



DM13-120

Two International Drive, Suite 200
Portsmouth, New Hampshire 03801
(800) 225 1560

April 22, 2013

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



**Re: Sprague Operating Resources LLC
Application for Electricity Broker License**

Dear Ms. Howland:

Enclosed please find an original and two copies of Sprague Operating Resources LLC's application for electricity broker license. I am also enclosing a CD with a copy of same.

Also enclosed is Sprague's check in the amount of \$250.00 for the filing fee of same.

Thank you for your attention to this matter. Please contact me directly if you have any questions regarding this application.

Sincerely,

SPRAGUE OPERATING RESOURCES LLC

By: Katherine K. Battles
Katherine K. Battles
Senior Counsel

Enclosures

**STATE OF NEW HAMPSHIRE
PUBLIC UTILITY COMMISSION
PUC Code 2003.04
INITIAL REGISTRATION OF
AGGREGATOR LICENSE**

Any CEPS seeking to sell electricity to customers in the State of New Hampshire shall file with the commission an application and 2 copies of a registration application together with an electronic copy in a file format compatible with the computer system of the commission, pursuant to PUC 203.03.

Sprague Operating Resources LLC is filing with the New Hampshire Public Utilities Commission a registration application and will provide an original and two copies plus an electronic copy on a diskette pursuant to PUC 202.08.

1. 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;

Sprague Operating Resources LLC

2. The applicant's business address, telephone number, and e-mail address;

**Two International Drive, Suite 200
Portsmouth, NH 03801
Tel: 603-431-1000
Fax: 603-430-5320
Email: kbattles@spragueenergy.com
Website: www.spragueenergy.com**

3. The name(s), title(s), business address(es), telephone number(s), and e-mail address(es) of the applicant if an individual, or of the applicant's principal(s) if the applicant is anything other than an individual;

See Attachment 3

4. The telephone number of the applicant's 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;

Sprague Customer Service

Toll Free: 1-800-225-1560 X205338

Email: customercare@spragueenergy.com

5. A copy of the applicant's authorization to do business in New Hampshire from the New Hampshire secretary of state, if anything other than an individual;

See Attachment 5

6. Describe the geographic areas of New Hampshire in which the applicant intends to provide service, consistent with PUC 2006.01(a)(10);

All of New Hampshire

7. A statement that the applicant is not representing any supplier interest, or a listing of any supplier interest(s) the applicant intends to represent:

Sprague will be representing the following entities:

Integrys Energy Service Inc.
Nextera Energy Services New Hampshire LLC
Noble Americas Energy Solutions LLC
Constellation NewEnergy, Inc.
ConEdison Solutions

On behalf of Sprague Operating Resources LLC, I hereby affirm that the contents of this application are truthful, accurate and complete.

Sprague Operating Resources LLC



Brian Weego
Vice President, Natural Gas

Date: April 22, 2013



ATTACHMENT 3

Two International Drive, Suite 200
Portsmouth, New Hampshire 03801
(800) 225 1560

Sprague Operating Resources LLC

Axel Johnson Inc. (Sole Member)

The company will be managed the sole member

155 Spring Street
6th Floor
New York, NY 10012

Officers

David C. Glendon	President & Chief Executive Officer
Gary A. Rinaldi	Sr. Vice President, Chief Operating Officer & Chief Financial Officer
Thomas F. Flaherty	Vice President, Sales
Steven D. Scammon	Vice President, Trading, Pricing & Customer Service
Joseph S. Smith	Vice President, Chief Risk Officer & Strategic Planning
John W. Moore	Vice President, Chief Accounting Officer & Controller
Paul A. Scoff	Vice President, General Counsel, Chief Compliance Officer and Secretary
James Therriault	Vice President, Marketing & Materials Handling
Burton S. Russell	Vice President, Terminals
Brian W. Weego	Vice President, Natural Gas
Kevin G. Henry	Vice President and Treasurer
Frank B. Easton	Vice President, Human Resources
Grant Brown	Vice President, Investor Relations and Marketing
Tom Van De Water	Assistant Treasurer
John C. Pascale	Assistant Secretary
Timothy P. Grier	Assistant Secretary
Carrie M. Kane	Assistant Secretary
Katherine K. Battles	Assistant Secretary

c/o Two International Drive
Portsmouth, NH 03801

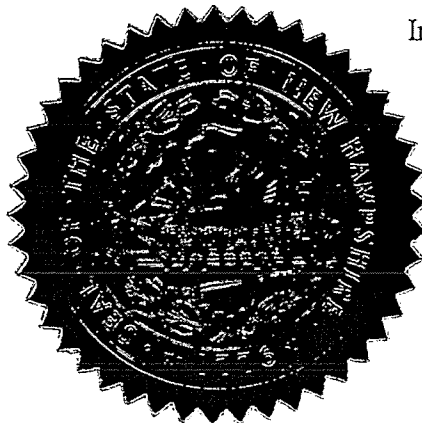
April 4, 2013

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that Sprague Operating Resources LLC, a(n) Delaware limited liability company registered to do business in New Hampshire on November 2, 1987. I further certify that it is in good standing as far as this office is concerned, having filed the annual report(s) and paid the fees required by law.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 8th day of April, A.D. 2013

A handwritten signature in cursive script, reading "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

Filed
Date Filed: 11/28/2011
Business ID: 122046
William M. Gardner
Secretary of State

Filing fee: \$ 50.00
Fee for Form SRA: \$ 50.00
Total fees: \$100.00

Form FLLC-1
RSA 304-C:12

Use black print or type.

Form must be single-sided, on 8 1/2 x 11" paper;
double sided copies will not be accepted.

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is _____
Sprague Operating Resources LLC

SECOND: The name which it proposes to register and do business in New Hampshire is _____

THIRD: It is formed under the laws of Delaware

FOURTH: The date of its formation is 11/07/2011

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is _____
The Company is a wholesaler of petroleum products and, as such, is engaged in the purchase, storage, distribution
and sale of refined petroleum products. The Company also provides storage and handling services for a broad
range of materials.

SIXTH: The name of its registered agent in New Hampshire is C T Corporation System

and the street address, town/city (including zip code and post office box, if any) of its registered office is
(agent's business address in New Hampshire) 9 Capitol Street, Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 4 Page(s)



T1133231022

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

Form FLLC-1
(Cont.)

*Signature: Tammany A. Patrick

Print or type name: Axel Johnson Inc. its Sole Member

Title: By Tammany A. Patrick its Secretary

Date signed: November 16, 2011

Complete address of person signing:

155 Spring Street
NY, NY 10012

- * Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to:
Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRAGUE OPERATING RESOURCES 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

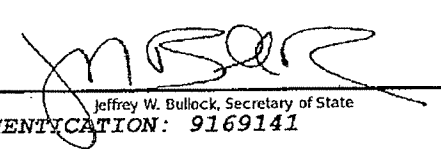
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2140249 8300

111214502

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9169141

DATE: 11-18-11

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: Sprague Operating Resources LLC

Business Address (include city, state, zip): Two International Drive, Suite 200, Portsmouth, NH 03801

Telephone Number: (603)430-5333

E-mail: pscoff@spragueenergy.com

Contact Person: Paul Scoff

Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the 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:

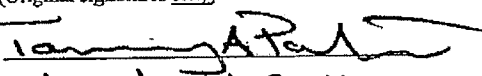
1. ☒ This business is not being formed in New Hampshire.
2. ☐ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

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): Axel Johnson Inc. its Sole Member
By Tammany A. Patrick its Secretary

Signature: 
Date signed: November 16, 2011

Name (print): _____

Signature: _____

Date signed: _____

Name (print): _____

Signature: _____

Date signed: _____