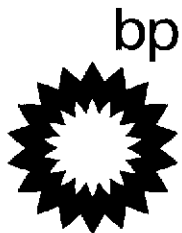


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72



RECEIVED-DOCKETING DIV

2011 DEC -6 AM 11:03

PUCO

Matthew J. Galosi
Director, Origination
201 Helios Way
Houston, TX 77079
713-323-4938

December 5, 2011

Public Utilities Commission of Ohio
Docketing Division, 13th Floor
180 East Broad Street
Columbus, Ohio 43215-3793

Re: BP Energy Company - Competitive Retail Natural
Gas Suppliers Certification Application

Dear Madam or Sir:

Please find enclosed for processing one (1) original and ten (10) copies of BP Energy
Company's Certification Application for the Competitive Retail Natural Gas Supplier license.

Should you have any questions or require additional information, please contact me at
(713) 323-4938.

Best regards,

A handwritten signature in cursive script, appearing to read "Matthew J. Galosi".

Matthew J. Galosi
Director, Mid Atlantic Origination

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 SM Date Processed DEC 6 2011



The Public Utilities Commission of Ohio

CERTIFICATION FILING INSTRUCTIONS COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

- I. ***Where to File:*** Applications should be sent to: Public Utilities Commission of Ohio (PUCO or Commission), Docketing Division, 13th Floor, 180 East Broad Street, Columbus Ohio 43215-3793.
- II. ***What to File:*** Applicant must submit one original notarized application signed by a principal officer and ten copies, including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. *For example, Exhibit A-15 should be marked "Exhibit A-15 - Corporate Structure."* All pages should be numbered and attached in a sequential order.
- III. ***Which Forms to File:*** In order to supply competitive retail natural gas service (CRNGS), all suppliers are required to become certified by the Public Utilities Commission of Ohio. The information one must file, however, differs depending on the type of CRNGS that the applicant will provide. For example, a broker and/or aggregator will not file the same information as a competitive retail natural gas marketer applicant. Because a qualifying marketer may also qualify as a broker and/or aggregator, the marketer applicant may, when applying for competitive retail natural gas marketer certification, use the form provided for competitive retail natural gas suppliers to also apply for broker and/or aggregator certification. Checkboxes are provided on the form to indicate desired status.

A summary of CRNGS definitions (from the Commission's certification rules) is provided below to help applicants determine which application form to use. Three separate application forms are provided, one each for the following services.

- ***Competitive Retail Natural Gas Supplier (Marketer, Broker, Aggregator)***
- ***Competitive Retail Natural Gas Broker/Aggregator***
- ***Ohio Natural Gas Governmental Aggregator***

IV. *Certified Entity Service Definitions:*

Competitive Retail Natural Gas Service - any retail natural gas service that may be competitively offered to consumers in this state.

Competitive Retail Natural Gas Supplier - a person that is engaged in a for-profit or not-for-profit basis in the business of supplying or arranging for the supply of a CRNGS to consumers in this state that are not mercantile customers. "Retail natural gas supplier" includes a marketer, broker, or aggregator, but excludes a natural gas company, a governmental aggregator, a billing or collection agent, and a producer or gatherer of gas that is not a natural gas company.

Competitive Retail Natural Gas Marketing Service – assuming the contractual and legal responsibility for the sale and provision of CRNGS to a retail natural gas customer in this state and having title to natural gas at some point during the transaction.

Competitive Retail Natural Gas Brokerage Service – assuming the contractual and legal responsibility for the sale and/or arrangement for the supply of CRNGS to a retail customer in this state without taking title to the natural gas.

Competitive Retail Natural Gas Broker - a person who provides retail natural gas brokerage service.

Competitive Retail Natural Gas Aggregation Service - combining the natural gas load of multiple retail residential customers or small commercial customers via an agreement with the customers for the purpose of purchasing retail natural gas service on an aggregated basis.

Competitive Retail Natural Gas Aggregator - a person who contracts with customers to combine the customers' natural gas load for the purposes of purchasing CRNGS on an aggregated basis.

Natural Gas Governmental Aggregator - The legislative authority of a municipal corporation, the board of township trustees, or a board of county commissioners acting exclusively under Section 4929.26 or 4929.27 of the Revised Code as an aggregator for the provision of CRNGS. For the purposes of this definition, "governmental aggregator" specifically excludes a municipal corporation acting exclusively under Section 4 of Article XVIII, Ohio Constitution, as an aggregator for the provision of CRNGS.

- V. ***Application Form:*** The application form is available on the PUCO Web site, www.puco.ohio.gov or directly from the Commission located at: Public Utilities Commission of Ohio, Docketing Division, 13th Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.
- VI. ***Confidentiality:*** If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must still provide that privileged and confidential information (*separately filed and appropriately marked*). Applicant must fully support any request to maintain the confidentiality of the information it believes to be confidential or proprietary in a motion for protective order, filed pursuant to Rule 4901:1-1-24 of the Ohio Administrative Code.
- VII. ***Commission Process for Certification Approval:*** An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form, typewritten, in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete will cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, the competitive retail natural gas service (CRNGS) supplier's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-27-09 of the Ohio Administrative Code.

CRNGS suppliers shall inform the Commission of any material change to the information supplied in a certification application within thirty (30) days of such material change in accordance with Rule 4901:1-27-10 of the Ohio Administrative Code.

VIII. *Contractual Arrangements for Capability Standards:* If the applicant is relying upon contractual arrangements with a third-party, to meet any of the certification requirements, the applicant must provide with its application all of the following:

- The legal name of any contracted entity;
- A statement that a valid contract exists between the applicant and the third-party;
- A detailed summary of the contract(s), including all services provided thereunder; and
- The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

IX. *Governing Law:* The certification/renewal of CRNGS suppliers is governed by Chapters 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and Section 4929.20 of the Ohio Revised Code.



BP Energy Company

PUCO USE ONLY – Version 1.07

Date Received	Case Number	Certification Number
	11-5868	- GA-CRS

CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - 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, 13th Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☐ Retail Natural Gas Aggregator ☐ Retail Natural Gas Broker ☒ Retail Natural Gas Marketer

A-2 Applicant information:

Legal Name BP Energy Company
Address 201 Helios Way; Houston, TX 77079
Telephone No. 713-323-2000 Web site Address www.bp.com

A-3 Applicant information under which applicant will do business in Ohio:

Name BP Energy Company
Address 201 Helios Way; Houston, TX 77079
Web site Address www.bp.com/modularhome.do?categoryId=4190&contentId=3050875 Telephone No. 713-323-2000

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

BP Energy Company BP Canada Energy Marketing Company
BP Corporation North America Inc. IGI Resources, Inc.

A-5 Contact person for regulatory or emergency matters:

Name Rhonda Denton Title Regulatory Advisor
Business Address 201 Helios Way; Houston, TX 77079
Telephone No. 713-323-1653 Fax No. 713-323-7454 Email Address rhonda.denton@bp.com

BP Energy Company

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

Name Rhonda Denton Title Regulatory Advisor
Business address 201 Helios Way; Houston, TX 77079
Telephone No. 713-323-1653 Fax No. 713-323-7454 Email Address rhonda.denton@bp.com

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

Customer service address 201 Helios Way; Houston, TX 77079
Toll-Free Telephone No. 1-866-955-4553 Fax No. 713-323-7455 Email Address bpenergycompany@bp.com

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name Ben Moore Title Director, Origination
Business address 8623-A Tyler Boulevard; Mentor, OH 44060
Telephone No. 440-255-8100 Fax No. 866-330-3593 Email Address ben.moore2@bp.com

A-9 Applicant's federal employer identification number 36-3421804

A-10 Applicant's form of ownership: (Check one)

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

A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

BP Energy Company			
<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input type="checkbox"/> Dominion East Ohi	<input type="checkbox"/> Residential	<input type="checkbox"/> Small Commercial	<input type="checkbox"/> Large Commercial / Industrial
<input type="checkbox"/> Duke Energy Ohi	<input type="checkbox"/> Residential	<input type="checkbox"/> Small Commercial	<input type="checkbox"/> Large Commercial / Industrial
<input type="checkbox"/> Vectren Energy Delivery of Ohio	<input type="checkbox"/> Residential	<input type="checkbox"/> Small Commercial	<input type="checkbox"/> Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

BP Energy Company

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	April 1, 2012
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date	
<input type="checkbox"/>	Duke Energy Ohio	Intended Start Date	
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "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-15 Exhibit A-15 "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 natural gas or electricity to customers in North America.
- A-16 Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 Exhibit A-17 "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-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION 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 current 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 natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

BP Energy Company

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has 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 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ 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.

SECTION 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, labeled as 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 whether 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 current financial arrangements to conduct competitive retail natural gas service (CRNGS) 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 CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current 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 current credit report from Experian, 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 since applicant last filed for certification.
- 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, or at any time as a participant in the Ohio Natural Gas Choice programs.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- D-2 Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

Frank Vukobratovic

Vice President

Sworn and subscribed before me this

5th

day of

December

Month

2011

Year

Annie Frazier

Signature of official administering oath

Annie Frazier

Print Name and Title

My commission expires on

4/3/14





BP Energy Company
The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
 Affidavit Form
 (Version 1.07)

In the Matter of the Application of)

BP Energy Company)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. - -GA-CRS

County of Harris
 State of Texas

Frank Vickers

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

Frank Vickers

Vice President

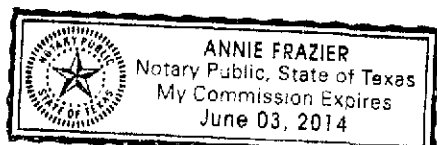
Sworn and subscribed before me this 5th day of December Month 2011 Year

Signature of Official Administering Oath

[Signature]

Print Name and Title

Annie Frazier



My commission expires on

6/3/14

(CRNGS Supplier -Version 1.07) Page 7 of 7

Exhibit A-14
Principal Officers, Directors and Partners

Name	Title	Phone Number	Address
Herbert Steven Vogel	President	281-366-2000	201 Helios Way, Houston, TX 77079
Linda M. Berger	Chief Financial Officer	281-366-2000	201 Helios Way, Houston, TX 77079
Orlando A. Alvarez	Vice President	281-366-2000	201 Helios Way, Houston, TX 77079
Frank Vickers	Vice President	281-366-2000	201 Helios Way, Houston, TX 77079

This list represents the relevant officers who will have knowledge of this application. If additional information is needed, please contact us directly.

Exhibit A-15 Corporate Structure

BP Energy Company (BPEC), is a subsidiary of BP Corporation North America (BPCNA) and the ultimate parent company is BP plc.

Other affiliates that supply retail or wholesale gas or electricity include BP Canada Energy Marketing Corp. and IGI Resources, Inc.

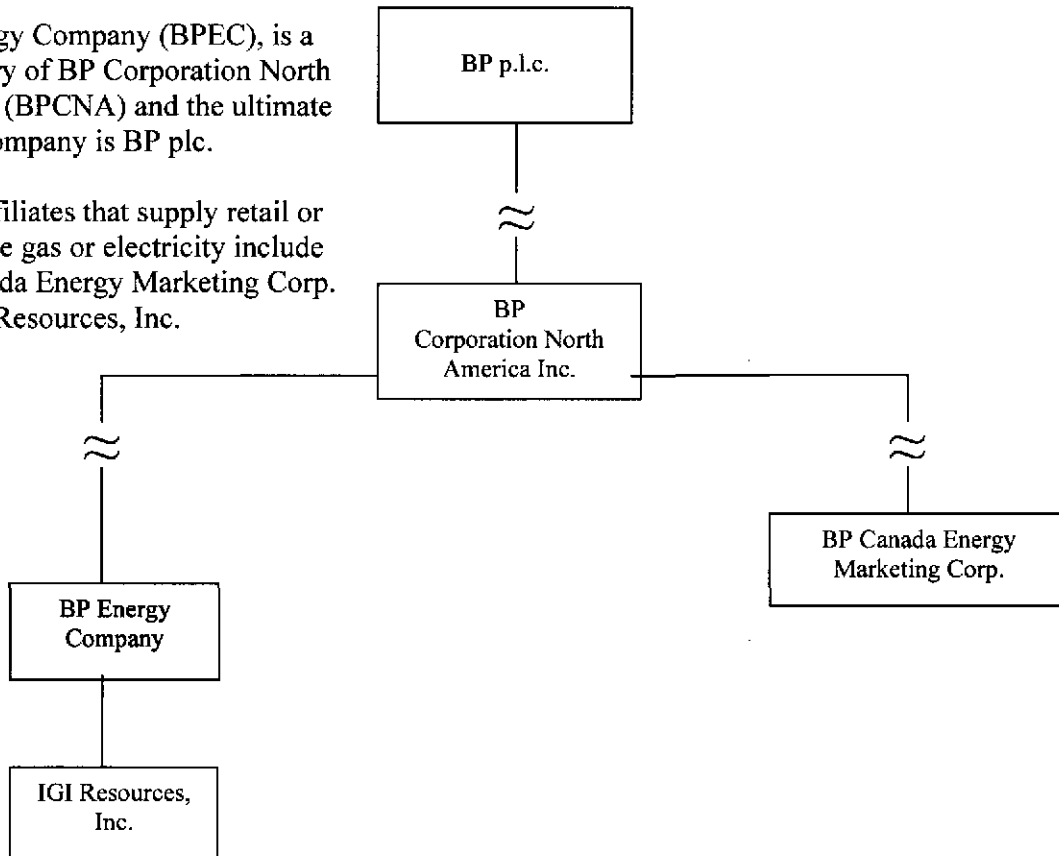


Exhibit A-16

Company History

Applicant is a Corporation, incorporated in the State of Delaware in 1985, and licensed to do business in the State of Ohio. Applicant is an indirect wholly-owned subsidiary of BP America Inc., a wholly-owned affiliate of BP p.l.c. The Applicant does not own or operate any gas distribution, transmission or storage facilities. However, an affiliate of Applicant, Destin Pipeline Company, L.L.C., which is 66.67% indirectly owned by BP America Inc., does own and operate an interstate pipeline that extends from Viosca Knoll Block 900 to Main Pass Block 260, extending north to a processing plant operated by BP-Amoco at Pascagoula, Mississippi, and then extending north to interconnect with six major interstate gas pipelines. The pipeline is operated as an open access facility subject to the jurisdiction of the Federal Energy Regulatory Commission, and its rules and regulations applicable to interstate pipelines, and, thus, open and accessible on a nondiscriminatory basis. The Applicant and its affiliates, IGI Resources and BP Canada Energy Marketing Corp., are engaged in the sale of electricity, natural gas, and supply services to LDCs, industrials, and commercial entities.

Exhibit A-17
Articles of Incorporation and Bylaws

Please see attached.

Certificate of Incorporation
And
Amended and Restated By-Laws

BP Energy Company
Formerly known as
Amoco Energy Trading Corporation




BOOK 0307 PAGE 405

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF AMOCO ENERGY TRADING
CORPORATION FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF
NOVEMBER, A.D. 1985, AT 12 O'CLOCK P.M.

! ! ! ! ! ! ! ! ! !


Michael Harkins, Secretary of State

AUTHENTICATION: 10468795

735330027

DATE: 11/26/1985

20761-50

BP Energy Company

BOOK 0307 PAGE 406

CERTIFICATE OF INCORPORATION
OF

AMOCO ENERGY TRADING CORPORATION

NOV 26 12:00 noon

1. The name of the corporation is:

AMOCO ENERGY TRADING CORPORATION

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) all of such shares shall be without par value.

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 26th day of November, 1985.

L. M. Custis

L. M. Custis RECEIVED FOR RECORD

NOV 26 1985

LEO J. DUGAN, Jr., Recorder

AMOCO ENERGY TRADING CORPORATION

Unanimous Waiver of Notice of Meeting
and Consent to the Adoption of Resolutions

November 26, 1985

The undersigned, being all of the directors of AMOCO ENERGY TRADING CORPORATION (the "Company"), hereby waive call, notice of meeting, formal meeting and vote, and do hereby consent to, confirm and ratify the adoption of the following corporate actions pursuant to Section 141(f) of the General Corporation Laws of the State of Delaware.

* * * * *

RESOLVED: That the copy of the Certificate of Incorporation attached hereto as Exhibit A is the Certificate of Incorporation of the Company as filed and recorded in the State of Delaware on November 26, 1985; and further

RESOLVED: That the By-laws attached hereto as Exhibit B be, and they hereby are, adopted and in all respects approved as and for the By-laws of the Company; and further

RESOLVED: That the proposed form of stock certificate representing shares of Common Stock of the Company, without par value per share, attached hereto as Exhibit C, be, and it hereby is, approved as the form of certificate to represent fully-paid shares of the Common Stock of the Company; and further

RESOLVED: That the form of seal, an impression of which appears to the right hereof, be, and it hereby is, adopted as and for the seal of the Company; and further

RESOLVED: That the fiscal year of the Company be the calendar year; and further

RESOLVED: That the books of the Company be kept at the headquarter offices of the Company (presently located at 200 East Randolph Drive, Chicago, Illinois 60601); and further

BP Energy Company

- 2 -

RESOLVED: That the President, Vice President, and Treasurer of the Company are each hereby authorized acting individually:

1. To designate any bank or banks as depository for funds of the Company;
2. To execute powers of attorney or other suitable documents authorizing officers, employees, or other agents of the Company to deposit funds in bank accounts as established, and to make withdrawals upon checks manually signed;
3. To designate the person or persons upon whose facsimile signature the respective depository banks of the Company shall honor checks drawn against accounts so established, and to change such designation from time to time; and
4. To authorize the said banks to honor and charge the Company's account for all checks on which the actual or purported facsimile signature resembles the specimen duly filed with the banks regardless of by whom or by what means such facsimile signature may have been affixed thereto.

RESOLVED: That the Company forthwith issue 100 shares of no par value per share Common Stock to Amoco Production Company, a Delaware corporation ("Amoco"), upon payment therefor to the Company of the sum of \$1,000.00, such sum to be deposited the Company's bank account; and further

RESOLVED: That the proper officers of the Company are hereby authorized to determine the times at which and manner in which funds are to be made available under the preceding resolution;

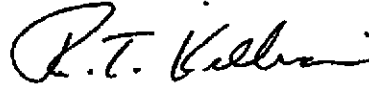
RESOLVED: That the Company hereby appoints The Corporation Trust Company, as the Company's registered agent for receiving service of process in the State of Delaware.

RESOLVED: That the following individuals are hereby elected to the offices set opposite their respective names, to serve in said offices until their successors shall have been duly elected and shall have qualified:

President	H. M. Hawkins
Vice President	R. K. Stehn
Vice President	R. T. Killian
Vice President	S. D. Bojack
Treasurer	R. O. Bent, II
Secretary	D. B. Pinkert
Assistant Secretary	J. M. Gross
Assistant Secretary	B. E. Davis

- 3 -

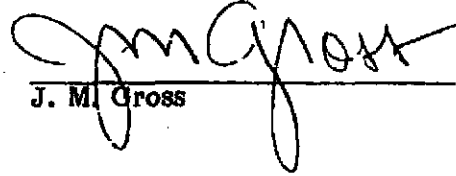
IN WITNESS WHEREOF, the undersigned have hereunto set their signatures as of the 26th day of November, 1985.



R. T. Killian



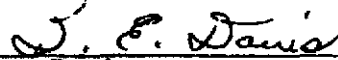
R. K. Stehn



J. M. Cross

Assistant

The undersigned, Secretary of the Company hereby certifies that the above signatures are the true and correct signatures of each of the Directors of the Company as of the date hereof.



B. E. Davis

CERTIFICATE OF INCORPORATION
OF
AMOCO ENERGY TRADING CORPORATION
* * * * *

1. The name of the corporation is:

AMOCO ENERGY TRADING CORPORATION

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

BP Energy Company

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) all of such shares shall be without par value.

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and

BP Energy Company

accordingly have hereunto set my hand this 26th day of
November, 1985.

L. M. Custis
L. M. Custis

BP Energy Company

Received for Record

November 26th, A. D. 1985.

Leo J. Dugan, Jr., Recorder.

STATE OF DELAWARE :
: SS.:
NEW CASTLE COUNTY :

Recorded in the Recorder's Office at
Wilmington, Vol. Page &c., the
26th day of November, A. D. 1985.

Witness my hand and official seal.

Leo J. Dugan, Jr.
Recorder.

" Records Office "
" New Castle Co. Del. "
" Mercy Justice "

AMENDED AND RESTATED

BY-LAWS

OF

AMOCO ENERGY TRADING CORPORATION

(A Delaware Corporation)

November 26, 1985

ARTICLE I

STOCKHOLDERS

1. CERTIFICATES REPRESENTING STOCK. Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of, the corporation by the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation certifying the number of shares owned by him in the corporation. Any and all signatures on any such certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of any lost, stolen, or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate.

2. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares

BP Energy Company

of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

3. RECORD DATE FOR STOCKHOLDERS. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed; and the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

4. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the certificate of incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the certificate of incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a

BP Energy Company

decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the certificate of incorporation, except as any provision of law may otherwise require.

5. STOCKHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

- PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware.

- CALL. Annual meetings and special meetings may be called by the directors or by the President, any Vice President or any other officer instructed by the directors to call the meeting.

- NOTICE OR WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting and stating the place within the city or other municipality or community at which the list of stockholders of the corporation may be examined. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. The notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each stockholder at his record address or at such other address which he may have furnished by request in writing to the Secretary of the corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States Mail. If a meeting is adjourned to another time, not more than thirty days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any stockholder who submits a written waiver of notice

BP Energy Company

- QUORUM. The holders of a majority of the outstanding shares of stock shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.

- VOTING. Each share of stock shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the certificate of incorporation and these By-Laws. In the election of directors, and for any other action, voting need not be by ballot.

6. STOCKHOLDER ACTION WITHOUT MEETINGS. Any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II

DIRECTORS

1. FUNCTIONS AND DEFINITION. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase "whole board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The initial Board of Directors shall consist of three persons. Thereafter the number of directors constituting the whole board shall be at least one. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be three. The number of directors may be increased or decreased by action of the stockholders or of the directors.

BP Energy Company

3. ELECTION AND TERM. The first Board of Directors, unless the members thereof shall have been named in the certificate of incorporation, shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an annual meeting of stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. In the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- PLACE. Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

- CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or of a majority of the directors in office.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice need not be given to any director or to any member of a committee of directors who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any notice or written waiver of notice.

BP Energy Company

- QUORUM AND ACTION. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these By-Laws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Any member or members of the Board of Directors or of any committee designated by the Board may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- CHAIRMAN OF THE MEETING. The President, if a director, or any other director chosen by the Board shall preside at all meetings.

5. REMOVAL OF DIRECTORS. Except as may otherwise be provided by the General Corporation Law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

6. COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. WRITTEN ACTION. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the

BP Energy Company

Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

OFFICERS

1. OFFICERS. The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, an Executive Vice President, one or more other Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, a Controller, one or more Assistant Controllers and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing him, no officer need be a director. Any number of offices may be held by the same person, as the directors may determine.

Unless otherwise provided in the resolution choosing him, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until his successor shall have been chosen and qualified.

2. THE PRESIDENT. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors, shall be ex officio a member of all standing committees, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

3. VICE PRESIDENTS. The vice presidents in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the power of the president, and shall perform such other duties as the board of directors shall prescribe.

4. THE SECRETARY AND ASSISTANT SECRETARIES. The secretary shall attend all sessions of the board and all meetings of the stockholders, record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it; and,

BP Energy Company

when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary. The assistant secretaries in order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the board of directors shall prescribe.

5. THE TREASURER AND ASSISTANT TREASURERS. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements and shall render to the president and directors, at the regular meetings of the board or whenever they may require it, an account of all his transactions as treasurer.

If required by the board of directors, he shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the corporation.

The assistant treasurers in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors shall prescribe.

6. THE CONTROLLER AND ASSISTANT CONTROLLERS. The controller shall have general charge and responsibility for the accounting and auditing affairs of the corporation, the keeping of the corporate, general and cost accounting books and records of the company, and other documents and papers necessary to properly reflect the business and corporate transactions upon the books of the corporation and shall report to the president and the directors, whenever they may so require, an account of his transactions as controller. He shall also certify as to the financial condition of the corporation.

The assistant controller, in the absence or disability of the controller, shall exercise the powers of the controller and shall perform such other duties as the board of directors shall prescribe.

BP Energy Company

ARTICLE IV

CERTIFICATES OF STOCK

The certificates of stock of the corporation shall be numbered and shall be entered in the books of the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the president or a vice president and the treasurer or an assistant treasurer or the secretary or an assistant secretary. If any stock certificate is signed (1) by a transfer agent or an assistant transfer agent or (2) by a transfer clerk acting on behalf of the corporation and a registrar, the signature of any such officer may be facsimile.

ARTICLE V

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be a calendar year or such other twelve-month period chosen by the Board of Directors.

ARTICLE VII

CONTROL OVER BY-LAWS

Subject to the provisions of the certificate of incorporation and the provisions of the General Corporation Law, the power to amend, alter or repeal these By-Laws and to adopt new By-Laws may be exercised by the Board of Directors or by the stockholders.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the By-Laws of AMOCO ENERGY TRADING CORPORATION, a Delaware corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated:

Secretary of
AMOCO ENERGY TRADING CORPORATION

(SEAL)



INCORPORATED UNDER THE LAWS



OF THE STATE OF DELAWARE

AMOCO ENERGY TRADING CORPORATION

AUTHORIZED CAPITAL STOCK 1000 SHARES WITHOUT PAR VALUE

This Certifies That AMOCO PRODUCTION COMPANY

is the owner of

SHARES OF THE CAPITAL STOCK OF AMOCO ENERGY TRADING CORPORATION,

transferred on the books of the Corporation in person or by duly authorized officer or agent

in Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly

authorized officers and sealed with the Seal of the Corporation.

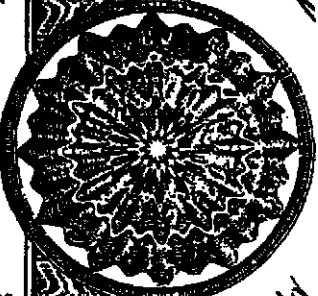
on NOVEMBER 29 19 85

D. B. Pinkert
D. B. Pinkert
SECRETARY

H. M. Hawkins
H. M. Hawkins
PRESIDENT

AMOCO ENERGY TRADING CORPORATION

AMOCO ENERGY TRADING CORPORATION



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S T A T E M E N T
OF
SOLE INCORPORATOR
OF
AMOCO ENERGY TRADING CORPORATION

* * * * *

The certificate of incorporation of this corporation having been filed in the office of the Secretary of State, the undersigned, being the sole incorporator named in said certificate, does hereby state that the following actions were taken on this day for the purpose of organizing this corporation:

1. The following persons were elected as directors to hold office until the first annual meeting of stockholders or until their respective successors are elected and qualified:

R. T. Killian

R. K. Stehn

J. M. Gross

2. The board of directors was authorized to make and adopt the by-laws of the corporation and, in its discretion, to issue the shares of the capital stock of this

BP Energy Company

corporation to the full amount or number of shares authorized by the certificate of incorporation, in such amounts and for such considerations as from time to time shall be determined by the board of directors and as may be permitted by law.

Dated, November 26th, 1985.



L. M. Custis

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMOCO ENERGY TRADING CORPORATION", CHANGING ITS NAME FROM "AMOCO ENERGY TRADING CORPORATION" TO "BP ENERGY COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

AUTHENTICATION: 0633914

DATE: 08-23-00

2076758 8100

001425714

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

AMOCO ENERGY TRADING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors, by the unanimous written consent of its members, filed with the minutes of the Board, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered FIRST so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is BP ENERGY COMPANY.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

FIFTH: That this amendment to the Certificate of Incorporation will be effective on the date it is filed with the Secretary of State.

IN WITNESS WHEREOF, said AMOCO ENERGY TRADING CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Tony Fountain, its President, and attested to by F. T. Kolb, its Assistant Secretary, this 21st day of August, 2000.

BY:


Tony Fountain, President

ATTEST:


F. T. Kolb, Assistant Secretary

Exhibit A-18
Secretary of State

Please see attached.

BP Energy Company



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/03/2001	200109300132	FOREIGN LICENSE/FOR-PROFIT (FLF)	100.00	.00	.00	.00	.00

Receipt

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

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
CARIE STOVER
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

1219600

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

BP ENERGY COMPANY

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200109300132

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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 March, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

BP Energy Company



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the corporation is BP ENERGY COMPANY
2. The application is made to secure a ☒ permanent ☐ temporary license.
3. The corporation was incorporated on 11 26 85 under the laws of the state of Delaware
(month day year)
4. The corporation's principal office is located at 501 Westlake Park Blvd.
(street address)
Houston, TX 77079
(city, township, or village) (state) (zip code)
5. The corporation's principal office within Ohio is to be located in ☒ Corp will not have an office in Ohio
(city, township, or village) (county) , Ohio (zip code)
6. The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: (see item 3 in instructions)
CT Corporation System 1300 East 9th Street
(name) (street and number)
Cleveland Ohio 44114
(city, village or township) (zip code)
(NOTE: P.O. Box addresses are not acceptable.)
7. The corporation irrevocably consents to service of process on the statutory agent listed above as long the authority of the agent continues, and to service of process upon the SECRETARY OF STATE if
(a) the agent cannot be found, or
(b) the corporation fails to designate another agent when required to do so, or
(c) the corporation's license to do business in Ohio expires or is cancelled.
8. The corporation will exercise the following corporate purpose(s) in Ohio:
(Please provide a brief but specific description; a general purpose clause is not sufficient.)
supply and marketing of natural gas and electricity
9. Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☒ No
If yes, prior License No. _____ issued _____ (date)
10. The date on which the corporation began transacting business in Ohio:
☒ Date 1-1-97
OR
☐ will begin business upon approval of application.

BP Energy Company

J. Kenneth Blackwell
Secretary of State

11. Is this application being made to enable the corporation to prosecute or defend a legal action?
(USE INSTRUCTION NO. 4)

☐ Yes☒ No

NOTARIZATION

STATE OF TEXAS

SS.

COUNTY OF HARRIS

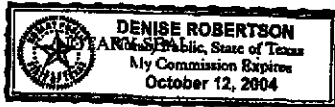
I, F.T. KOLB being duly sworn, state that I am the
Asst. Secretary of BP Energy Company and that the foregoing statements
(title)
are true and correct to the best of my knowledge and belief.

Signature: *F.T. Kolb*Name: F.T. Kolb

SWORN TO AND SUBSCRIBED IN MY PRESENCE ON February 14, 2001
(date) 8

Signature: *Denise Robertson*Name: Denise Robertson

My commission expires on 10-12-04
(date)





Taxpayer Services Division
P.O. Box 182382
Columbus, Ohio 43218-2382
www.state.oh.us/tax/

CERTIFICATE OF REINSTATEMENT/QUALIFICATION

This certificate certifies that all Ohio Corporation Franchise Tax reports required to be filed have been filed, and all taxes or fees have been paid for all franchise tax years up through and including franchise tax year 2001. Additional tax liability may be incurred at a later date due to a departmental audit of the corporation's franchise tax reports.

BP ENERGY COMPANY

501 Westlake Park Blvd
Houston, TX 77079- USA

Tax ID: not assigned Charter: not assigned

Corporation Reinstatement (D-3) ()

Corporation Qualification (D-4) (X)

Certificate issue date March 20, 2001

A handwritten signature in black ink that reads 'Thomas M. Zaino'.

Thomas M. Zaino
Tax Commissioner

Please Note:

This certificate must be filed with the Ohio Secretary of State with your application for a foreign license, to the address listed below:

Ohio Secretary of State
State Office Tower
30 E. Broad St. 14th Floor
Columbus, OH 43215

Cer_D4

BP Energy Company

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP ENERGY COMPANY" 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 FIFTH DAY OF MARCH, A.D. 2001.

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

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

2076758 8300

010109496



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1004834

DATE: 03-05-01

Exhibit B-1

Jurisdictions of Operation

These states are where BPEC is licensed, registered or otherwise authorized to provide retail natural gas service:

Connecticut
Maryland
Nevada
Pennsylvania

These states are where BPEC is licensed, registered or otherwise authorized to provide retail electric services:

Maine
Texas

These states are where BPEC is licensed, registered or otherwise authorized to provide wholesale electric services:

The Federal Energy Regulatory Commission (FERC) has granted BPEC Market Based Rate authority allowing BPEC to sell wholesale electric services anywhere in the United States.

Exhibit B-2

Experience and Plans

BP Energy Company (BPEC) has been an active supplier and marketer of natural gas in Ohio for over 20 years (under Amoco Energy Trading before 2000). Most of our experience has been in supply arrangements with the large natural gas utilities (e.g., Columbia Gas of Ohio; East Ohio Gas; Vectren; Duke Energy Ohio), electric utilities (e.g., AEP; FirstEnergy; Duke Energy) and large industrials (e.g., Honda of America; Linde Gas; Owens Brockway Glass, AK Steel).

BPEC has significant experience on the Columbia Gas of Ohio (COH) system. We have managed the GTS contracts for various industrial companies while providing natural gas for their daily operations. We have also been a supplier in the COH SSO (Standard Service Offer) Program for the two years that it has been in place.

Our business plan under this application is to participate in the COH SCO (Standard Choice Offer) Program, starting April 2012. With our primary focus on the customer segments listed above, we do not currently intend to market our services to residential customers outside of the SCO program. If successful in the SCO auction in February 2012, BPEC will still be prepared provide the necessary communication tools (e-mail address, phone numbers, and fax numbers) to respond to customer inquiries from their invoice.

Exhibit B-3 Summary of Experience

As an SSO Supplier on COH for the first (and only) two years of the program, the staff at BPEC is very familiar with the various processes (asset release, daily operations, temperature curve following, invoicing, etc.) needed for a successful SCO project.

Please see the following table for a summary of our sales volumes and penalties under the SSO program during the last two years:

Year	Number of Tranches	Sales Volumes (Bcf)	Scheduling Penalties
April 2010-March 2011	2	9.3	\$55,000
April 2011-March 2012	4	19.4 (expected)	\$170

Outside of the SSO, BPEC is currently marketing around 100,000 Mcf per day to LDC's, electric power generators, and industrial customers in Ohio.

Exhibit B-4
Disclosure of Liabilities and Investigations

Please see the Legal Proceedings section in BP's most recent quarterly filing at the following link:

<http://www.sec.gov/Archives/edgar/data/313807/000119312511280172/d234390d6k.htm>

We do not believe any of these pending or past rulings, judgments, contingent liabilities, revocations of authority, or regulatory investigations will adversely impact BPEC's financial or operational status or ability to provide service under the SCO program.

Exhibit C-1
Annual Reports

Please see the following link for BP plc's Annual Reports:

<http://www.bp.com/productlanding.do?categoryId=136&contentId=7019448>

Exhibit C-2
SEC Filings

Please see the SEC filings of BP Energy Company's ultimate parent company, BP plc, at the website below. Please note BP plc files a form 20-F in place of a 10-K.

<http://www.bp.com/productlanding.do?categoryId=136&contentId=7019448>

Exhibit C-3
Financial Statements

Please see the following link for BP plc's financial statements:

<http://www.bp.com/productlanding.do?categoryId=136&contentId=7019448>

Exhibit C-4
Financial Arrangements

BP Corporation North America Inc. is a rated entity (see section C-6 for credit rating) and provides a parental guarantee for BP Energy Company.

Exhibit C-5
Forecasted Financial Statements

Forecasted financial statements are not available for public disclosure. For all relevant information please see our filings at:

<http://www.bp.com/productlanding.do?categoryId=136&contentId=7019448>

Exhibit C-6
Credit Rating

BP Corporation North America Inc. is currently rated by Standard & Poors as “A” and by Moody’s Investors Service as “Baa1”, and is the parent company of BP Energy Company.

Exhibit C-7
Credit Report

Please see attached for the Standard & Poor's credit rating report.

July 6, 2011

Research Update:

**BP PLC Outlook Revised To Stable
On Supportive Market Conditions;
'A/A-1' Ratings Affirmed**

Primary Credit Analyst:

Simon Redmond, London (44) 20-7176-3683;simon_redmond@standardandpoors.com

Secondary Contact:

Per Karlsson, Stockholm (46) 8-440-5927;per_karlsson@standardandpoors.com

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Research Update:

BP PLC Outlook Revised To Stable On Supportive Market Conditions; 'A/A-1' Ratings Affirmed

Overview

- We believe that U.K.-based oil major BP PLC's operating performance remains satisfactory overall, supported by market conditions.
- Asset sales and underlying operating cash generation support BP's near-term financial flexibility.
- We are therefore revising the outlook on BP to stable from negative, and affirming our 'A/A-1' corporate credit ratings.
- The stable outlook primarily reflects our view of reduced downside risk to the group's credit quality and little evidence of further erosion of BP's business standing.

Rating Action

On July 6, 2011, Standard & Poor's Ratings Services revised its outlook on U.K.-based international oil major BP PLC to stable from negative. At the same time, we affirmed the 'A/A-1' long- and short-term corporate credit ratings on the group.

Rationale

The outlook revision reflects our view of reduced downside risk to BP's credit quality, mainly due to supportive oil prices and refining margins in recent quarters. Furthermore, we understand that BP has received cash for more than one-half of up to \$30 billion planned asset disposals by year-end 2011. These factors lead us to believe that BP is better positioned to fund its uncertain Gulf of Mexico-related commitments than we previously anticipated.

BP reported net debt of \$27.5 billion on March 31, 2011, including \$4.6 billion of deposits for sales pending completion, which the group reports as both cash and debt. Standard & Poor's-adjusted debt on the same date was \$82.1 billion.

BP's average realized oil price was 19.2% higher in the first quarter of 2011 compared with the fourth quarter of 2010, and up 30.7% year on year. This supported sound underlying funds from operations (FFO) despite an 11% production decline year on year due to asset sales, production-sharing contract entitlements, and operating delays or maintenance stoppages. In addition, refining margins expanded in 2011, particularly in the U.S. BP's underlying downstream operating profit increased to \$2.1 billion in the first

quarter of 2011, from a quarterly average of \$1.2 billion in 2010, despite a 6% decline in refining throughput. We note that maintenance activity may remain high in 2011, but we anticipate adequate FFO for the current rating level based on our pricing assumptions.

We understand that BP has entered agreements for \$24 billion of up to \$30 billion of planned asset disposals by year-end 2011. In addition, BP continues to expand its resources globally, which underpins our view of its strong business risk profile. This does, however, imply additional investment, such as the material \$7.2 billion transaction with India-based Reliance Industries Ltd. (BBB/Positive/--) for a 30% share in the latter's offshore gas fields.

Positively, we recognize the quality and diversity of BP's assets and their strong underlying profitability, and the group's current focus on conservative balance-sheet management. We see the group's exposure to exploration and production activities and refining risks, including volatility and capital intensity, as industry constraints. In addition, we believe that BP is exposed to some concentrated country risks, as seen in the U.S. and Russia.

Our ratings further reflect the uncertainties surrounding continuing investigations and litigation relating to the oil spill from the Macondo well in the Gulf of Mexico in 2010, which resulted in material cash outflows. While we note the financial settlements reached with Mitsui & Co. Ltd.

(A+/Stable/A-1) and Weatherford International Ltd. (BBB/Negative/A-3), we will monitor the outcomes of continuing investigations and proceedings in the U.S. and assess their potential rating implications.

Liquidity

The short-term rating is 'A-1'. We assess BP's liquidity as adequate under our criteria. BP's short-term debt was \$14.3 billion on March 31, 2011, including \$4.6 billion of deposits received for agreed sales. Cash was \$18.7 billion, also including these deposits.

We understand that BP's liquidity sources for the 12 months from March 31, 2011, include:

- \$18.7 billion of cash as above, less \$1.5 billion that we assume is tied to operations;
- Underlying FFO of about \$32 billion-\$34 billion under our \$80 per barrel Brent oil price scenario for the remainder of 2011;
- \$6 billion from contracted disposals; and
- Committed undrawn credit facilities of \$7.2 billion, most of which are available until March 2014.

In the same period, our credit scenario factors in the following liquidity needs:

- Short-term debt of \$9.7 billion, excluding \$4.6 billion deposits to be retained;
- Minimum organic capital investments of about \$19 billion;

- Assumed pretax cash payments of up to \$10 billion under our base-case scenario, relating to the oil spill in the Gulf of Mexico;
- Potential working capital outflow of \$2 billion after a \$5 billion outflow (excluding \$2.9 billion Gulf of Mexico movements) in the first quarter of 2011;
- Dividend payments of about \$3.2 billion; and
- Our estimate of about \$8.0 billion to finalize the transactions with Reliance Industries and Devon Energy Corp. (BB+/Stable/A-2).

We therefore estimate that BP's liquidity sources will cover projected needs by about 1.3x. BP is a highly rated global corporation and owner of a massive, diversified, and marketable asset base, with still-moderate leverage. As such, we anticipate that the group will continue to enjoy access to bank and capital markets, as shown by the establishment of a new standby credit facility of \$6.8 billion in the first quarter of 2011.

Outlook

The stable outlook reflects our view that BP is well positioned to meet potentially substantial additional fines and other payments related to the Gulf of Mexico disaster. In our view, this is largely due to supportive market conditions. We therefore believe that the group should be able to achieve strong adjusted FFO to total debt of about 40%-50% on average, with fluctuations due to market conditions. We further anticipate that BP will report only moderate negative free cash flow in years of heavy expenditure. For the purpose of our analysis, we assume that all Gulf of Mexico-related payments, including the \$20.7 billion paid up until March 31, 2011, are spread over several years and total less than \$55 billion.

A sustained decline in oil prices below our long-term price assumption of \$70 per barrel, alongside underlying operating cash flow of less than \$25 billion, could put downward pressure on the ratings. In addition, rating downside could occur in the event of delays in the completion of BP's planned disposals. We consider that upside rating potential is limited until we have more clarity on the likely penalties that BP could face in the U.S. for the Gulf of Mexico oil spill.

Related Criteria And Research

All articles listed below are available on RatingsDirect on the Global Credit Portal, unless otherwise stated.

- Revised Oil And Natural Gas Price Assumption For 2011, 2012, And 2013, Feb. 25, 2011
- Principles Of Credit Ratings, Feb. 16, 2011
- Use Of CreditWatch And Outlooks, Sept. 14, 2009
- Methodology And Assumptions: Standard & Poor's Standardizes Liquidity Descriptors For Global Corporate Issuers, July 2, 2010

Research Update: BP PLC Outlook Revised To Stable On Supportive Market Conditions; 'A/A-1' Ratings Affirmed

- Criteria Methodology: Business Risk/Financial Risk Matrix Expanded, May 27, 2009
- Key Credit Factors: Business And Financial Risks In The Oil And Gas Exploration And Production Industry, Nov. 10, 2008

Ratings List

Ratings Affirmed; CreditWatch/Outlook Action

	To	From
BP PLC		
Burmah Castrol PLC		
BP Corporation North America Inc.		
BP America Production Co.		
Atlantic Richfield Co.		
Corporate Credit Rating	A/Stable/A-1	A/Negative/A-1
BP Finance PLC		
Corporate Credit Rating	A-/Stable/--	A-/Negative/--
BP Company North America Inc.		
BP Products North America Inc.		
Union Texas Petroleum Holdings Inc.		
Standard Oil Co. Inc.		
Standard Oil Co.		
Corporate Credit Rating	A/Stable/--	A/Negative /--
Arco British Ltd.		
Commercial Paper (1)	A-1	A-1
Atlantic Richfield Co.		
Senior Unsecured Debt (2)	A	A
BP AMI Leasing, Inc.		
Senior Unsecured (2)	A	A
BP Amoco Chemical Co.		
Senior Unsecured (2)	A/A-1	A/A-1
BP Capital Markets America Inc.		
Senior Unsecured (2)	A	A
BP Capital Markets PLC		
Senior Unsecured (2)	A	A
Commercial Paper (2)	A-1	A-1
BP Corporation North America Inc.		
Senior Unsecured (2)	A	A
Commercial Paper (2)	A-1	A-1
BP West Coast Products LLC Project		

Research Update: BP PLC Outlook Revised To Stable On Supportive Market Conditions; 'A/A-1' Ratings Affirmed

Senior Unsecured (3)	A	A
Burmah Castrol PLC		
Senior Unsecured	A	A
Union Texas Petroleum Holdings Inc.		
Senior Unsecured	A	A
Preferred Stock	A-	A-

- (1) Guaranteed by Atlantic Richfield Co.
- (2) Guaranteed by BP PLC.
- (3) Guaranteed by BP PLC. Obligor is BP PLC.

NB: This list does not include all ratings affected.

Additional Contact:

Infrastructure Finance Ratings Europe;InfrastructureEurope@standardandpoors.com

Complete ratings information is available to subscribers of RatingsDirect on the Global Credit Portal at www.globalcreditportal.com. All ratings affected by this rating action can be found on Standard & Poor's public Web site at www.standardandpoors.com. Use the Ratings search box located in the left column. Alternatively, call one of the following Standard & Poor's numbers: Client Support Europe (44) 20-7176-7176; London Press Office (44) 20-7176-3605; Paris (33) 1-4420-6708; Frankfurt (49) 69-33-999-225; Stockholm (46) 8-440-5914; or Moscow 7 (495) 783-4009.

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Exhibit C-8
Bankruptcy Information

In the current year BPCNA and BPEC have not pursued any reorganizations, protection from creditors, or any other form of bankruptcy filings. BPCNA and BPEC have not previously filed for certification as a Competitive Retail Natural Gas Supplier with the Public Utility Commission of Ohio.

Exhibit C-9

Merger Information

In April of 2007, BP Energy Company acquired Wasatch Energy LLC's natural gas business and assets, including its commercial and industrial sales contracts and producer services contracts.

Wasatch Energy was based in Salt Lake City, Utah and held a portfolio of 350,000 MMBtu/d of gas purchase, transportation and sales activity across ten Western states serving approximately 600 commercial and industrial customers and producers. Post-acquisition, BPEC continues to operate the Salt Lake City office as a satellite office to serve customers and producers in the Western US under BPEC's name. The acquisition further expanded BPEC's experience and capabilities in managing and optimizing assets and serving customers across the US.

Exhibit D-1 Operations

BP is the leading marketer of natural gas in the North America with over 20 BCF per day of supply activity. Our customer base ranges from the largest gas utilities in almost every state and province to small commercial customers in certain regions that provide a strategic fit.

BP's energy trading and marketing headquarters are in Houston, Texas with large satellite offices in Calgary and Chicago. We have over 25 regional offices in the U.S. and Canada focused on marketing and origination. Our primary internal obligation is to ensure that BP's proprietary natural gas production is transported and sold out of the various supply basins. Beyond that, our goal is to provide reliable service and competitively priced supplies to our trading counterparties and to our end-user customers. BPEC is the primary contracting entity in the U.S.

Like the SSO Program on COH, the SCO program would be managed primarily out of our Houston office. The operation of the SCO program will include the contracting of natural gas purchases for resale, the nomination and scheduling of retail natural gas for delivery and the provision of retail ancillary services, as well as other services. Some of the released assets (on Panhandle Eastern, Trunkline, and North Coast) would be nominated and optimized from one of our regional offices. All invoicing and billing would be handled from the Houston office.

Under this PUC application, our proposed operations will not include the contracting of individual retail customers behind the COH system.

Exhibit D-2

Operations Expertise

BPEC is very experienced in *managing and optimizing assets*, as well as *providing reliable natural gas supplies* to thousands of customers throughout the U.S. In Ohio, we have been selected as asset manager in the past by Duke Energy – Ohio, Columbia Gas of Ohio, National Gas & Oil Cooperative, and Honda of America. Currently, BPEC is the sole supplier of natural gas for the City of Lancaster. We have also nominated and balanced supplies on COH for a number of large industrials in Ohio.

On a national basis, BPEC has transportation contracts on over 900 interstate and intrastate pipelines. Our Transportation & Operations team is very experienced on the key interstate pipelines that tie into COH: Columbia Gas Transmission (TCO), Tennessee Gas Pipeline (TGP), Panhandle Eastern Pipeline (PEPL) to name a few. We have five T&O employees assigned for *primary and secondary coverage on Columbia Gulf, TCO, COH, and the surrounding pipelines*. Each representative is considered to be “on call” at all times via cell phone unless a specific person is assigned as a backup.

Exhibit D-3 Key Technical Personnel

Below is a list of Key Technical Personnel that would be assigned to making sure that the operations of the SCO program meet the requirements set forth by COH.

<u>Name</u>	<u>Title</u>	<u>E-mail/</u>	<u>Telephone</u>	<u>Background</u>
Matt Galosi	Director , Mid Atlantic Origination	matt.galosi@bp.com	(713) 323-4938	22 years industry experience
Jared Kaiser	VP, Northeast and Mid Atlantic Origination	Jared.Kaiser@bp.com	(713) 323-4649	16 years industry experience in origination, trading and scheduling
Mike Hagaman	TCO Cash Trader/Optimizer	mike.hagaman@bp.com	(713) 323-2926	22 years industry experience including TCO trading and scheduling
Don Spankuch	NEMA Scheduling Manager	donald.spankuch-II@bp.com	(713) 323-4747	8 years industry experience
Regina Massingill	T&O Representative	regina.warrington@bp.com	(713) 323-0764	5 years industry experience including 2 years SSO scheduling
Trish Garant	T&O Representative	trish.garant@bp.com	(713) 323-5244	17 years industry experience
Art Alaniz	Accounting / Invoicing Lead Analyst	art.alaniz@bp.com	(713) 323-7988	13 years industry experience; lead for SSO deal

MA	Power Gen	OH		
MA	Industrial	OH, KY		
MA	Industrial	OH, KY		
MA	Industrial	KY		
MA	Power Gen	PA		
NE	TP			
MA	Customer			
MA	Industrial	OH		