania.

- (13) A listing disclosing the number and type of customer complaints concerning the applicant or its principals, if any, filed with a state licensing/registration agency, attorney general's office or other governmental consumer protection agency for the most recent calendar year in every state in which the applicant has conducted business relating to the sale of electricity:**

In calendar year 2012 there have been a total of nine (9) formal customer complaints filed with State agencies related to the sale of electricity, as follows:

PA Public Utility Commission:	4	Settled
PA Attorney General:	2	Dominion responded alleging no merit
CT Public Utility Reg. Authority	1	Settled
MD Public Service Commission	1	Resolved
MA Dept. of Public Utilities	1	Resolved

- (14) A statement as to whether any of the applicant's principals, as listed in a. through c. below, have ever been convicted of any felony that has not been annulled by a court:**
- a. For partnerships, any of the general partners**
  - b. For corporations, any of the officers or directors or controlling stockholders; or**
  - c. For limited liability companies, any of the managers or members.**

No officers or directors of Dominion Retail, Inc. have been convicted of a felony.

- (15) A statement as to whether the applicant or any of the applicant's principals:**

**a. Has, within the 10 years immediately prior to registration, had any civil, criminal or**

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regulatory sanctions or penalties imposed against them pursuant to any state or federal consumer protection law or regulation;

- b. Has, within the 10 years immediately prior to registration, settled any civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation; or
- c. Is currently the subject of any pending civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation.

None.

**(16) If an affirmative answer is given to any item in (14) or (15) above, an explanation of the event:**

- (17) For those applicants intending to telemarket, a statement that the applicant shall:**
- a. Maintain a list of consumers who request being placed on a do-not-call list for the purposes of telemarketing;
  - b. Obtain monthly updated do-not-call lists from the National Do Not Call Registry; and
  - c. Not initiate calls to New Hampshire customers who have either requested being placed on the applicant's do-not-call list(s) or customers who are listed on the National Do Not Call Registry.

In the event Dominion Retail should elect to telemarket, Dominion Retail shall maintain a listing of consumers who have requested placement on a telemarketing "Do-Not-Call List", shall obtain monthly updated do-not-call lists from the National Do Not Call Registry and will not initiate calls to New Hampshire customers who have either requested being placed on our do-not-call list or who are listed on the National Do Not Call Registry.

**(18) For those applicants that intend not to telemarket, a statement to that effect shall be provided.**

**(19) A sample of the bill form(s) that the applicant intends to use or a statement that the Applicant intends to use the utility's billing service:**

Applicant intends to use the host electric distribution company's billing service.

**(20) A copy of each contract to be used for residential and small commercial customers:**

Please see the attached Exhibits "E" and "F", which are draft residential and commercial customer contracts, respectively.

**(21) A statement certifying that the applicant has the authority to file the applications on behalf of the CEPS and that its contents are truthful, accurate and complete; and**

See attached Exhibit "G" Affidavit.

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AS A COMPETITIVE ELECTRIC POWER SUPPLIER**

**(22) The signature of the applicant or its representative.**

See attached Exhibit "G" Affidavit.



Gary A. Jeffries  
Assistant General Counsel



**Dominion Resources Services, Inc.**  
501 Martindale Street, Suite 400, Pittsburgh, PA 15212-5817  
Phone: 412-237-4729, Fax: 412-237-4782  
E-mail: Gary.A.Jeffries@dom.com  
Web Address: www.dom.com

July 3, 2013

National Grid  
175 E. Old Country Road  
East Office Bldg., Ground Floor  
Hicksville, NY 11801

Attention: Joan Jerz, Supplier Services

Re: Application of Dominion Retail, Inc. d/b/a Dominion Energy Solutions, for  
Registration as a Competitive Electric Power Supplier in the State of New  
Hampshire

Dear Ms. Jerz:

Pursuant to the requirements set forth in New Hampshire Code of Administrative Rules, Part Puc 2003.01, this letter is to advise you that Dominion Retail, Inc. d/b/a Dominion Energy Solutions, has filed its formal application for registration as a competitive electric power supplier with the New Hampshire Public Utilities Commission.

You will be notified once the registration has been successfully completed.

If you have any questions, please contact me at 412-237-4729. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary A. Jeffries", written over a horizontal line.

Gary A. Jeffries  
Assistant General Counsel

GAJ:kas

Participant Name	Effective Date of Membership if after 6/30/2000
Danvers Electric Division	
Darby Energy, LLLP	3/1/2012
Dartmouth Power Associates, LP	9/1/2007
DB Energy Trading, LLC	4/1/2006
DC Energy, LLC	4/1/2003
Demansys Energy, LLC	6/1/2012
Devon Power LLC	
Devonshire Energy LLC	9/1/2009
DFC ERG CT, LLC	4/1/2010
DFC-ERG Milford, LLC	9/1/2007
Direct Energy Business, LLC	
Discount Power, Inc.	12/1/2009
Dominion Energy Marketing, Inc.	6/1/2002
Dominion Nuclear Connecticut, Inc.	2/1/2001
Dominion Retail, Inc.	5/1/2001
DownEast Power Company, LLC	10/1/2009
DR Power, LLC	8/1/2012
Dragon Energy LLC	4/1/2008
Dragon Products Company LLC	4/1/2008
DTE Energy Trading, Inc.	2/1/2001
Duke Energy Commercial Enterprises, Inc.	2/1/2010
Dynegy Marketing and Trade LLC	6/1/2010

## Dominion Resources, Inc. Subsidiaries as of 12/31/2012

**Dominion Resources, Inc.****Dominion Alternative Energy Holdings, Inc.**

Dominion Energy Technologies, Inc.  
 Power Tagging Technologies, Inc.  
 Microcell  
 HelioSage  
 Power Assure  
 Dominion Energy Technologies II, Inc.  
 Xtreme Power, Inc.  
 Dominion Voltage, Inc.  
 Tredegar Solar Fund I, LLC

**Dominion Energy, Inc.**

Dominion Wholesale, Inc.  
 Dominion Wind Projects, Inc.  
     Dominion Virginia Wind Development, LLC  
     Dominion Fowler Ridge Wind, LLC  
         Fowler I Holdings LLC  
         Fowler Ridge Wind Farm LLC  
     Prairie Fork Wind Farm, LLC  
 Dominion State Line, LLC  
 Dominion Person, Inc.  
 Dominion Nuclear Projects, Inc.  
     Dominion Energy Kewaunee, Inc.  
 Dominion North Star Generation, Inc.  
     North Star Generation, LLC  
 CNG Power Services Corporation  
     Dominion Armstrong, LLC  
 Dominion Elwood, Inc.  
     Dominion Elwood Holdings, LLC  
     Elwood Energy LLC  
         Elwood II Holdings, LLC  
         Elwood III Holdings, LLC  
 Dominion Elwood Services Company, Inc.  
 Dominion Elwood Expansion, Inc.  
     Elwood Expansion LLC  
 Dominion Cogen WV, Inc.  
 Dominion Mt. Storm Wind, LLC  
     NedPower Mount Storm LLC  
 Dominion Kincaid, Inc.  
     Kincaid Generation, L.L.C.<sup>1</sup>  
 Dominion Fairless Hills, Inc.  
     Fairless Energy, LLC  
 Dominion Equipment, Inc.  
 Dominion Equipment III, Inc.  
 Dominion Equipment II, Inc.  
 Dominion Energy Terminal Company, Inc.  
 Dominion Energy Services Company, Inc.  
 Dominion Energy Marketing, Inc.

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<sup>1</sup> 99% interest held by Dominion Kincaid, Inc. and 1% interest held by Dominion Energy, Inc.

- Dominion Nuclear Connecticut, Inc.
- Dominion Energy New England, LLC
- Dominion Energy Manchester Street, Inc.
- Dominion Energy Brayton Point, LLC
- Dominion Bridgeport Fuel Cell, LLC
- Dominion Field Services, Inc.
- Dominion Greenbrier, Inc.
  - Greenbrier Pipeline Company, LLC
  - Greenbrier Marketing Company, LLC
- Dominion Iroquois, Inc.
  - Iroquois Gas Transmission System L.P.
- Dominion Keystone Pipeline Holdings, Inc.
  - Dominion Keystone Pipeline, LLC
- Dominion Natrium Holdings, Inc.
  - Dominion Natrium, LLC
  - Dominion NGL Pipelines, LLC
  - Blue Racer Midstream, LLC
- Dominion Capital, Inc.**
  - Dominion Capital Ventures Corporation
    - First Dominion Capital, L.L.C.
      - Home Fragrance Holdings, Inc.
      - FFI Acquisition Corp.
      - Aerus Holdings, LLC
  - Dominion Capital REMIC, Inc.
  - Dominion First Source, LLC
    - Vidalia Gichner Holdings, Inc.
      - Dominion Systems Group, LLC
  - Catalyst Old River Hydroelectric Limited Partnership
  - Stonehouse Limited Liability Company
    - Stonehouse Communications, L.L.C.
  - OptaCor Financial Services Company
  - Dominion Land Management Company - Williamsburg
  - Wilshire Holdings, LLC
    - Wilshire Technologies, LLC
  - H-W Properties, Inc.
  - Dominion Lands, Inc.
    - Dominion Lands - Williamsburg, Inc.
      - Governor's Land Associates
    - Stonehouse Development Company, LLC
    - SREC, LLC
  - Louisiana Hydroelectric Capital, LLC
- Dominion CNG Capital Trust I
- Dominion Cove Point, Inc.
  - Dominion Gas Projects Company, LLC
  - Dominion Cove Point LNG Company, LLC
  - Dominion Cove Point LNG, LP<sup>2</sup>
- CNG Coal Company

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<sup>2</sup> 99% interest held by Dominion Gas Projects Company, LLC and 1% interest held by Dominion Cove Point LNG Company, LLC.

Dominion Resources, Inc. Subsidiaries as of 12/31/2012

Dominion Investments, Inc.  
    Clearsky Power & Technology Fund I, LLC (21%)  
Dominion Oklahoma Texas Exploration & Production, Inc.  
Dominion Products and Services, Inc.  
Dominion Resources Capital Trust I  
Dominion Resources Capital Trust II  
Dominion Resources Capital Trust III  
Dominion Resources Capital Trust IV  
Dominion Resources Services, Inc.  
Dominion Retail, Inc.  
    Cirro Group, Inc.  
        Cirro Energy Services, Inc.  
Dominion South Holdings I, Inc.  
    Dominion South Holdings II, LLC  
    Dominion South Pipeline Company, LP<sup>3</sup>  
Dominion Technical Solutions, Inc.  
Dominion Transmission, Inc.  
    Dominion Brine, LLC  
    Tioga Properties, LLC  
        Farmington Properties, Inc.  
        NE Hub Partners, L.L.C.  
        NE Hub Partners, L.P.<sup>4</sup>  
Hope Gas, Inc.  
The East Ohio Gas Company  
**Virginia Electric and Power Company**  
    PowerTree Carbon Company LLC  
    Virginia Power Services, LLC  
        Dominion Generation Corporation  
        Virginia Power Nuclear Services Company  
        Virginia Power Services Energy Corp., Inc.  
        VP Property, Inc.  
    Virginia Power Fuel Corporation  
    Virginia Capital, Limited Liability Company  
Virginia Power Energy Marketing, Inc.

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<sup>3</sup> 99% interest held by Dominion South Holdings II, LLC and 1% interest held by Dominion South Holdings I, Inc.

<sup>4</sup> 99.99% interest held by Tioga Properties, LLC and .01% interest held by NE Hub Partners, L.L.C.

Filed

Date Filed: 10/07/2005

Effective Date: 10/07/2005

Business ID: 545318

William M. Gardner

Secretary of State

## STATE OF NEW HAMPSHIRE

Fee for SRA: \$50.00

Filing fee: \$50.00

Total fees \$100.00

Use black print or type.

Leave 1" margins both sides.

RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOR PROFIT FOREIGN CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT,  
THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE  
FOLLOWING STATEMENT:

FIRST: The name of the corporation is Dominion Retail, Inc.

SECOND: The name which it elects to use in New Hampshire is \_\_\_\_\_  
\_\_\_\_\_. (Note 1)

THIRD: It is incorporated under the laws of Delaware.

FOURTH: The date of its incorporation is January 30, 1997 and  
the period of its duration is perpetual.

FIFTH: (Complete this statement only if a Professional Association.) All the shareholders and those of its  
directors and officers as are required by the laws of (enter the State of Incorporation) \_\_\_\_\_  
\_\_\_\_\_ and by RSA 294-A:20 are licensed in one or more states, territories of  
the United States or the District of Columbia to render a professional service described in the statement of  
purpose of the corporation.

SIXTH: The complete address (including zip code and post office box, if any) of its principal office is \_\_\_\_\_  
120 Tredegar Street, Richmond, VA 23219

SEVENTH: The name of its registered agent **IN NEW HAMPSHIRE** is C T Corporation System  
\_\_\_\_\_ and the complete address (including zip code  
and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)  
9 Capitol Street, Concord, NH 03301

\_\_\_\_\_. (Note 2)

State of New Hampshire  
Form 40 - Application for Certificate of 5 Page(s)



T0528333012

APPLICATION FOR CERTIFICATE OF AUTHORITY OF  
Dominion Retail, Inc.

Form No. 40  
(Cont.)

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are \_\_\_\_\_

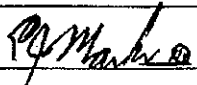
Energy marketing - to engage in the business of selling natural gas and electricity to retail customers  
under utility retail choice programs

\_\_\_\_\_. (Note 3)

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<b><u>OFFICERS</u></b>		
See Attachment		
<b><u>DIRECTORS</u></b>		
Jay L. Johnson	701 East Cary Street	Richmond, VA 23219

Dated October 5, 2005

Dominion Retail, Inc. (Note 4)  
By  (Note 5)  
Signature of its Assistant Secretary  
\_\_\_\_\_  
E. J. Marks, III  
Print or type name

Mail total fees, DATED & SIGNED ORIGINAL, ORIGINAL CERTIFICATE OF LEGAL EXISTENCE OR  
GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION AND FORM SRA (See  
Notes 6 & 7) to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

## Officers

## Dominion Retail, Inc.

<u>Officer</u>	<u>Title</u>
Jay L. Johnson	President and Chief Executive Officer
M. Stuart Bolton, Jr.	Senior Vice President - Financial Management
G. Scott Hetzer	Senior Vice President and Treasurer
Patricia A. Wilkerson	Vice President and Secretary
Richard Zelenko	Vice President

<u>Appointed Officers</u>	<u>Title</u>
James P. Carney	Assistant Treasurer
Karen W. Doggett	Assistant Secretary
Gary A. Jeffries	Assistant Secretary
E. J. Marks, III	Assistant Secretary
Jerry G. Overman	Assistant Treasurer

Jay L. Johnson  
 Courier: 701 East Cary Street, 21st Floor  
 Richmond, VA 23219

M. Stuart Bolton, Jr.  
 Courier: 701 East Cary Street, 21st Floor  
 Richmond, VA 23219

G. Scott Hetzer  
 Courier: 100 Tredegar Street, 3rd Floor  
 Richmond, VA 23219

Patricia A. Wilkerson  
 Courier: 100 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

Richard Zelenko  
 Courier: 120 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

James P. Carney  
 Courier: 100 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

Karen W. Doggett  
 Courier: 100 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

Gary A. Jeffries  
 Courier: 1201 Pitt Street, 2nd Floor  
 Wilkinsburg, PA 15221

E. J. Marks, III  
 Courier: 100 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

Jerry G. Overman  
 Courier: 100 Tredegar Street, 2nd Floor  
 Richmond, VA 23219

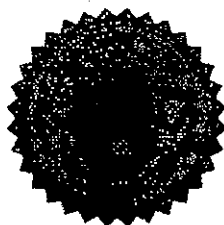


# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOMINION RETAIL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005.



2712639 8300

050801763

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4197199

DATE: 09-30-05

**Form SRA – Addendum to Business Organization and Registration Forms  
Statement of Compliance with New Hampshire Securities Laws**

**Part I – Business Identification and Contact Information**

Business Name: Dominion Retail, Inc.

Business Address (include city, state, zip): 120 Tredegar Street, Richmond, VA 23219

Telephone Number: (412) 473-4129 E-mail: gary\_a\_jeffries@dom.com

Contact Person: Gary A. Jeffries

Contact Person Address (If Different): 1201 Pitt Street, Pittsburgh, PA 15221

**Part II – Check ONE of the following items in Part II** If more than one item is checked, this form will be rejected.  
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B) and C)]:

1. ☐ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
- A) This business has 10 or fewer owners; and
  - B) Advertising relating to the sale of ownership interests has not been circulated; and
  - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. ☐ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - \_\_\_\_\_.
3. ☐ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - \_\_\_\_\_.
4. ☒ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

**Part III – Check ONE of the following items in Part III:**

1. ☒ This business is not a New Hampshire corporation or limited partnership. (ALL LLC's should check this item.)
2. ☐ This business is a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

**Part IV – Certification of Accuracy**

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): E. J. Marks, III Signature: 

Name (print): \_\_\_\_\_ Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_ Signature: \_\_\_\_\_

Date: 10/5/05

**DOMINION ENERGY SOLUTIONS ("DOMINION")  
TERMS AND CONDITIONS FOR RESIDENTIAL ELECTRIC SERVICE**

Dominion is licensed by the New Hampshire Public Utilities Commission to offer and supply electric generation services in New Hampshire. Dominion's NH PUC license number is \_\_\_\_\_. "We," "us" or "our" refers to Dominion. "You" or "your" refers to the customer. "Utility" refers to Granite State Electric Company. These Terms and Conditions govern your purchase of electric generation services from us. Please keep a copy for your records.

1. **Price:** You agree to pay \$\_\_\_\_\_ per kilowatt-hour (kWh) through your scheduled \_\_\_\_\_ meter read date. These prices do not include any applicable taxes. In addition, you are responsible for paying Utility's distribution and transmission charges, they system benefits charge, stranded cost recovery charge, taxes, as well as any other applicable charges. Below are sample charges.

	250 kWh	500 kWh	750 kWh	1,000 kWh
Electric Supply (rate/kWh)				
Electric Supply Charge (Total Dollars)				

2. **Term:** Service will begin on your next scheduled meter read date after Utility confirms your enrollment and will continue through your \_\_\_\_\_ scheduled meter read date ("Firm Price Period"). After the Firm Price Period, this agreement shall automatically continue on a month-to-month basis subject to cancellation at any time by either party without penalty. The price you will pay after the Firm Price Period shall be adjustable each month at Dominion's reasonable discretion based upon then-applicable market price related factors which include, but are not limited to, costs for electricity, transmission, ancillary and capacity costs, plus Dominion's costs, expenses and margins.
3. **Right of Rescission:** If you received this document by personal or electronic delivery, you have the right to cancel your enrollment and this agreement with no penalty anytime before midnight of the third (3) business day. If you received this document via U.S. Postal Service, you have the right to cancel your enrollment and this agreement with no penalty any time before midnight of the fifth (5) business day.
4. **Cancellation Provisions:** You may cancel this agreement at any time without penalty. Cancellation becomes effective upon processing of your cancellation request by Utility. If you move within Utility's service territory, you may request that Utility transfer Dominion's supply service to your new address.
5. **Billing:** You will continue to receive a single bill from Utility that will contain their charges, our charges, billing Terms and Conditions and information, if applicable, about deferred billing, estimated bills and any other information required by law. Bills will be due according to Utility's billing schedule, including late payment fee Terms and Conditions. If you fail to pay your bill in a timely manner we may charge you a late fee and cancel this agreement upon ten (10) days notice.
6. **Information Disclosure:** Through your enrollment authorization you allow Utility to release to us any account information, including account number and payment history. We shall not release your confidential information without written authorization. You also agree to receive environmental disclosure information by accessing our web page at [www.dominionenergy.com](http://www.dominionenergy.com). You may also call us to receive environmental updates by mail at no charge.
7. **Dispute Procedures:** Contact Dominion toll-free at 866-450-2913 or by mail at P.O. Box 298, Pittsburgh, PA 15230 with any questions concerning our service. If you are not satisfied after discussing your concerns with us, you may contact the New Hampshire Public Utilities Commission, Consumer Affairs Division, at 1-800-852-3793 Monday through Friday from 8:00 a.m. to 4:30 p.m., or by mail to New Hampshire Public Utilities Commission, Consumer Affairs Division, 21 South Fruit Street, Suite 10, Concord, New Hampshire 03301-2429.
8. **Limits on Warranty and Damages:** You understand and agree that there are no warranties, either express or implied, associated with this offer or the electricity service sold hereunder. We will bear no liability to you or any third party for consequential, punitive, incidental, special or other indirect damages.
9. **Low Income Rate Eligibility:** Income-eligible residential customers may qualify for a discount electric rate. Call Utility for an application and list of eligibility requirements.
10. **Governmental Actions:** If action is taken by federal or state governmental authorities which significantly changes the way Dominion does business with you, Dominion may change its price to you, or terminate this agreement upon

thirty (30) days written notice, after which you can return to Utility to provide your electricity needs or enroll for service from another supplier.

11. **Assignment:** We may assign this agreement to an affiliate, in whole or in part. We will provide you a thirty (30) day notice of any assignment. Any such assignment will not affect these Terms and Conditions.
12. **Eligibility:** Only Granite State Electric Company residential accounts are eligible for this offer. Dominion does not offer net metering to customer-generators taking service from Dominion.
13. **National Do No Call Registry:** The National Do Not Call Registry gives you a choice about whether to receive telemarketing calls at home. To register, visit [www.donotcall.gov](http://www.donotcall.gov) or call 1-888-382-1222.

**Dominion Energy Solutions**  
**P.O. Box 298, Pittsburgh, PA 15230**  
**1-866-450-2913 (toll-free) Mon. - Fri. 9:00 AM to 6:00 PM ET**  
[www.dominionenergy.com](http://www.dominionenergy.com)

**DOMINION ENERGY SOLUTIONS ("DOMINION")**  
**TERMS AND CONDITIONS FOR SMALL COMMERCIAL ELECTRIC SERVICE**

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1. **Price:** You agree to pay \$\_\_\_\_\_ per kilowatt-hour (kWh) through your scheduled \_\_\_\_\_ meter read date. These prices do not include any applicable taxes. In addition, you are responsible for paying Utility's distribution and transmission charges, they system benefits charge, stranded cost recovery charge, taxes, as well as any other applicable charges. Below are sample charges.

	250 kWh	500 kWh	750 kWh	1,000 kWh
Electric Supply (rate/kWh)				
Electric Supply Charge (Total Dollars)				

2. **Term:** Service will begin on your next scheduled meter read date after Utility confirms your enrollment and will continue through your \_\_\_\_\_ scheduled meter read date ("Firm Price Period"). After the Firm Price Period, this agreement shall automatically continue on a month-to-month basis subject to cancellation at any time by either party without penalty. The price you will pay after the Firm Price Period shall be adjustable each month at Dominion's reasonable discretion based upon then-applicable market price related factors which include, but are not limited to, costs for electricity, transmission, ancillary and capacity costs, plus Dominion's costs, expenses and margins.
3. **Right of Rescission:** If you received this document by personal or electronic delivery, you have the right to cancel your enrollment and this agreement with no penalty anytime before midnight of the third (3) business day. If you received this document via U.S. Postal Service, you have the right to cancel your enrollment and this agreement with no penalty any time before midnight of the fifth (5) business day.
4. **Cancellation Provisions:** You may cancel this agreement at any time without penalty. Cancellation becomes effective upon processing of your cancellation request by Utility. If you move within Utility's service territory, you may request that Utility transfer Dominion's supply service to your new address.
5. **Billing:** You will continue to receive a single bill from Utility that will contain their charges, our charges, billing Terms and Conditions and information, if applicable, about deferred billing, estimated bills and any other information required by law. Bills will be due according to Utility's billing schedule, including late payment fee Terms and Conditions. If you fail to pay your bill in a timely manner we may charge you a late fee and cancel this agreement upon ten (10) days notice.
6. **Information Disclosure:** Through your enrollment authorization you allow Utility to release to us any account information, including account number and payment history. We shall not release your confidential information without written authorization. You also agree to receive environmental disclosure information by accessing our web page at [www.dominionenergy.com](http://www.dominionenergy.com). You may also call us to receive environmental updates by mail at no charge.
7. **Dispute Procedures:** Contact Dominion toll-free at 866-450-2913 or by mail at P.O. Box 298, Pittsburgh, PA 15230 with any questions concerning our service. If you are not satisfied after discussing your concerns with us, you may contact the New Hampshire Public Utilities Commission, Consumer Affairs Division, at 1-800-852-3793 Monday through Friday from 8:00 a.m. to 4:30 p.m., or by mail to New Hampshire Public Utilities Commission, Consumer Affairs Division, 21 South Fruit Street, Suite 10, Concord, New Hampshire 03301-2429.
8. **Limits on Warranty and Damages:** You understand and agree that there are no warranties, either express or implied, associated with this offer or the electricity service sold hereunder. We will bear no liability to you or any third party for consequential, punitive, incidental, special or other indirect damages.
9. **Low Income Rate Eligibility:** Income-eligible residential customers may qualify for a discount electric rate. Call Utility for an application and list of eligibility requirements.
10. **Governmental Actions:** If action is taken by federal or state governmental authorities which significantly changes the way Dominion does business with you, Dominion may change its price to you, or terminate this agreement upon

thirty (30) days written notice, after which you can return to Utility to provide your electricity needs or enroll for service from another supplier.

11. **Assignment:** We may assign this agreement to an affiliate, in whole or in part. We will provide you a thirty (30) day notice of any assignment. Any such assignment will not affect these Terms and Conditions.
12. **Eligibility:** Only Granite State Electric Company small commercial accounts are eligible for this offer. Dominion does not offer net metering to customer-generators taking service from Dominion.

**Dominion Energy Solutions**  
**P.O. Box 298, Pittsburgh, PA 15230**  
**1-866-450-2913 (toll-free) Mon. - Fri. 9:00 AM to 6:00 PM ET**  
[www.dominionenergy.com](http://www.dominionenergy.com)

**APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF NEW HAMPSHIRE  
AS A COMPETITIVE ELECTRIC POWER SUPPLIER**

**AFFIDAVIT**

Gary A. Jeffries, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the Assistant Secretary of Dominion Retail, Inc. ("Applicant").

He is authorized to and does make this Affidavit for said Applicant.

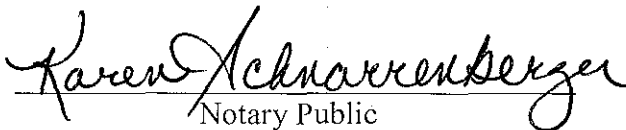
The Applicant herein attests under penalty of false statement that all statements made in the application for certification renewal are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.

FURTHER AFFIANT SAYETH NOT.

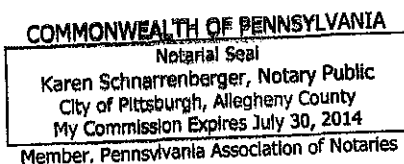
  
\_\_\_\_\_  
Gary A. Jeffries

COMMONWEALTH OF PENNSYLVANIA) )  
 ) SS.  
COUNTY OF ALLEGHENY ) )

Sworn to and subscribed before me, the undersigned notary public, by GARY A. JEFFRIES, this 3rd  
day of July, 2013.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/30/2014



# State of New Hampshire

Filed  
Date Filed: 06/21/2013  
Business ID: 693561  
William M. Gardner  
Secretary of State

Filing fee: \$50.00  
Use black print or type.

Form TN-1  
RSA 349

## APPLICATION FOR REGISTRATION OF TRADE NAME

### (PLEASE TYPE OR PRINT CLEARLY)

1. BUSINESS NAME: Dominion Energy Solutions  
(Name cannot include "INC." or other corporate designation)
2. BUSINESS ADDRESS: 120 Tredegar Street Richmond, VA 23219  
No. & Street City / town State Zip  
MAILING ADDRESS (if different):  
No. & Street City / town State Zip
3. BRIEF DESCRIPTION OF KIND OF BUSINESS TO BE CARRIED ON: Energy Marketing
4. DATE BUSINESS ORGANIZED: 01/30/1997  
(month / day / year)

- 5-A. **ENTITY APPLICANT:** IF THE APPLICANT IS A CORPORATION OR OTHER ENTITY, LIST CORPORATION'S OR ENTITY'S EXACT NAME AND INCLUDE TITLE OF PERSON SIGNING. If more space is needed for additional entity applicants, please attach additional sheet(s).

Dominion Retail, Inc. 120 Tredegar Street  
ENTITY NAME (TYPE OR PRINT) NO. STREET  
Sharon L. Burr Richmond, VA 23219  
AUTHORIZED SIGNATURE TOWN/CITY STATE ZIP  
Sharon L. Burr, Assistant Secretary 6/17/13  
SIGNER'S NAME AND TITLE (TYPE OR PRINT)

- 5-B. **INDIVIDUAL APPLICANTS:** PLEASE TYPE OR PRINT APPLICANTS' NAME(S), ADDRESS(ES) AND INCLUDE SIGNATURE. If more space is needed for additional individual applicants, please attach additional sheet(s).

1. TYPE OR PRINT NAME NO. STREET  
SIGNATURE TOWN/CITY STATE ZIP
2. TYPE OR PRINT NAME NO. STREET  
SIGNATURE TOWN/CITY STATE ZIP
3. TYPE OR PRINT NAME NO. STREET  
SIGNATURE TOWN/CITY STATE ZIP

DISCLAIMER: All do  
available for public in

Mail fee and DATED  
Main Street, Concord,

State of New Hampshire  
Form TN 1 - Application for Registration of Trade Name 1 Page(s)



T1317502507

Records and will be

ment of State, 107 North  
Concord, NH 03301.

Form TN-1 Pg 1 (05/2012)



## SURETY BOND

**Bond Number: 105934251**

KNOW ALL BY THESE PRESENTS, That we, Dominion Retail, Inc. hereinafter referred to as the Principal, and Travelers Casualty and Surety Company of America, a corporation organized and existing under the laws of the State of Connecticut, and authorized to do business in the State of New Hampshire, with their home office located at One Tower Square, Hartford, CT 06183, hereinafter referred to as the Surety, are held and firmly bound unto Public Utilities Commission, State of New Hampshire, 21 S. Fruit Street, Suite 10, Concord, NH 03301-2429 hereinafter referred to as Obligee, in the sum of One Hundred Thousand Dollars and 00/100 (\$100,000.00), lawful money of the United States of America, to the payment of which sum, well and truly to be made, we bind ourselves, executors, and administrators, successors and assigns, firmly by these presents.

The Condition of this obligation is such that, whereas, the Principal has made application for a License or Permit to the Obligee as an electric supplier.

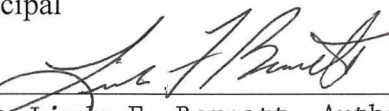
NOW, THEREFORE, if said Principal shall faithfully comply with all ordinances, rules and regulations which have been or may hereafter be in force concerning said License or Permit, and shall save and keep harmless the Obligee from all loss or damage with it may sustain or for which it may become liable on account of the issuance of said License or Permit to the Principal, then this obligation to be void; otherwise to remain in full force and effect.

The effective date of this bond shall be June 6, 2013 and shall be continuous until cancelled as herein stated. This bond may be canceled by the Surety by sending notice in writing to the Obligee stating when, not less than thirty days thereafter, liability hereunder shall terminate as to subsequent acts or omissions of the Principal.

Signed, sealed and dated this 6<sup>th</sup> day of June, 2013

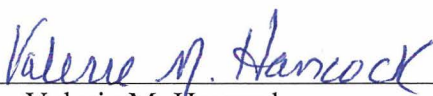
Dominion Retail, Inc.

Principal

By:  (Seal)

Title: Linda F. Barnett, Authorized Representative

Travelers Casualty and Surety Company of America

By:  (Seal)  
Valerie M. Hancock  
Attorney-in-Fact



## POWER OF ATTORNEY

Farmington Casualty Company  
 Fidelity and Guaranty Insurance Company  
 Fidelity and Guaranty Insurance Underwriters, Inc.  
 St. Paul Fire and Marine Insurance Company  
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company  
 Travelers Casualty and Surety Company  
 Travelers Casualty and Surety Company of America  
 United States Fidelity and Guaranty Company

Attorney-In Fact No. 226464

Certificate No. 005446321

**KNOW ALL MEN BY THESE PRESENTS:** That Farmington Casualty Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company are corporations duly organized under the laws of the State of Connecticut, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Susan L. King, Valerie M. Hancock, Leslie D. Garber, Christopher P. Howell, and Lynwood D. Wade

of the City of Richmond, State of Virginia, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

The authority granted hereunder to sign, execute, seal and acknowledge any individual bond, recognizance, conditional undertaking, and other writing obligatory in the nature thereof is limited to the sum of ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000.00) per bond.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 10th day of April, 2013.

Farmington Casualty Company  
 Fidelity and Guaranty Insurance Company  
 Fidelity and Guaranty Insurance Underwriters, Inc.  
 St. Paul Fire and Marine Insurance Company  
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company  
 Travelers Casualty and Surety Company  
 Travelers Casualty and Surety Company of America  
 United States Fidelity and Guaranty Company



State of Connecticut  
 City of Hartford ss.

By: Robert L. Raney  
 Robert L. Raney, Senior Vice President

On this the 10th day of April, 2013, before me personally appeared Robert L. Raney, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.  
 My Commission expires the 30th day of June, 2016.



Marie C. Tetreault  
 Marie C. Tetreault, Notary Public



This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

**RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

**FURTHER RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

**FURTHER RESOLVED**, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

**FURTHER RESOLVED**, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kevin E. Hughes, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 6th day of June, 20 13.

  
Kevin E. Hughes, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at [www.travelersbond.com](http://www.travelersbond.com). Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.