

FILE **GDF SUEZ**

26  
11-5466-EL-CRS

NC  
October 7, 2011

**VIA FEDERAL EXPRESS**  
**PUBLIC UTILITIES COMMISSION OF OHIO**  
Attn: Docketing Division, 13<sup>th</sup> Floor  
180 East Broad Street  
Columbus, Ohio 43215

**RE: RETAIL ELECTRIC POWER MARKETERS APPLICATION – CRES APPLICATION (COMPETITIVE RETAIL ELECTRIC SUPPLIER)**

**APPLICANT: GDF SUEZ RETAIL ENERGY SOLUTIONS LLC, D/B/A THINK ENERGY**

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Pursuant to Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code, GDF Suez Retail Energy Solutions, LLC (GSRES) hereby submits its Application to become a licensed CRES (Competitive Retail Electric Supplier) to Supply Electricity to the Public in the State of Ohio. Enclosed for filing, please find the following: one (1) original notarized form and ten (10) copies of the GSRES Application.

In accordance with the regulations Ohio Administrative Code, GSRES will notify the Commission immediately of any material change in the information provided in this license application. Please note that GSRES has identified the information that it requests be prohibited from public disclosure by labeling such documentation as "CONFIDENTIAL." For filing, please find one (1) original and one (1) copy of the enclosed: Motion for Protective Order; Memorandum in Support of Protective Order; and Proposed Protective Order. GSRES moves for protection for specific information requested in connection with its Retail Electric Power Marketers Application. Please file stamp one (1) copy and return to GSRES.

Applicant respectfully requests that this application review process be expedited to the extent possible, as applicant is a newly-formed entity that is wholly-owned by GDF Suez Energy Resources NA, Inc., (GSERNA) an active participant in the State of Ohio retail market serving large commercial and industrial customers under license no. 04-118, issued 7/25/2004. GSRES is a newly-formed subsidiary, established to serve the small commercial market in the State of Ohio beginning early 2012. GSRES will begin flight testing and system integration for serving the OH market in the upcoming months. Please do not hesitate to contact me with any questions or to request additional information that may assist in expediting this process.

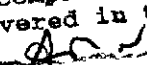
Thank you in advance for your assistance.

Regards,



Naveen Rabie  
Counsel

Email: Naveen.rabie@gdfsuezna.com  
Office: 713-636-1607  
Fax: 713-636-1601

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  Date Processed OCT 14 2011

RECEIVED DOCKETING DIV  
2011 OCT 14 PM 12:47  
PUCO



*The Public Utilities Commission of Ohio*

NC

PUCO USE ONLY		
Date Received	11-5466	Version
	-EL-CRS	August 2004

## **CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS**

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

### **A. APPLICANT INFORMATION**

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

- |   |                                       |
|---|---------------------------------------|
| <input type="checkbox"/> Retail Generation Provider | <input type="checkbox"/> Power Broker |
| <input checked="" type="checkbox"/> Power Marketer  | <input type="checkbox"/> Aggregator   |

#### **A-2 Applicant's legal name, address, telephone number and web site address**

Legal Name GDF Suez Retail Energy Solutions LLC d/b/a "Think Energy"  
Address 1990 Post Oak Blvd, Suite 1900, Houston, Texas 77056  
Telephone # (713) 638-0000 Web site address (if any) www.gdfsuezna.com

#### **A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio**

Legal Name GDF Suez Retail Energy Solutions LLC d/b/a "Think Energy"  
Address 1990 Post Oak Blvd, Suite 1900, Houston, Texas 77056  
Telephone # (713) 638-0000 Web site address (if any) www.gdfsuezna.com

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

GDF Suez Retail Energy Solutions  
Think Energy  
\_\_\_\_\_  
\_\_\_\_\_

**A-5 Contact person for regulatory or emergency matters**

Name Jason Austin  
Title Vice President and General Counsel  
Business address 1990 Post Oak Blvd, Suite 1900, Houston, Texas 77056  
Telephone # (713) 636-1742 Fax # (713) 636-1601  
E-mail address (if any) jason.austin@gdfsuezna.com

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

Name Jason Austin  
Title Vice President and General Counsel  
Business address 1990 Post Oak Blvd, Suite 1900, Houston, Texas 77056  
Telephone # (713) 636-1742 Fax # (713) 636-1601  
E-mail address (if any) jason.austin@gdfsuezna.com

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

Customer Service address 1990 Post Oak Blvd, Suite 1900, Houston, Texas 77056  
Toll-free Telephone # (866) 252-0078 Fax # (713) 636-1601  
E-mail address (if any) \_\_\_\_\_

**A-8 Applicant's federal employer identification number # 352408190**

**A-9 Applicant's form of ownership (check one)**

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

**A-10 (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).**

- |  |                                      |  |                                     |                                     |
|--|--------------------------------------|--|-------------------------------------|-------------------------------------|
| <input checked="" type="checkbox"/> <b>First Energy</b>                    |                                      |  |                                     |                                     |
| <input checked="" type="checkbox"/> <b>Ohio Edison</b>                     | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Toledo Edison</b>                   | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Cleveland Electric Illuminating</b> | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Cincinnati Gas &amp; Electric</b>   | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>Monongahela Power</b>               | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> <b>American Electric Power</b>         |                                      |  |                                     |                                     |
| <input checked="" type="checkbox"/> <b>Ohio Power</b>                      | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |

<input checked="" type="checkbox"/> Columbus Southern Power	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Dayton Power and Light	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial

A-11 Provide the approximate start date that the applicant proposes to begin delivering services

July 1, 2012

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

Attached.

A-13 **Exhibit A-13 "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 in North America.

Attached.

A-14 **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.

Attached.

A-15 **Exhibit A-15 "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.

Attached.

A-16 **Exhibit A-16 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

Attached.

## 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.

Attached.

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.

Attached.

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

Attached.

- B-4** **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

Attached.

- B-5** **Exhibit B-5 "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.

Attached.

- B-6** 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-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

- B-7** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No      ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-7 "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.

Attached.

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

- 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.

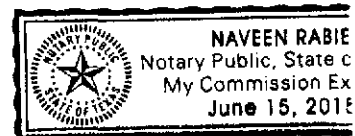
Attached.

#### **D. APPLICANT TECHNICAL CAPABILITY**

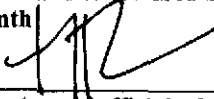
PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- D-1 **Exhibit D-1 "Operations"** provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.
- D-4 **Exhibit D-4 "FERC Power Marketer License Number,"** provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

 General Manager  
Signature of Applicant and Title



Sworn and subscribed before me this 21<sup>st</sup> day of SEPT, 2011  
Month Year

  
Signature of official administering oath

Naveen Rabie  
Print Name and Title

My commission expires on June 15, 2015

# **AFFIDAVIT**

State of Texas :

\_\_\_\_\_ ss.  
(Town)

County of Harris :

Deena Morgan, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the General Manager (Office of Affiant) of GDF Suez Retail (Name of Applicant);  
Energy Solutions LLC

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

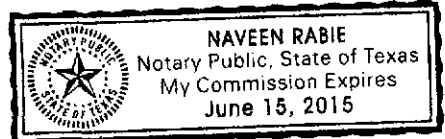
1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.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

*AG Morgan* - General Manager  
Signature of Affiant & Title



Sworn and subscribed before me this 24<sup>th</sup> day of SEPT., 2011  
Month Year

*NR*  
Signature of official administering oath

Naveen Rabie, Notary Public  
Print Name and Title

My commission expires on June 15, 2015



**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**A-12 Exhibit A-12 "Principal Officers, Directors & Partners"**

*Names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, other similar officials*

GDF Suez Retail Energy Solutions, LLC is a single member-managed LLC, wholly-owned subsidiary of GDF Suez Energy Resources NA, Inc. The Officers of the parent company, GDF Suez Energy Resources NA, Inc. are:

**Officers:**

Robert Wilson, President and CEO  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Robert.wilson@gdfsuezna.com

Craig Sutter, Sr. Vice President, Sales  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Craig.sutter@gdfsuezna.com

Patrick Gaussent, Vice President and Treasurer  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Patrick.Gaussent@gdfsuezna.com

Jason Austin, Vice President and General Counsel  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Jason.Austin@gdfsuezna.com

Brenda Bayer, Vice President and Asst. Treasurer  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Brenda.bayer@gdfsuezna.com

David Coffman, Vice President  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
David.coffman@gdfsuezna.com

Jay Harpole, Vice President Supply  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Jay.harpole@gdfsuezna.com

Salvatore Nicotra, Vice President Business Control  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Cecilia.heilmann@gdfsuezna.com

Rachel W. Kilpatrick, Vice President  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Rachel.kilpatrick@gdfsuezna.com

Zin Smati, Vice President  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Zin.smati@gdfsuezna.com

Naveen Rabie, Assistant Secretary  
1990 Post Oak Blvd, Suite 1900  
Houston, Texas 77056  
Tel. 713-636-1100  
Fax: 713-636-1601  
Naveen.rabie@gdfsuezna.com

**GDF SUEZ**

**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**A-16 Exhibit A-16 "Secretary of State**

*Evidence that the applicant has registered with the Ohio Secretary of the State.*

**\*201112600156\***

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/08/2011	201112600156	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	100.00	.00	.00	.00

**Receipt**

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

UNISEARCH, INC.  
4694 CEMETERY RD  
PMB 217  
HILLIARD, OH 43026

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2018277**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC**

and, that said business records show the filing and recording of:

Document(s)

**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):

**201112600156**



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 4th day of May, A.D.  
2011.

*Jon Husted*

Ohio Secretary of State



Prescribed by:  
The Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us  
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
<input checked="" type="radio"/> Expedite	PO Box 1390 Columbus, OH 43216 ** Requires an additional fee of \$100**
<input type="radio"/> Non Expedite	PO Box 870 Columbus, OH 43216

**REGISTRATION OF A FOREIGN  
LIMITED LIABILITY COMPANY**  
Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Registration of a Foreign For-Profit Limited Liability Company (108-LFA) ORC 1706	(2) <input type="checkbox"/> Registration of a Foreign Nonprofit Limited Liability Company (108-LFA) ORC 1706
State of Organization <u>DELAWARE</u>	State of Organization _____
Date of Formation <u>4/18/2011</u>	Date of Formation _____

Name of limited liability company in its state of organization: <u>GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC</u>		
Name under which the foreign limited liability company desires to transact business in Ohio (if different from its home-state name) is:  Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd."		
<input type="checkbox"/> Check here if additional provisions are attached		
The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:		
<u>CLAUDIA SANTOS</u> Name		
<u>1990 POST OAK BLVD., STE. 1900</u> Street Address / P.O. Box Address		
<u>HOUSTON</u> City	<u>TEXAS</u> State	<u>77066</u> Zip code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

Capitol Corporate Services, Inc.

Name

4568 Mayfield Road, Suite 204

Mailing Address

Cleveland

City

Ohio

State

44121

Zip Code

☐

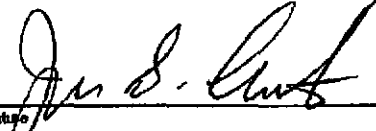
If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

**REQUIRED**

Articles and original appointment of agent must be (signed) by a member manager or other representative.



Signature

4/28/2011

Date

GDF SUEZ ENERGY RESOURCES NA, INC.

Print Name

Signature

Date

Print Name

Signature

Date

Print Name

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GDF SUEZ RETAIL ENERGY SOLUTIONS, 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 THIRD DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF APRIL, A.D. 2011.

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

4970172 8300

110484206

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8733870

DATE: 05-03-11

**\*201122800104\***

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
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**Receipt**

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

UNISEARCH, INC.  
4694 CEMETERY RD  
PMB 217  
HILLIARD, OH 43026

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2040658**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THINK ENERGY**

and, that said business records show the filing and recording of:

Document(s)

**FICTITIOUS NAME/ORIGINAL FILING**

Expiration Date: 08/15/2016

Document No(s):

**201122800104**

GDF SUEZ RETAIL ENERGY  
SOLUTIONS, LLC  
1990 POST OAK BLVD.  
SUITE 1900  
HOUSTON, TX 77056



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 15th day of August, A.D.  
2011.

*Jon Husted*

Ohio Secretary of State





Form 534A Prescribed by the:  
Ohio Secretary of State

Central Ohio: (614) 466-3810  
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us  
Busserv@sos.state.oh.us

Expedite this form: (select one)  
Mail form to one of the following:

☒ Expedite  
Level 1  
--- Requires an additional fee of \$100 ---  
☐ Non Expedite  
PO Box 1390  
Columbus, OH 43216  
PO Box 870  
Columbus, OH 43216

**NAME REGISTRATION**  
**Filing Fee \$50**

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> Trade Name (167-RNO)  Date of first use: _____	<input checked="" type="checkbox"/> Fictitious Name (169-NFO)
--	--

Name being registered or reported:	<u>THINK ENERGY</u>
Name of the Registrant:	<u>GDF SUEZ RETAIL ENERGY SOLUTIONS, LLC</u>
NOTE: If the registrant is a foreign corporation licensed in Ohio under an assumed name, provide the assumed name and the name as registered in its jurisdiction of formation.	
The Registrant is a(n): (Check only one (1) box)	

- |  |   |
|--|---|
| <input type="checkbox"/> Individual  | <input type="checkbox"/> Unincorporated Association |
| <input type="checkbox"/> Partnership<br>Registration #, if any _____                           | <input type="checkbox"/> Professional Association   |
| <input type="checkbox"/> Limited Partnership<br>Registration # _____                           | <input type="checkbox"/> Other                      |
| If foreign, Jurisdiction of Formation _____  |   |
| <input type="checkbox"/> Limited Liability Partnership<br>Registration # _____                 |   |
| If foreign, Jurisdiction of Formation _____  |   |
| <input checked="" type="checkbox"/> Limited Liability Company<br>Registration # <u>2018277</u> |   |
| If foreign, Jurisdiction of Formation <u>Delaware</u>  |   |
| <input type="checkbox"/> Ohio Corporation<br>Charter # _____                                   |   |
| <input type="checkbox"/> Foreign Corporation<br>Ohio license # _____                           |   |
| Jurisdiction of Formation _____  |   |

RECEIVED  
SECRETARY OF STATE  
2011 AUG 15 PM 1:32  
CLIENT SERVICE CENTER

**All registrants must complete the information in this section**

Business address: 1990 Post Oak Blvd., Suite 1900  
Mailing Address  
Houston TX 77056  
City State Zip Code

The general nature of the business conducted by the registrant:  
SALE OF RETAIL ENERGY

**Complete the information in this section if registrant is a partnership not registered in Ohio**

Provide the name and address of at least one general partner:

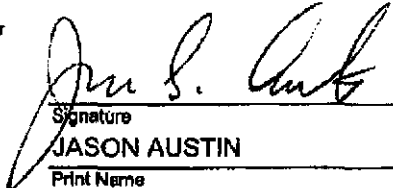
Name	Address
_____	_____
_____	_____
_____	_____

NOTE: Pursuant to OAG 89-081, if a general partner is a foreign corporation, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation licensed in Ohio under an assumed name, please provide the assumed name and the name as registered in its jurisdiction of formation.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**REQUIRED**

Must be authenticated  
(signed) by the registrant or  
an authorized  
representative

  
Signature  
JASON AUSTIN  
Print Name

8/10/2011

Date

Signature

Date

Print Name

## **GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer in the State of Ohio by the Public Utilities Commission of Ohio**

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### **B-3 Exhibit B-3 - Summary of Experience**

*A concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).*

Applicant has not yet begun serving as a retail supplier, but is in the process of obtaining all required licensing to launch its retail business in Q4 2011. GDF Suez Energy Resources NA, Inc., parent company and sole managing member of Applicant, currently provides risk-managed electric energy supply to commercial and industrial customers as a licensed retail electric supplier in Connecticut, Delaware, Illinois, Texas, New York, New Jersey, Maryland, Maine, Massachusetts, Pennsylvania, the District of Columbia, and Ohio. It serves approximately 4,500 businesses and 60,000 accounts in the United States. Applicant is formed to manage the small commercial market for GDF Suez Energy Resources NA, Inc. Applicant will operate as a licensed complete retail electric supplier in the States listed above and will focus of marketing to and serving the small commercial market in these states.

**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**B-4 Exhibit B-4 - Environmental Disclosure**

*A detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.*

Applicant is applying for certification as a Power Marketer. Applicant does not own generation facilities and will be not generating the power is sells to the retail market. Applicant hedges its portfolio of purchases through long term and short term power purchase agreements with wholesale suppliers. Applicant will comply with the environmental disclosure requirements as it obtains customers and can identify, when possible, environmental information from generating units, generating systems or systems selling power.

In completion of its annual and quarterly environmental disclosures, Applicant will identify supply of electricity, environmental data, and fuel mix by utilizing the ISO system mix data for the reporting of actual and projected data and will include in its disclosures that "the generation of the electric energy product involves the use of 100% of unknown purchased resources."

Applicant will purchase RECs as a means of complying, in part or whole, with a renewable energy resource benchmark under the state's alternative energy portfolio standard requirements. Applicant will annually project its environmental disclosure data for the current calendar year. Applicant will make quarterly comparisons of actual to projected environmental disclosure data. This environmental disclosure data will be published according to the following schedule: January – disclose projected data for current calendar year; March – disclose actual data for the prior calendar year, compared to projected data for prior calendar year; June – disclose actual data for the period January through March of current year, compared to projected data for current calendar year; September – disclose actual data for the period January through June of current year, compared to projected data for current calendar year; December – disclose actual data for the period January through September of current year, compared to projected data for current calendar year.

Applicant's environmental disclosure labels will include: (a) A pie chart shall be provided which illustrates on a percentage basis the various generation resources used in the generation of the power offered under the contract (b) A table which illustrates the typical environmental characteristics associated with the generation resource categories (c) The product-specific air emissions in a bar chart, along with a regional average emission reference. (d) The figures reflecting the generation of radioactive wastes.



**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**B-5 Exhibit B-5 - Disclosure of Liabilities and Investigations**

*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.*

None.



**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**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.*

Neither Applicant nor its parent company is required to file reports with the SEC because GDF Suez Energy North America is a privately held corporation.



**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**C-4 Exhibit C-4 - Financial Arrangements**

*Copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.).*

None.

**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**C-8 Exhibit C-8 - Bankruptcy Information**

*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.*

None.





**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**C-9 Exhibit C-9 - Merger Information**

*A statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.*

None.

**GDF Suez Retail Energy Solutions, LLC - Certification Application for Retail Power Marketer  
in the State of Ohio by the Public Utilities Commission of Ohio**

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**D-4 Exhibit D-4 - FERC Power Marketer License Number**

*A statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only.)*

Not applicable, Applicant will not be engaging in transactions that require a FERC power marketer license.