



FILE

(41)

02-1909-GA-CRS

August 29, 2012

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

Re: ProLiance Energy CRNGS Renewal Application

Dear Docketing Division,

Enclosed please find an original and copies of ProLiance Energy, LLC's renewal application for certification as a Competitive Retail Natural Gas Supplier. Separately filed is the confidential version.

If you have any questions regarding the filing, please feel free to contact me.

Very truly yours,

Michael T. Griffiths
ProLiance Energy, LLC
(317) 231-6546
mgriffiths@proliance.com

Enclosures

RECEIVED-DOCKETING DIV
2012 AUG 30 PM 12:36
PUCO

111 Monument Circle, Ste 2200
Indianapolis, IN 46204

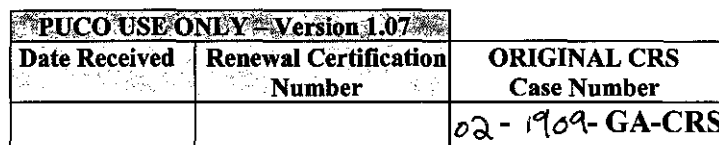
TF (888) 674-2559
Ph (317) 231-6800
Fax (317) 231-6900

www.ProLiance.com

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 JE Date Processed AUG 30 2012

PUBLIC VERSION



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.

SECTION A - APPLICANT INFORMATION AND SERVICES

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

Legal Name	ProLiance Energy, LLC		
Address	111 Monument Circle, Suite 2200, Indianapolis, Indiana 46204		
Telephone No.	317-231-6800	Web site Address	www.proliance.com
Current PUCO Certificate No.	02-030G(5)	Effective Dates	October 3, 2010 through October 3, 2012

Name	ProLiance Energy, LLC		
Address	111 Monument Circle, Suite 2200, Indianapolis, Indiana 46204		
Web site Address	www.proliance.com	Telephone No.	317-231-6800

ProLiance Energy, LLC

Name	Mike Griffiths	Title	Legal Counsel
Business Address	111 Monument Circle, Suite 2200, Indianapolis, Indiana 46204		
Telephone No.	317-231-6546	Fax No.	317-231-6900
Email Address	mgriffiths@proliance.com		

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

Name Bob Bannister Title General Manager
Business address PO Box 607, Dayton, OH 45401
Telephone No. 937-312-8683 Fax No. 317-231-6900 Email Address bbannister@proliance.com

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

Customer service address 111 Monument Circle, Suite 2200, Indianapolis, Indiana 46204
Toll-Free Telephone No. 877-674-2559 Fax No. 317-231-6900 Email Address bbannister@proliance.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 Bob Bannister Title General Manager
Business address PO Box 607, Dayton, OH 45401
Telephone No. 937-312-8683 Fax No. 317-231-6900 Email Address bbannister@proliance.com

A-9 Applicant's federal employer identification number 35-1978084

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 checked="" type="checkbox"/> Limited Liability Company (LLC) |
| <input 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.)

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

<input type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date
<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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still 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 renewed certification (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

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

- 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 since applicant last filed for certification.

☒ 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 since applicant last filed for certification.

☒ 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.



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

ProLiance Energy, LLC)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. 02 - 1909 -GA-CRS

County of Marion

State of Indiana

Terrence F. Peak

[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

TF Peak

Exec VP & COO

Sworn and subscribed before me this

23rd day of

August

Month

2012

Year

Lisa M. McGee
Signature of Official Administering Oath

Lisa McGee
Print Name and Title

My commission expires on

March 23, 2016

(CRNGS Supplier Renewal)

Page 7 of 7

- 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 Experion, Dun and Bradstreet, or a similar organization.
- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or 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 since applicant last filed for certification.

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

TH Peak Exec VP & COO

Sworn and subscribed before me this

23rd day of August Month 2012 Year

Lisa M. McGee

Signature of official administering oath

Lisa M. McGee

Print Name and Title

My commission expires on

March 23, 2016

Exhibit A-14

**Principal Officers
ProLiance Energy, LLC**

John Talley
President
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

Terry Peak
Executive Vice President and Chief Operating Officer
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

Rick FitzGerald
Chief Financial Officer
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

David Pentzien
Vice President of Sales, Marketing and Operations
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

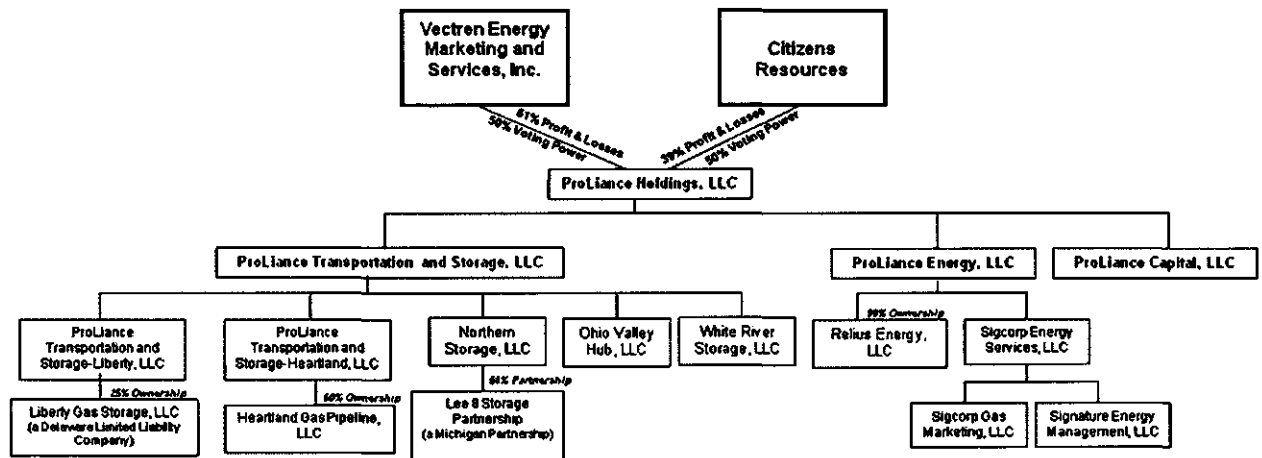
Scott Wright
Vice President of Corporate Development
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

John Swatek
Vice President of Trading
111 Monument Circle, Suite 2200
Indianapolis, IN 46204
(317) 231-6800

Exhibit A-15

Corporate Structure ProLiance Energy, LLC

ProLiance Energy, LLC (“ProLiance”) is a direct subsidiary of ProLiance Holdings, LLC, which in turn is a direct subsidiary of Vectren Energy Marketing and Services, Inc. (“Vectren”) and Citizens Resources (“Citizens”). Vectren is affiliated with Vectren Corporation, and Citizens is affiliated with Citizens Energy Group, two Indiana based utility leaders. ProLiance was formed in 1996 as a marketing alliance between Vectren Corp. and Citizens Energy Group to achieve lower natural gas and transportation costs for their customers.



Affiliates supplying retail or wholesale natural gas or electricity to customers in North America

Indiana Gas Company d/b/a Vectren Energy Delivery of Indiana, Inc.

Southern Indiana Gas & Electric Company d/b/a Vectren Energy Delivery of Indiana, Inc.

Vectren Energy Delivery of Ohio, Inc.

Citizens Gas

Exhibit A-16

Company History ProLiance Energy, LLC

ProLiance Energy, LLC (“ProLiance”) is a marketer of natural gas headquartered in Indianapolis, Indiana. ProLiance was formed in 1996 as a marketing alliance between Citizens Energy Group (“Citizens”) and Vectren Corporation (“Vectren”). The purpose of the formation was to achieve lower natural gas costs for the customers of Citizens and Vectren. The combined volume of business gave ProLiance the ability to negotiate more cost-effective gas and pipeline contracts than either utility could achieve alone. Since its formation, ProLiance has generated more than \$50 million in savings for the two utilities and their customers.

In 2007, ProLiance underwent an internal reorganization whereby ProLiance Holdings, LLC (“Holdings”) was formed. Holdings is an Indiana Limited Liability Company. ProLiance is now a direct subsidiary of Holdings, and Citizens and Vectren’s member interests are now with Holdings. The purpose of the reorganization was to better separate the different business functions of the company. ProLiance continues to be the entity responsible for contracting with customers, transportation and delivery of gas. ProLiance Transportation and Storage is the entity responsible for managing subsidiary pipeline and storage assets.

ProLiance has more than 100 employees serving customers mostly in the Midwest with employees located in Indiana, Ohio, Illinois, Kentucky, Missouri, and Michigan. ProLiance’s customer base includes national manufacturers, local schools and hospitals, and large electric and natural gas utilities.

ProLiance procures approximately 300 Bcf of natural gas for its customers each year, and administers more than 800,000 Dth/d a day of interstate pipeline capacity. ProLiance has the capability to deliver natural gas on several interstate pipelines including Columbia Gas Transmission, Texas Gas Transmission, Texas Eastern Transmission, Panhandle Eastern Pipe Line, and Midwestern Gas Transmission.

Exhibit A-17

**Articles of Incorporation and Bylaws
ProLiance Energy, LLC**

ProLiance's Articles of Organization have not changed

Exhibit A-18

**Secretary of State Registration
ProLiance Energy, LLC**

Jon Husted Ohio Secretary

[Jon Husted & the Agency](#) |
 [Elections & Voting](#) |
 [Campaign Finance](#) |
 [Legislation & Ballot Issues](#)
[Businesses](#) |
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Business Services

The charter number you entered has produced the following results. If this is the correct entity, click "Proceed" to continue.

Note: if the status of the entity is not "Active," your request cannot be processed online. Please contact Customer Service by calling (toll-free) 1-877-SOS-FILE or send an email to busserv@sos.state.oh.us for assistance.

Business Name	Charter/Registration Number	Type	Original Filing Date	Status
PROLIANCE ENERGY LLC	1012180	REGISTRATION OF FOREIGN LIMITED LIABILITY CO	May 22, 1998	Active

Is this the correct entity?

Yes - Proceed

No - Try again

No - Return to SOS homepage

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

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show PROLIANCE ENERGY LLC, an Indiana Limited Liability Company, Registration Number 1012180, filed on May 22, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 9th day of May, A.D. 2012*

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: V2012129M527C3

Exhibit B-1

**Jurisdictions of Operation
ProLiance Energy, LLC**

ProLiance is certified in Ohio, Iowa, and to a limited extent in Indiana with Northern Indiana Public Service Company.

Exhibit B-2

Experience and Plans ProLiance Energy, LLC

ProLiance currently supplies natural gas to more than 1,600 Midwest commercial, industrial, utility, and municipal customers. All contracts for the sale of natural gas are done via a written contract. All ProLiance customers are assigned to an account manager, and that account manager will handle the customer's inquiries and concerns.

ProLiance does not currently serve non-mercantile customers in Ohio. In the event ProLiance begins to serve non-mercantile customers, ProLiance will ensure that it complies with the Commission's rules contained in chapter 4901:1-29 of the Ohio Administrative Code.

Exhibit B-3

Summary of Experience ProLiance Energy, LLC

ProLiance serves approximately 300 large commercial and industrial customers in Ohio. ProLiance serves customers behind Columbia Gas of Ohio, Dominion East Ohio, Duke Energy Ohio, and Vectren Energy Delivery of Ohio. Although certified as a Competitive Retail Natural Gas Supplier, ProLiance does not currently serve residential or small commercial customers in Ohio. If ProLiance decides to include service to small commercial customers, it has the familiarity and capability needed to serve customers behind each of Ohio's four main LDC territories.

Exhibit B-4

**Disclosure of Liabilities and Investigations
ProLiance Energy, LLC**

ProLiance is occasionally a party to various commercial litigation matters and regulatory agency inquiries. However, the outcome of these matters has not and will not adversely impact ProLiance's financial or operational status or its ability to provide natural gas to its customers.

Exhibit C-1

**Annual Reports
ProLiance Energy, LLC**

Not applicable. ProLiance is a Limited Liability Company and does not issue annual reports to shareholders.

Exhibit C-2

**SEC Filings
ProLiance Energy, LLC**

Not applicable. ProLiance is a Limited Liability Company and does not make SEC filings.

Exhibit C-3

**Financial Statements
ProLiance Energy, LLC**

FILED UNDER SEAL

Exhibit C-4

**Financial Arrangements
ProLiance Energy, LLC**

FILED UNDER SEAL

Exhibit C-5

**Forecasted Financial Statements
ProLiance Energy, LLC**

FILED UNDER SEAL

Exhibit C-6

**Credit Rating
ProLiance Energy, LLC**

See Exhibit C-7.

Exhibit C-7

**Credit Report
ProLiance Energy, LLC**

ProLiance Energy DnB Business Info Rpt 8-9-12

COPYRIGHT 2012 DUN & BRADSTREET INC. - PROVIDED UNDER CONTRACT
FOR THE EXCLUSIVE USE OF SUBSCRIBER 062-001506L.

ATTN: Brian Brown

IN DATE

DUNS: 95-706-5584
PROLIANCE ENERGY, LLC

DATE PRINTED
AUG 09 2012

SUMMARY
RATING 1R2

111 MONUMENT CIRCLE SUITE 2200
AND BRANCH(ES) OR DIVISION(S)
INDIANAPOLIS IN 46204
TEL: 317 231-6800

GAS
PRODUCTION/DISTRIBU
TION, ADVERTISING
AGENCY

STARTED 1996
EMPLOYS 100(55 HERE)
HISTORY CLEAR
FINANCING SECURED

SIC NOS.
49 25 49 24 73 11

CHIEF EXECUTIVE: JOHN TALLEY, PRES

=====

* * * CUSTOMER SERVICE * * *

=====

If you have questions about this report, please call our Customer Resource Center at 1-800-234-3867 from anywhere within the U.S. If you are outside the U.S., contact your local D&B office.

*** Additional Decision Support Available ***

Additional D&B products, monitoring services and specialized investigations are available to help you evaluate this company or its industry. Call Dun & Bradstreet's Customer Resource Center at 1-800-234-3867 from anywhere within the U.S. or visit our website at www.dnb.com.

=====

* * * SUMMARY ANALYSIS * * *

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The Summary Analysis section reflects information in D&B's file as of August 6, 2012.

RATING SUMMARY

The "1R" portion of the Rating (the Rating Classification) indicates business size of 10 or more employees for this company. The "2" on the right (Composite Credit Appraisal) indicates an overall "good" credit appraisal. This credit appraisal was assigned because the payment information in D&B's file indicates the majority of this company's obligations are retired satisfactorily and this company's number of years in business.

Below is an overview of the company's D&B Rating(s) since 07/26/97:

RATING	DATE APPLIED
1R2	08/15/06
5A2	11/16/04
1R3	08/17/04
5A2	12/09/02
4A3	02/07/00
4A2	11/17/98

ProLiance Energy DnB Business Info Rpt 8-9-12

4A3 10/13/98

4A2 03/04/98

-- 07/26/97

* * * PAYMENT SUMMARY * * *

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

The PAYDEX for this company is 75.

This PAYDEX score indicates that payments to suppliers average 8 days beyond terms, weighted by dollar amounts. When dollar amounts are not considered, approximately 94% of the company's payments are within terms.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	TOTAL RCV'D	TOTAL DOLLAR AMOUNTS	LARGEST HIGH CREDIT	% W/IN TERMS	DAYS SLOW			
	#	\$	\$	%	<31	31-60	61-90	91+
					%	%	%	%
Total in D&B's file	30	369,750	45,000					
Top 10 Industries:								
1 Nonclassified	4	35,250	20,000	89	11	-	-	-
2 Misc equipment rental	3	5,750	5,000	100	-	-	-	-
3 Security broker/deal	2	10,500	10,000	100	-	-	-	-
4 Radiotelephone commun	2	8,500	7,500	100	-	-	-	-
5 Telephone communictns	2	2,600	2,500	100	-	-	-	-
6 Natural gas distrib	1	45,000	45,000	50	50	-	-	-
7 Whol computers/softwr	1	40,000	40,000	100	-	-	-	-
8 Ret computer/software	1	5,000	5,000	100	-	-	-	-
9 State commercial bank	1	5,000	5,000	100	-	-	-	-
10 Whol office equipment	1	5,000	5,000	100	-	-	-	-
11 OTHER INDUSTRIES	6	7,100	2,500	99	1	-	-	-

Other Payment Categories:

Cash experiences	1	50	50
Payment record unknown	5	200,000	40,000
Unfavorable comments	0	0	0
Placed for collection			
with D&B	0	0	
other	0	N/A	

The highest "Now Owes" on file is \$35,000

The highest "Past Due" on file is \$ 0

D&B receives over 600 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received.

PAYMENTS (Amounts may be rounded to nearest figure in prescribed ranges)

Antic - Anticipated (Payments received prior to date of invoice)

Disc - Discounted (Payments received within trade discount period)

ProLiance Energy DnB Business Info Rpt 8-9-12
(Payments received within terms granted)

Ppt	- Prompt					
REPORTED	PAYING RECORD	HIGH CREDIT	NOW OWES	PAST DUE	SELLING TERMS	LAST SALE WITHIN
07/12	Ppt	40000	2500	-0-		1 Mo
	Ppt	7500	7500	-0-		1 Mo
	Ppt	2500	-0-	-0-		4-5 Mos
	Ppt	50	-0-	-0-	N30	6-12 Mos
	Ppt-slow 30 (006)	45000	15000	-0-	N30	1 Mo
		40000	35000	-0-		
	Lease agreement (007)	40000	35000	-0-		
	Lease agreement (008)	40000	35000	-0-		
	Lease agreement (009)	40000	35000	-0-		
	Lease agreement (010)	40000	35000	-0-		
	Lease agreement					
06/12	Ppt	20000	-0-	-0-		6-12 Mos
	Ppt	10000	-0-	-0-	N30	2-3 Mos
	Ppt	5000	1000	-0-		1 Mo
	Ppt	2500	2500	-0-		1 Mo
	Ppt	2500	2500	-0-		1 Mo
	Ppt	1000	1000	-0-		1 Mo
	Ppt	500	-0-	-0-	N30	2-3 Mos
	Ppt	250	100			
	Lease agreement					
	Ppt	250	-0-	-0-		6-12 Mos
	Ppt	100	-0-	-0-		2-3 Mos
	Ppt-slow 30 (022)	7500	-0-	-0-		6-12 Mos
		50				4-5 Mos
	Cash account					
05/12	Ppt	1000	750	-0-		1 Mo
04/12	Ppt	7500	2500	-0-		1 Mo
02/12	Ppt	5000	5000	-0-	N30	1 Mo
	Ppt	1000	-0-	-0-		6-12 Mos
	Ppt	500	-0-	-0-	N30	2-3 Mos
06/11	Slow 15	50				6-12 Mos
01/11	Ppt	5000	-0-	-0-		6-12 Mos
	Lease agreement					
06/10	Ppt	5000	-0-	-0-		2-3 Mos

* Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

* Each experience shown represents a separate account reported by a supplier. Updated trade experiences replace those previously reported.

FINANCE
01/05/12

	Fiscal
	Aug 31 2004
Curr Assets	415,561,018
Curr Liabs	284,197,469
Current Ratio	1.46
Working Capital	131,363,549
Other Assets	21,844,464
Worth	144,254,925
Long Term Liab	8,953,088

On January 5, 2012, attempts to contact the management of this
Page 3

ProLiance Energy DnB Business Info Rpt 8-9-12
business have been unsuccessful. Outside sources confirmed operation
and location.

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PUBLIC FILINGS

The following data is for information purposes only and is not the
official record. Certified copies can only be obtained from the
official source.

* * * UCC FILING(S) * * *

COLLATERAL: Negotiable instruments including proceeds and products - Inventory
including proceeds and products - Account(s) including proceeds and
products - Assets including proceeds and products - and OTHERS

FILING NO: 1200004859112 DATE FILED: 05/22/2012
TYPE: Original LATEST INFO RECEIVED: 05/31/2012

SEC. PARTY: PNC BANK, NATIONAL ASSOCIATION, FILED WITH: SECRETARY OF
AS LENDER AND AS ADMINISTRATIVE STATE/UCC DIVISION,
AND COLLATERAL AGENT, PITTSBURGH IN
PA

DEBTOR: PROLIANCE ENERGY, LLC

COLLATERAL: Inventory and proceeds - Account(s) and proceeds - Chattel paper
and proceeds - Computer equipment and proceeds - Equipment and
proceeds

FILING NO: 1100002935083 DATE FILED: 04/05/2011
TYPE: Original LATEST INFO RECEIVED: 04/13/2011

SEC. PARTY: TAMCO CAPITAL CORPORATION, TAMPA FILED WITH: SECRETARY OF
FL STATE/UCC DIVISION,
TCF EQUIPMENT FINANCE, INC., IN
MINNETONKA, MN

DEBTOR: PROLIANCE ENERGY, LLC

COLLATERAL: Account(s) including proceeds and products

FILING NO: 1200004974938 DATE FILED: 05/25/2012
TYPE: Original LATEST INFO RECEIVED: 05/31/2012

SEC. PARTY: INDIANA GAS COMPANY, INC., FILED WITH: SECRETARY OF
EVANSVILLE, IN STATE/UCC DIVISION,
DEBTOR: PROLIANCE ENERGY, LLC IN

COLLATERAL: Account(s) including proceeds and products

FILING NO: 1200004974372 DATE FILED: 05/25/2012
TYPE: Original LATEST INFO RECEIVED: 05/31/2012

SEC. PARTY: SOUTHERN INDIANA GAS AND FILED WITH: SECRETARY OF
ELECTRIC COMPANY, EVANSVILLE, IN STATE/UCC DIVISION,
DEBTOR: PROLIANCE ENERGY, LLC IN

COLLATERAL: Account(s) including proceeds and products

FILING NO: 1200004963017 DATE FILED: 05/25/2012
TYPE: Original LATEST INFO RECEIVED: 05/31/2012

SEC. PARTY: CITIZENS ENERGY GROUP, FILED WITH: SECRETARY OF
INDIANAPOLIS, IN STATE/UCC DIVISION,
DEBTOR: PROLIANCE ENERGY, LLC IN

COLLATERAL: Assets

FILING NO: 1100004691024 DATE FILED: 05/26/2011
TYPE: Original LATEST INFO RECEIVED: 06/08/2011

SEC. PARTY: KEYBANK NATIONAL ASSOCIATION, AS FILED WITH: SECRETARY OF
THE ADMINISTRATION AGENT, STATE/UCC DIVISION,
CLEVELAND, OH IN

ProLiance Energy DnB Business Info Rpt 8-9-12

DEBTOR: PROLIANCE ENERGY, LLC		

FILING NO:	1200004754641	DATE FILED: 05/21/2012
TYPE:	Termination	LATEST INFO RECEIVED: 05/31/2012
SEC. PARTY:	KEYBANK NATIONAL ASSOCIATION, AS THE ADMINISTRATION AGENT, CLEVELAND, OH	ORIG. UCC FILED: 05/26/2011 ORIG. FILING NO: 1100004691024 FILED WITH: SECRETARY OF STATE/UCC DIVISION, IN
DEBTOR: PROLIANCE ENERGY, LLC		

COLLATERAL:	Equipment and proceeds	
FILING NO:	1200002776916	DATE FILED: 03/24/2012
TYPE:	Original	LATEST INFO RECEIVED: 04/03/2012
SEC. PARTY:	WELLS FARGO FINANCIAL LEASING, INC., DES MOINES, IA	FILED WITH: SECRETARY OF STATE/UCC DIVISION, IN
DEBTOR: PROLIANCE ENERGY, LLC		

COLLATERAL:	Equipment	
FILING NO:	0800003021167	DATE FILED: 04/02/2008
TYPE:	Original	LATEST INFO RECEIVED: 04/11/2008
SEC. PARTY:	US BANCORP, MARSHALL, MN	FILED WITH: SECRETARY OF STATE/UCC DIVISION, IN
DEBTOR: PROLIANCE ENERGY LLC		

COLLATERAL:	Equipment	
FILING NO:	0700008171490	DATE FILED: 09/03/2007
TYPE:	Original	LATEST INFO RECEIVED: 09/18/2007
SEC. PARTY:	US BANCORP, MARSHALL, MN	FILED WITH: SECRETARY OF STATE/UCC DIVISION, IN
DEBTOR: PROLIANCE ENERGY LLC		

COLLATERAL:	Business machinery/equipment	
FILING NO:	0700005338280	DATE FILED: 06/04/2007
TYPE:	Original	LATEST INFO RECEIVED: 06/19/2007
SEC. PARTY:	US BANCORP, MARSHALL, MN	FILED WITH: SECRETARY OF STATE/UCC DIVISION, IN
DEBTOR: PROLIANCE ENERGY, LLC		

There are additional UCC's in D&B's file on this company available by contacting 1-800-234-3867.

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

BANKING
07/12

Loans granted to moderate 8 figures on a secured basis. Now owing nothing. Collateral consists of accounts receivable and inventory, fixtures and equipment.

(Same bank) Loans granted to moderate 8 figures on a secured basis. Now owing nothing. Collateral consists of accounts receivable and inventory, fixtures and equipment. Matures in 1 to 5 years.

(Same bank) Loans granted to moderate 8 figures on a secured basis. Now owing moderate 7 figures. Collateral consists of accounts receivable and inventory, fixtures and equipment. Matures in 1 to 5 years.

(Same bank) Loans granted to moderate 7 figures on a secured basis. Now owing nothing. Collateral consists of accounts receivable and inventory, fixtures and equipment.

(Same bank) Loans granted to high 6 figures on a secured basis.

ProLiance Energy DnB Business Info Rpt 8-9-12
Now owing nothing. Collateral consists of accounts receivable and inventory, fixtures and equipment.
08/11 Loans granted to moderate 8 figures on a secured basis. Now owing nothing. Collateral consists of accounts receivable and inventory, fixtures and equipment. Matures in under 1 year.

HISTORY
01/05/12

JOHN TALLEY, PRESIDENT
DIRECTOR(S): THE OFFICER(S) TERRY PEAK, EVP- COO

* * * CORPORATE AND BUSINESS REGISTRATIONS * * *
REPORTED BY THE SECRETARY OF STATE
OR OTHER OFFICIAL SOURCE AS OF 07/01/2012

REGISTERED NAME: PROLIANCE ENERGY, LLC

BUSINESS TYPE: DOMESTIC LIMITED FILING DATE: 03/15/1996
LIABILITY CO
REGISTRATION ID #: 1996030914

STATE OF ORGANIZATION (INCORPORATION): INDIANA

STATUS: ACTIVE

WHERE FILED: SECRETARY OF STATE/CORPORATIONS DIVISION, INDIANAPOLIS,
IN

REGISTERED AGENT: KYLE J. HUPFER, 111 MONUMENT CIRCLE;STE 2200,
INDIANAPOLIS, IN 46204-5178

PRINCIPALS: DAVID PENTZIEN, VICE PRESIDENT, 111 MONUMENT CIRCLE;SUITE
2200, INDIANAPOLIS, IN 46204-5178
JOHN H. SWATEK, VICE PRESIDENT, 111 MONUMENT CIRCLE;SUITE
2200, INDIANAPOLIS, IN 46204
JOHN R. TALLEY, PRESIDENT, 111 MONUMENT CIRCLE;SUITE 2200,
INDIANAPOLIS, IN 46204-5178
SCOTT D. WRIGHT, VICE PRESIDENT, 111 MONUMENT CIRCLE;SUITE
2200, INDIANAPOLIS, IN 46204
TERRENCE F. PEAK, VICE PRESIDENT, 111 MONUMENT
CIRCLE;SUITE 2200, INDIANAPOLIS, IN 46204-5178

The Indiana Secretary of State's business registrations file
showed that ProLiance Energy, LLC was registered as a Limited
Liability Company on March 15, 1996.
Coke Business started 1996 by Indiana Gas Company Inc & Citizens Gas &
Utility Inc. 100% of capital stock is owned by John Talley.
JOHN TALLEY born 1960. 1996-present active here.
TERRY PEAK. Antecedents are unknown.

OPERATION
01/05/12

Provides gas production or distribution, specializing in mixed,
natural or manufactured gas (50%). Operates advertising agencies
(25%).
Has 1200 account(s). Terms are Net 10 days, Net 15 days and require a
deposit with remainder billed monthly. Sells to manufacturers, non

ProLiance Energy DnB Business Info Rpt 8-9-12
profit organizations, retail, commercial concerns and government.
Territory : Regional.
Nonseasonal.

EMPLOYEES: 100 which includes officer(s). 55 employed here.

FACILITIES: Occupies 16,000 sq. ft. on 22nd floor of a multi
story concrete block building.

LOCATION: Central business section on well traveled street.

BRANCHES: This business has additional branches; detailed branch
information is available in D&B's linkage or family tree products.

SUBSIDIARIES: This business has one subsidiary listed below.
Relius Energy, LLC, Indianapolis, IN DUNS # 00-978-1084. (100%)
chartered 1996. Operates as maintainer for pipeline capacity.

08-09(3WG /111) 99999 002111111 H

FULL DISPLAY COMPLETE

Exhibit C-8

**Bankruptcy Information
ProLiance Energy, LLC**

None. ProLiance, nor any affiliate, has ever filed a plan of reorganization for protection from creditors or any other form of bankruptcy.

Further, neither ProLiance nor any affiliate organization has entered into any guaranty of the obligations of ProLiance or any officer of ProLiance.

Exhibit C-9

**Merger Information
ProLiance Energy, LLC**

None since last application.

Exhibit D-1

Operations ProLiance Energy, LLC

ProLiance currently serves over 1,600 Midwest commercial and industrial customers. It has an experienced staff of over 100 industry veterans which includes specialists focusing on commercial and industrial customers. Daily activities include commodity procurement on a monthly, annual or multi-year basis, along with a variety of pricing options, pipeline/city gate nominations and balancing, consolidated billing and delivery to local utilities. ProLiance projects its customer's gas usage based on anticipated needs and weather conditions, reconciles it with estimates and tracks imbalances. ProLiance's customers have access to its Customer One service 24 hours a day, 7 days a week.

ProLiance's operational activities in Ohio will include the contracting of natural gas purchases for retail sales, the provision of retail ancillary services, in addition to other services used to supply natural gas to retail customers and municipalities. As previously mentioned, however, ProLiance does not currently supply small commercial customers or residential customers.

Exhibit D-2

Operations Expertise ProLiance Energy, LLC

ProLiance is staffed with over 100 energy professionals who focus on providing the highest level of customer service and the highest value for our customers. The experience of its staff allows ProLiance to sell and move an average of almost 1Bcf of natural gas per day. ProLiance employees possess the expertise, knowledge, and technology tools that allow customers to keep informed of changes that may affect future purchases. Daily and weekly reports and forecasts along with informational monthly web conferences help customers actively manage their energy needs.

ProLiance engages in thousands of transactions a year on 14 interstate pipelines. Our experienced staff is not only familiar with the interstate pipeline systems, but also with the pipeline tariffs, LDC tariffs, and other local, state, and federal rules affecting natural gas transportation.

ProLiance has proven over its 16 year history that it is better prepared than other local and regional gas suppliers to meet its customers' needs, even during times of high volatility. ProLiance's major investments in storage and pipeline assets, its experienced staff, and commitment to customer satisfaction are major reasons for its success.

Exhibit D-3

Key Technical Personnel ProLiance Energy, LLC

Shannon Reynolds, Manager of Pipeline Scheduling

Email: sreynolds@proliance.com
Telephone: 317-231-6800

Ms. Reynolds is the Manager of Pipeline Scheduling at ProLiance. She is responsible for the Pipeline Scheduling group. This group works with the pipelines and suppliers to ensure all daily volumetric requirements are scheduled on the pipelines and delivered to the respective LDCs and end-users.

Ms. Reynolds has over twenty-three years of experience in the energy industry. She began her career at Indiana Gas Company as an analyst scheduling volumetric requirements for end-users. She then joined ProLiance as the Manager of C&I Services prior to her current position.

Ms. Reynolds holds a B.S. in Mathematics from Purdue University and an M.B.A. from the University of Indianapolis.

Kevin Vrabel, Manager of Physical Trading

Email: kvrabel@proliance.com
Telephone: 317-231-6800

Mr. Vrabel is the Manager of Physical Trading at ProLiance. His group is responsible for purchasing all of the physical gas supply for all of ProLiance's business functions. The Physical Trading group works with the Operations group and Marketing to ensure the physical commodity is procured in the most efficient and cost effective manner.

Mr. Vrabel has over twelve years of experience in the energy industry. He began his career with NIPSCO as a rotational analyst, spending the majority of his time in the gas supply department. He then joined ProLiance as a Trading Analyst. Following that position, he became a Gas Trader, and eventually was promoted to Senior Gas Trader before being promoted to his current position.

Mr. Vrabel holds a B.S. in Industrial Technology from Purdue University.

Bob Bannister, General Manager

Email: bbannister@proliance.com

Telephone: 937-312-8683

Mr. Bannister joined ProLiance in June 2001 as a Regional Account Manager. In October of 2004, he became General Manager of ProLiance's Ohio Office. Prior to joining ProLiance, Mr. Bannister worked as a Regional Sales Manager from 1998-2001 for Miami Valley Resources, a DPL, Inc. subsidiary. He also worked for Dayton Power & Light from 1991-1998 as a Marketing Representative and Major Accounts Manager.

Mr. Bannister earned a B.S. in Marketing Management from Wright State University.