



185 International Drive
Portsmouth, New Hampshire 03801
(800) 225.1560

December 17, 2014

Executive Director NHPUC
21 South Fruit St, Suite 10
Concord, NH 03301

Re: Sprague Energy Solutions Inc. RI Puc 2006.02 Form for Initial Registration of Aggregators

Please find enclosed one (1) original and two (two) copies and a CD copy of the Application along with the \$250 filing fee. The application includes an index to the attachments.

If the Commission has any questions on our application or needs further information. Please contact me at 603-430-5302.

Sincerely,

A handwritten signature in black ink that reads "K. Battles".

Katherine Battles
Senior Corporate Counsel

Puc 2006.02 Form for Initial and Renewal Registration of Aggregators.

(a) The registration application required by Puc 2003.04(a) and Puc 2003.05(b) shall include the following:

- (1) The legal name of the applicant as well as any trade name(s) under which it intends to operate in this state; Sprague Energy Solutions Inc.
- (2) The applicant's business address, telephone number, e-mail address and website address, as applicable; 185 International Drive Portsmouth, NH 03801
- (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;

Mark Roberts, Managing Director
185 International Drive
Portsmouth, NH 03801
603-431-1000
mroberts@spragueenergy.com

- (4) The 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

Kathy Baker, Supervisor, Customer Care
185 International Drive Portsmouth, NH 03801
Telephone: 1-855-466-2842
Fax: 1-603-430-5324
E-Mail: power@spragueenergy.com

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

- (6) Description of the geographic areas of New Hampshire in which the applicant intends to provide service, consistent with Puc 2006.01(a)(10) above; 20 Puc 2000 All of New Hampshire

NEW HAMPSHIRE CODE OF ADMINISTRATIVE RULES

- (7) A statement that the applicant is not representing any supplier interest or a listing of any supplier interest the applicant intends to represent; and Not Applicable

- (8) Except as provided in 2003.04(e), payment of the required filing fee; and (see Exhibit B)

- (9) The signature of the applicant or its representative.

By submitting this application to the Commission, the Applicant verifies that all foregoing information included is true and correct.

Date of Application: 12-17-2014

Legal Name of Applicant: Sprague Energy Solutions Inc.

Signature of individual : K. Battles

Printed Name: Katherine Battles

Title: Sr. Corporate Counsel

Sprague Energy Solutions, Inc.

Application to New Hampshire Public Utilities Commission
**Puc 2006.02 Form for Initial and
Renewal Registration of Aggregators**

ATTACHMENTS

1. Exhibit A: Question 5, Authorization to do Business in New Hampshire From the Secretary of State
2. Exhibit B: Question 7, Payment of the Required Filing

Exhibit A:
“Authorization to do Business”

State of New Hampshire

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

Form 40
RSA 293-A:15.03

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 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 _____
Sprague Energy Solutions Inc.

SECOND: The name which it elects to use in New Hampshire is _____

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 07/07/2011 and
the period of its duration is Perpetual

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is _____
2 International Drive, Suite 200, Portsmouth, NH 03801

SIXTH: The name of its registered agent IN NEW HAMPSHIRE is _____
CT 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, N.H. 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).

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

State of New Hampshire
Form 40 - Application for Certificate of Authority 7 Page(s)



T1128431019

APPLICATION FOR CERTIFICATE OF AUTHORITY

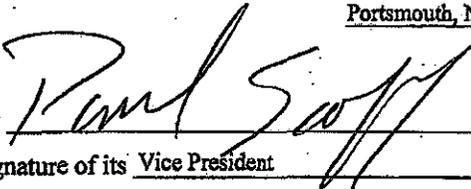
Form 40
(Cont.)

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>
<u>OFFICERS</u>		
Steven J Levy	President	2 International Drive, Suite 200 Portsmouth, NH 03801
Paul A Scoff	Vice President, Secretary	2 International Drive, Suite 200 Portsmouth, NH 03801
Kevin G. Henry	Treasurer	2 International Drive, Suite 200 Portsmouth, NH 03801
SEE ATTACHMENT		

DIRECTORS

Burton S. Russell	Director	2 International Drive, Suite 200 Portsmouth, NH 03801
Thomas F Flaherty	Director	2 International Drive, Suite 200 Portsmouth, NH 03801
Steven D Scammon	Director	2 International Drive, Suite 200 Portsmouth, NH 03801
SEE ATTACHMENT		

By 
Signature of its Vice President

Paul A. Scoff
Print or type name

Date signed: 9/29/2011

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 & SIGNED ORIGINAL, ORIGINAL CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

**Attachment to New Hampshire
Purpose Clause**

reseller of petroleum products and natural gas to end users Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of NH, incorporation.

Officers & Directors

- 1 Full Name: Kevin J Grant
Officer/Director: Officer
Officer's Title: Managing Director
Business Address: 2 International Drive, Suite 200
City: Portsmouth
State: NH
ZIP Code: 03801
- 2 Full Name: Burr J Mosher III
Officer/Director: Officer
Officer's Title: Managing Director
Business Address: 2 International Drive, Suite 200
City: Portsmouth
State: NH
ZIP Code: 03801
- 3 Full Name: Barry V Panicola
Officer/Director: Officer
Officer's Title: Managing Director
Business Address: 2 International Drive, Suite 200
City: Portsmouth
State: NH
ZIP Code: 03801
- 4 Full Name: Mark A Roberts
Officer/Director: Officer
Officer's Title: Managing Director
Business Address: 2 International Drive, Suite 200
City: Portsmouth
State: NH
ZIP Code: 03801
- 5 Full Name: Katherine K Battles

Officer/Director:

Officer

Officer's Title:

Assistant Secretary

Business Address:

2 International Drive, Suite 200

City:

Portsmouth

State:

NH

ZIP Code:

03801

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Full Name:

Joseph S Smith

Officer/Director:

Director

Officer's Title:

Business Address:

2 International Drive, Suite 200

City:

Portsmouth

State:

NH

ZIP Code:

03801

7

Full Name:

Brian W Weego

Officer/Director:

Director

Officer's Title:

Business Address:

2 International Drive, Suite 200

City:

Portsmouth

State:

NH

ZIP Code:

03801



October 6, 2011

Secretary of State
State of New Hampshire
107 N Main St.
Concord, NH 03301-4989

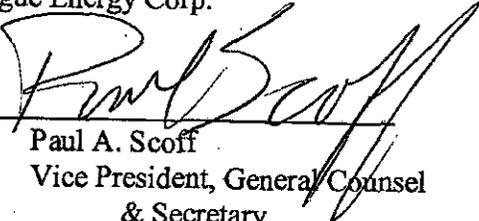
RE: Sprague Energy Solutions Inc.

To whom it may concern:

Please be advised that Sprague Energy Corp. has no objections to the registration and name of corporation of Sprague Energy Solutions Inc.

Sprague Energy Corp.

By:


Paul A. Scoff

Vice President, General Counsel
& Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRAGUE ENERGY SOLUTIONS 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2011.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPRAGUE ENERGY SOLUTIONS INC." WAS INCORPORATED ON THE SEVENTH DAY OF JULY, A.D. 2011.



5007282 8300

111055876

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9063072

DATE: 09-29-11

**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 Energy Solutions Inc.
Business Address (include city, state, zip): 2 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)

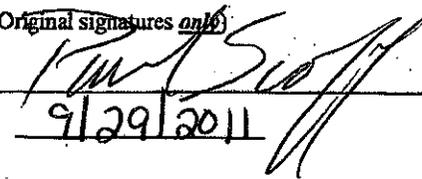
Name (print): Paul A. Scoff Signature: 
Date signed: 9/29/2011
Name (print): _____ Signature: _____
Date signed: _____
Name (print): _____ Signature: _____
Date signed: _____

EXHIBIT B:
"FILING FEE"