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The Public Utilities Commission of Ohio

Date Received	Case Number	Division
[illegible]	09-922-EL-AGG	August 2004

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). 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; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

RECEIVED-DOCKETING DIV
2009 OCT -8 PM 4:59
PUCO

A. APPLICANT INFORMATION

A-1 Applicant's legal name, address, telephone number and web site address

Legal Name Midwest Utility Consultants, Inc.
Address 5123 Romohr Road Cincinnati Ohio 45244
Telephone # (513) 831-2800 Web site address (if any) www.mucinc.com

A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Midwest Utility Consultants, Inc.
Address 5123 Romohr Road Cincinnati, Ohio 45244
Telephone # (513) 831-2800 Web site address (if any) www.mucinc.com

A-3 List all names under which the applicant does business in North America

Midwest Utility Consultants, Inc.

A-4 Contact person for regulatory or emergency matters

Name Patrick J. Maue
Title President

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician KDH Date Processed 10/8/09

Business address 5123 Romohr Road Cincinnati Ohio 45244
Telephone # (513) 831-2800 Fax # (513) 831-0505
E-mail address (if any) pat@mucinc.com

A-5 Contact person for Commission Staff use in investigating customer complaints

Name Patrick J. Maue
Title President
Business address 5123 Romohr Road Cincinnati Ohio 45244
Telephone # (513) 831-2800 Fax # (513) 831-0505
E-mail address (if any) pat@mucinc.com

A-6 Applicant's address and toll-free number for customer service and complaints

Customer Service address 5123 Romohr Road Cincinnati, Ohio 45244
Toll-free Telephone # (888) 321-2800 Fax # (866) 899-0505
E-mail address (if any) pat@mucinc.com

A-7 Applicant's federal employer identification number # 311613651

A-8 Applicant's form of ownership (check one)

- ☐ Sole Proprietorship
- ☐ Partnership
- ☐ Limited Liability Partnership (LLP)
- ☐ Limited Liability Company (LLC)
- ☒ Corporation
- ☐ Other _____

A-9 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

☒ **First Energy**				
☒ **Ohio Edison**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **Toledo Edison**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **Cleveland Electric Illuminating**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **Cincinnati Gas & Electric**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **Monongahela Power**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **American Electric Power**				
☐ **Ohio Power**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☐ **Columbus Southern Power**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial
☒ **Dayton Power and Light**	☒ Residential	☒ Commercial	☐ Mercantile	☒ Industrial

A-10 Provide the approximate start date that the applicant proposes to begin delivering services

As soon as certification is granted

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-11 **Exhibit A-11 "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-12 **Exhibit A-12 "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.

A-13 **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.

A-14 **Exhibit A-14 "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-15 **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

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 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 or wholesale electric services including aggregation services.

B-2 **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 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **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.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever 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 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ 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.

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 in 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 that 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 financial arrangements to conduct CRES 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 CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.

C-6 **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.

C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's 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 within the two most recent years preceding the application.

C-9 **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.

Patrick Mace President
Signature of Applicant & Title

Sworn and subscribed before me this 6th **day of** October, 2009
Month **Year**

Tricia A Louis
Signature of official administering oath

TRICIA A. LOUIS CSS
Print Name and Title

My commission expires on TRICIA A. LOUIS
Notary Public, State of Ohio
My Commission Expires Sept. 6, 2011

AFFIDAVIT

State of Ohio :

Cincinnati ss.
(Town)

County of Clermont :

Patrick Mave, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President (Office of Affiant) of Midwest Utility Consultants, Inc (Name of Applicant);

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

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification 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.

2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.

3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.

4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.

5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.

6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.

7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.

8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.

9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.

10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

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

Patrick Moore President
Signature of Affiant & Title

Sworn and subscribed before me this 6th day of October, 2009
Month Year

Tricia A. Louis
Signature of official administering oath

TRICIA A. LOUIS
Print Name and Title

My commission expires on TRICIA A. LOUIS
Notary Public, State of Ohio
My Commission Expires Sept. 6, 2011

A-11 Exhibit A-11 "Principal Officers, Directors and Partners"

Patrick J. Maue
President
Midwest Utility Consultants
5123 Romohr Road
Cincinnati, Ohio 45244
513-831-2800

A-12 Exhibit A-12 "Corporate Structure"

Midwest Utility Consultants is structured as an S Corporation and has three full time employees. Midwest has developed business relationships with several commission certified suppliers of both natural gas and electric in providing service under the Ohio Customer Choice Program.

Patrick J. Maue
President

Steve Evilsizor Utility Consultant	Kathy S. Belzer Operations Manager

A-13 Exhibit A-13 "Company History"

For over 15 years; Midwest Utility Consultants has been a professional cost recovery company specializing in solutions to reduce utility costs including electric; natural gas; water and sewer; storm water; waste removal; diesel and unleaded fuel; alarms; property taxes and commercial grade linens and mats. Other areas of specialization include telecommunications expenses including local telephone; long distance; wireless service; Voice over Internet Protocol (VoIP) and ISPs. With our shared savings fee structure, if we do not find any savings or refund opportunities to implement, we receive no fee compensation. Midwest Utility Consultants' fees are paid exclusively from implemented savings and/or refunds after the services or refunds are realized. Our structure is based on a 50/50 shared savings for four years with any ongoing savings going directly to the client.

A-14 <u>Exhibit A-14 "Articles of Incorporation and Bylaws"</u>

Please find Articles of Incorporation and Bylaws attached.

	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	7/31/1998	199816900650	ARF DOMESTIC ARTICLES/FOR PROFIT		85.00	0.00	0.00	0.00	0.00
				TOTAL	85.00	0.00	0.00	0.00	0.00

Return To:
MIDWEST UTILITY CONSULTANTS
90 N 5TH ST
BATAVIA, OH 45103-0000

cut along the dotted line

The State of Ohio
Certificate

Secretary of State - Bob Taft

1017108

It is hereby certified that the Secretary of State of Ohio has custody of the business records for MIDWEST UTILITY CONSULTANTS, INC. and that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC ARTICLES/FOR PROFIT	199816900650

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 27th day of May, A.D. 1998

Bob Taft
Bob Taft
Secretary of State

ARTICLES OF INCORPORATION

(Under Chapter 1701 of the Ohio Revised Code)
Profit Corporation

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. Of the Ohio Revised Code, do hereby state the following:

FIRST. The name of said corporation shall be:

Midwest Utility Consultants, Inc.

SECOND. The place in Ohio where its principal office is to be located is:

90 North Fifth Street ,Batavia , Clermont County, Ohio.

THIRD. The purpose(s) for which this corporation is formed is:

To provide customers with an analysis of their utility costs and recommend ways to reduce that cost

All other legal activities

FOURTH The number of shares which the corporation is authorized to have outstanding is:

850 Shares
Common Stock
No Par Value

IN WITNESS WHEREOF, we have hereunto, subscribed our names, this 19 day of May, 1998

By Patrick Maue, Incorporator
Patrick Maue

By _____, Incorporator

By _____, Incorporator

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____ Midwest Utility Consultants, Inc., hereby appoint Patrick Maue _____ to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

90 North Fifth Street

Batavia , Ohio 45103

Patrick Maue
(Incorporator)

_____
(Incorporator)

_____
(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Patrick Maue _____, named herein as the statutory agent for Midwest Utility Consultants, Inc. hereby acknowledges and accepts the appointment of statutory agent for said corporation

Patrick Maue
Statutory Agent

BY-LAWS

OF

ARTICLE I - OFFICES

The principal office of the corporation in the State of Ohio shall be located in the City of Batavia County of Clermont. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING.

The annual meeting of the stockholders shall be held on the 15th day of April in each year, beginning with the year 1999 at the hour 10:00 o'clock A.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors, and shall be called by the president at the request of the holders of not less than per cent of all the outstanding shares of the corporation entitled to vote at the meeting.

3. PLACE OF MEETING.

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate

any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 2 nor more than 30 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, 2 days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least 2 days immediately preceding such meeting. In lieu of closing the stock transfer books, the directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than 2 days and, in case of a meeting of stockholders, not less than 1 days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders

has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least 30 days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of 10 days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM.

At any meeting of stockholders 51% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person or by

proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

10. ORDER OF BUSINESS.

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

2. NUMBER, TENURE AND QUALIFICATIONS.

The number of directors of the corporation shall be . Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS.

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS.

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE.

Notice of any special meeting shall be given at least 3 days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM.

At any meeting of the directors 51% shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. NUMBER.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

5. PRESIDENT.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the stockholders and of the directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall

perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. VICE-PRESIDENT.

In the absence of the president or in event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

7. SECRETARY.

The secretary shall keep the minutes of the stockholders' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

8. TREASURER.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

9. SALARIES.

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the directors may select.

ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. CERTIFICATES FOR SHARES.

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the

former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the directors may prescribe.

2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year.

ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, ''Corporate Seal''.

ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the stockholders representing a majority of all the shares issued and outstanding, at any annual stockholders' meeting or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

A-15 Exhibit A-15 "Secretary of State"

Please find a copy of the Secretary of State Certificate attached.

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

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show MIDWEST UTILITY CONSULTANTS, INC., an Ohio corporation, Charter No. 1017108, having its principal location in Batavia, County of Clermont, was incorporated on May 27, 1998 and is currently in GOOD STANDING upon the records of this office.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of October, A.D. 2009

Ohio Secretary of State

Validation Number: V2009274020920

B-1 Exhibit B-1 "Jurisdictions of Operation"

Midwest Utility Consultants in not currently certified in any other jurisdiction.

B-2 Exhibit B-2 "Experience and Plans"

Midwest Utility Consultants has been providing natural gas and electric alternatives to its clients since 1994 and has developed a standard professional Billing and Monitoring Agreement that it uses with its clients. All new interactions with prospects occur as a result of recommendations and testimonials from existing clients. Midwest Utility Consultants works as the liaison between the client and the natural gas and/or electric service provider. Midwest Utility Consultants explains all verbiage within the providers' agreement and will negotiate pricing on behalf of the client. Any questions, comments or complaints about the service are also facilitated by Midwest Utility Consultants. Clients can reach members of the Midwest Utility Consultants team either by telephone; fax or email.

B-3 Exhibit B-3 "Summary of Experience"

Patrick Maue has over 15 years experience in the utility consultation field and has facilitated the negotiation of agreements for over 100 of the company's natural gas clients including industrial; commercial and non-profit. As a professional cost recovery company specializing in solutions to reduce utility costs including electric; natural gas; water and sewer; storm water; waste removal; diesel and unleaded fuel; alarms; property taxes and commercial grade linens and mats. Other areas of specialization include telecommunications expenses including local telephone; long distance; wireless service; Voice over Internet Protocol (VoIP) and ISPs. With our shared savings fee structure, if we do not find any savings or refund opportunities to implement, we receive no fee compensation. Midwest Utility Consultants' fees are paid exclusively from implemented savings and/or refunds after the services or refunds are realized. Our structure is based on a 50/50 shared savings for four years with any ongoing savings going directly to the client. Mr. Maue intends to continue to be very focused on industrial; commercial and non-profit clients by identifying their natural gas and electric requirements and matching those requirements with available resources from natural gas and electric providers certified by the Commission. Midwest Utility Consultants intends to continue to provide consulting services to retail end-user clients with the granting of the Application.

Midwest Utility Consultants
Patrick J. Maue

B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations"

There are no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matters that could adversely affect Midwest Utility Consultants financial or operational status or ability to provide services that it is seeking to be certified to provide.

B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations"

Not-applicable

B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension or Revocation"

Not-applicable

C-1 Exhibit C-1 "Annual Reports"

Midwest Utility Consultants is a privately held company and is not required to develop and release an Annual Report.

C-2 Exhibit C-2 "SEC Filings"

Midwest Utility Consultants is a privately held company and does not develop or file reports with the Securities and Exchange Commission.

Midwest Utility Consultants
Patrick J. Maue

C-3 Exhibit C-3 "Financial Statements"

The response to this request requires that Midwest Utility Consultants disclose privileged and confidential information. Midwest Utility Consultants has filed this information Under Seal in accordance with its Motion for Protective Order and Memorandum in Support Thereof filed contemporaneously with this Application.

Midwest Utility Consultants
Patrick J. Maue

C-4 Exhibit C-4 "Financial Arrangements"

Midwest Utility Consultants relies on no outside financial arrangements to conduct its business as a utility consulting firm and does not take title to trade energy. Midwest Utility Consultants maintains a business checking account at Park National Bank in Eastgate, Ohio and a business credit card with American Express.

C-5 Exhibit C-5 "Forecasted Financial Statements"

The response to this request requires that Midwest Utility Consultants disclose privileged and confidential information. Midwest Utility Consultants has filed this information Under Seal in accordance with its Motion for Protective Order and Memorandum in Support Thereof filed contemporaneously with this Application.

Midwest Utility Consultants
Patrick J. Maue

C-6 Exhibit C-6 "Credit Rating"

Midwest Utility Consultants does not possess a published credit rating.

C-7 Exhibit C-7 "Credit Report"

None to report.

C-8 Exhibit C-8 "Bankruptcy Information"

Midwest Utility Consultants and its principal officer have not been involved in reorganizations, protection from creditors or any other form of bankruptcy filings.

C-9 Exhibit C-9 "Merger Information"

Midwest Utility Consultants has not been involved in any corporate dissolution, merger or acquisition.