



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	- -EL-CRS	August 2004

CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

A. APPLICANT INFORMATION

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

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

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

Legal Name _____
Address _____
Telephone # _____ Web site address (if any) _____

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

Legal Name _____
Address _____
Telephone # _____ Web site address (if any) _____

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

_____	_____
_____	_____
_____	_____

A-5 Contact person for regulatory or emergency matters

Name _____
Title _____
Business address _____
Telephone # _____ Fax # _____
E-mail address (if any) _____

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

Name _____
Title _____
Business address _____
Telephone # _____ Fax # _____
E-mail address (if any) _____

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

Customer Service address _____
Toll-free Telephone # _____ Fax # _____
E-mail address (if any) _____

A-8 Applicant's federal employer identification number # _____

A-9 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 type="checkbox"/> Corporation | <input type="checkbox"/> Other _____ |

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

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

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12** **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13** **Exhibit A-13 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America.
- A-14** **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-15** **Exhibit A-15 "Articles of Incorporation and Bylaws,"** if applicable provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-16** **Exhibit A-16 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

- B-3** **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).
- B-4** **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.
- B-5** **Exhibit B-5 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.
- B-6** Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.
☐ No ☐ Yes
- If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.
- B-7** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.
☐ No ☐ Yes
- If yes, provide a separate attachment labeled as **Exhibit B-7 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- C-1** **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

- C-2 **Exhibit C-2 “SEC Filings,”** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 **Exhibit C-3 “Financial Statements,”** provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.
- C-4 **Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).
- C-5 **Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6 **Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s credit report from 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 within the two most recent years preceding the application.

- C-9 Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

Stephanie K. Nicoll EVP
Signature of Applicant and Title

Sworn and subscribed before me this 1st day of March, 2013
Month Year

[Signature]
Signature of official administering oath

Stephanie Nicoll
Print Name and Title

My commission expires on 1/6/15



AFFIDAVIT

State of Texas :

Houston ss.
(Town)

County of Harris :

James Moskowsky, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Executive Vice President (Office of Affiant) of Barcel Energy PPA, LLC (Name of Applicant);

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

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

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

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

[Signature] EVP
Signature of Affiant & Title

Sworn and subscribed before me this 25th day of February, 2013
Month Year

[Signature]
Signature of official administering oath

Elizabeth Burns, OFFICE MANAGER
Print Name and Title



My commission expires on September 18, 2016

Summary of Exhibits

Exhibit A-12	Principal Officers, Directors & Partners	
Exhibit A-13	Corporate Structure	
Exhibit A-14	Company History	
Exhibit A-15	Articles of Incorporation and Bylaws	
Exhibit A-16	Secretary of State	
Exhibit B-1	Jurisdiction of Operation	
Exhibit B-2	Experience & Plans	
Exhibit B-3	Summary of Experience	
Exhibit B-4	Environmental Disclosure	
Exhibit B-5	Disclosure of Liabilities and Investigations	
Exhibit B-6	Disclosure of Consumer Protection Violations	
Exhibit B-7	Disclosure of Certification Denial, Curtailment, Suspension, or Revocation	
Exhibit C-1	Annual Reports	
Exhibit C-2	SEC Filings	
Exhibit C-3	Financial Statements	(Confidential)
Exhibit C-4	Financial Arrangements	(Confidential)
Exhibit C-5	Forecasted Financial Statements	(Confidential)
Exhibit C-6	Credit Rating	
Exhibit C-7	Credit Report	
Exhibit C-8	Bankruptcy Information	
Exhibit C-9	Merger Information	
Exhibit D-1	Operations	
Exhibit D-2	Operations Expertise	
Exhibit D-3	Key Technical Personnel	
Exhibit D-4	FERC Power Marketer License Number	

Exhibit A-12 Principal Officers, Directors & Partners

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

Bounce Energy PA, LLC is a member-managed limited liability company. Accordingly, it has no directors or partners. The managing member is Bounce Energy, Inc., which is its sole member.

The following individuals are principal officers of Bounce Energy PA, LLC:

Name	Title	Address	Telephone Number
Robbie Wright	Chief Executive Officer & President	2802 Albany Street Houston, TX 77006	281-745-9020
James Moskosky	Executive Vice President & Secretary	2802 Albany Street Houston, TX 77006	281-745-9020
Karl Trollinger	Chief Information Officer	2802 Albany Street Houston, TX 77006	281-745-9020
Elizabeth Maberry	Senior Vice President Business Development	2802 Albany Street Houston, TX 77006	281-745-9020

Exhibit A-13 “Corporate Structure”

A-13 **Exhibit A-13 “Corporate Structure,”** provide a description of the applicant’s corporate structure, including a graphical depiction of such structure, and list all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America.

Bounce Energy PA, LLC is a wholly-owned subsidiary of Bouncer Energy, Inc. Bounce Energy PA, LLC sells electricity to retail customers in Pennsylvania and participates in wholesale electricity markets in order to serve its retail customers. Bounce Energy, Inc. sells electricity to retail customers in Texas and participates in wholesale electricity markets in order to serve its retail customers. Bounce Energy NY, LLC sells electricity to retail customers in New York and participates in wholesale electricity markets in order to serve its retail customers.

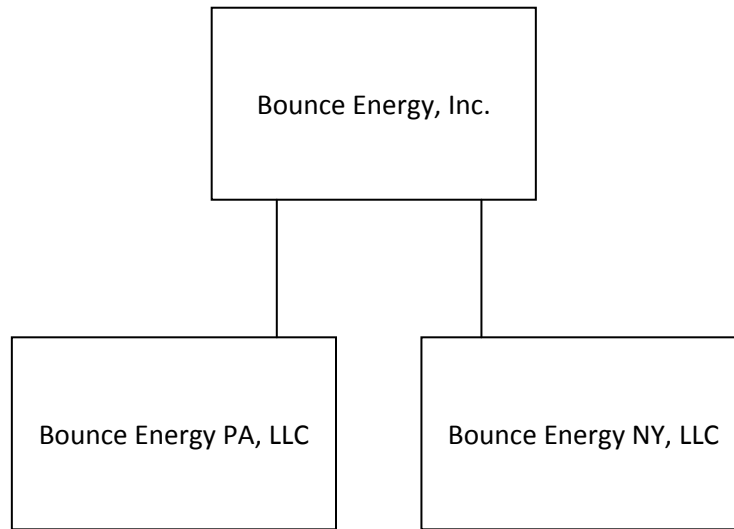


Exhibit A-14 "Company History"

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

Timeline:

- Bounce Energy PA, LLC ("Applicant") was formed as a Delaware limited liability company on April 12, 2011.
- In January 2012, Applicant became a member of PJM Interconnection LLC and is authorized to provide retail electric service in PJM territories.
- On May 24, 2012, Applicant received a license to provide electric service in Pennsylvania from the Pennsylvania Public Utility Commission.
- In October 2012, Applicant began marketing to customers in Pennsylvania.
- Applicant registered to do business in Ohio and received its Certificate on February 5, 2013.

Applicant is a wholly-owned subsidiary of Bounce Energy, Inc., which was organized as a Delaware corporation on April 17, 2008. Bounce Energy, Inc. received its license as a retail electric provider in Texas from the Public Utility Commission of Texas on June 18, 2008. Bounce Energy, Inc. is a member of the Electric Reliability Council of Texas (ERCOT) and began serving retail electric service customers in ERCOT Texas competitive choice territories in November 2008.

Bounce Energy, Inc. has another subsidiary, Bounce Energy NY, LLC, which is a retail energy services company in New York. Bounce Energy NY, LLC was organized as a Delaware limited liability company on June 29, 2009, and received its license from the New York Public Service Commission on August 11, 2009. Bounce Energy NY, LLC is a member of NYISO and expects to begin marketing to New York customers by March 2013.

Further information is available at www.bounceenergy.com.

Bounce Energy PA, LLC and its affiliated companies were organized for the purpose of providing quality retail electric services to residential and commercial customers within competitive choice areas. Since inception, Bounce Energy has successfully enrolled over one hundred fifty thousand customers and has delivered over 2,500,000 MWhs of retail electricity.

Bounce Energy has substantial expertise in e-commerce, social media, and Internet marketing, and has developed a unique and scalable marketing/technology platform that has successfully enabled its continuing growth and expansion into new markets.

Exhibit A-15 “Articles of Incorporation and Bylaws”

A-15 **Exhibit A-15 “Articles of Incorporation and Bylaws,”** if applicable provide articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.

See the following attached items:

- * State of Delaware Certificate of Formation of Bounce Energy PA, LLC**
- * State of Delaware Certificate of Good Standing of Bounce Energy PA, LLC**
- * Bounce Energy PA, LLC Limited Liability Company Agreement**
- * State of Ohio certificate evidencing custody of the business records**

Delaware

PAGE 1

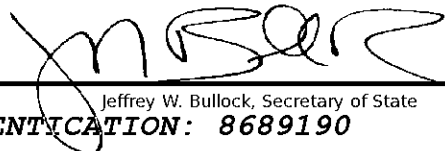
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BOUNCE ENERGY PA, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2011, AT 5:44 O'CLOCK P.M.

4967983 8100

110408364




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8689190

DATE: 04-12-11

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
BOUNCE ENERGY PA, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is **Bounce Energy PA, LLC** (the "Company").
2. The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904 (Kent County).

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed on the 12th day of April, 2011.

/s/ Susan M. Mosteller
SUSAN M. MOSTELLER, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:44 PM 04/12/2011
FILED 05:44 PM 04/12/2011
SRV 110408364 - 4967983 FILE

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOUNCE ENERGY PA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOUNCE ENERGY PA, LLC" WAS FORMED ON THE TWELFTH DAY OF APRIL, A.D. 2011.

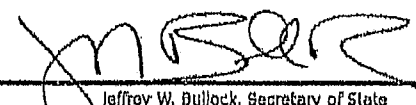
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4967983 8300

130130255

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0192981

DATE: 02-05-13

**LIMITED LIABILITY COMPANY AGREEMENT
OF
Bounce Energy PA, LLC,
a Delaware limited liability company**

Bounce Energy, Inc., a Delaware corporation ("Member"), hereby forms a limited liability company pursuant to and in accordance with the Delaware Limited Liability Company Act, 6 Del. C. §18-101, et seq. (the "Act"), and hereby declares the following to be the Limited Liability Company Agreement ("Agreement") of such limited liability company:

1. **Name.** The name of the limited liability company formed hereby is Bounce Energy PA, LLC (the "Company").

2. **Purpose and Powers.** The purpose of the Company is to engage in any activity for which limited liability companies may be organized in the State of Delaware. The Company shall possess and may exercise all of the powers and privileges granted by the Act or by any other law or by this Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business purposes or activities of the Company.

3. **Registered Office.** The registered office of the Company in the State of Delaware is located at 160 Greentree Drive, Suite 101, Dover, Delaware 19904 (Kent County).

4. **Registered Agent.** The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904 (Kent County).

5. **Admission of Member.** Simultaneously with the execution and delivery of this Agreement and the filing of the Certificate of Formation with the Office of the Secretary of State of the State of Delaware, Member is admitted as the sole Member of the Company in respect of the Interest (as hereinafter defined).

6. **Interest.** The Company shall be authorized to issue a single class of Limited Liability Company Interest (as defined in the Act) (the "Interest") including any and all benefits to which the holder of such Interest may be entitled in this Agreement, together with all obligations of such person to comply with the terms and provisions of this Agreement.

7. **Capital Subscriptions.** Simultaneously with the execution hereof, the Member is contributing \$100.00 to the Company in exchange for its Interest. The Member may contribute cash or other property to the Company as it shall decide, from time to time.

8. **Tax Characterization and Returns.**

(a) The Member acknowledges that at all times that two or more persons or entities hold equity interests in the Company for federal income tax purposes (i) it is the intention of the Company to be treated as a "partnership" for federal and all relevant state tax purposes and (ii) the Company will be treated as a "partnership" for federal and all relevant state tax purposes and shall make all available elections to be so treated. Until such time, however, it is the intention of the Member that the Company be disregarded for federal and all relevant state tax purposes and that the activities of the Company be deemed to be activities of the Member for such purposes. All provisions of the Company's Certificate of Formation and this Agreement are to be construed so as to preserve that tax status under those circumstances.

(b) In the event that the Company is treated as a partnership for tax purposes in accordance with Section 8(a) hereof, then within ninety (90) days after the end of each fiscal year, the

Company will cause to be delivered to each person who was a member at any time during such fiscal year a Form K-1 and such other information, if any, with respect to the Company as may be necessary for the preparation of each member's federal, state or local income tax (or information) returns, including a statement showing each member's share of income, gain or loss, and credits for the fiscal year.

9. **Management.**

(a) **Member Managed.** The management of the Company shall be vested solely in the Member who shall have all powers to control and manage the business and affairs of the Company and may exercise all powers of the Company.

(b) **Officers.** The Company shall have officers who are appointed by the Member. The officers ("Officers") of the Company shall consist of a Chief Executive Officer and a Secretary, and may further include an Executive Vice President, a President, a Chief Marketing Officer, a Chief Financial Officer, a Treasurer, and one or more Senior Vice Presidents and/or Vice Presidents. The initial officers of the Company shall be:

Robbie Wright	-	Chief Executive Officer & President
James Moskosky	-	Executive Vice President & Secretary
Karl Trollinger	-	Chief Marketing Officer
Elizabeth Maberry	-	Senior Vice President Business Development

The powers and duties of each Officer shall be as follows:

The Chief Executive Officer. The Chief Executive Officer shall have, subject to the supervision, direction and control of the Member, the general powers and duties of supervision, direction and management of the affairs and business of the Company usually vested in the chief executive officer of a corporation, including, without limitation, all powers necessary to direct and control the organizational and reporting relationships within the Company.

The Secretary. The Secretary shall attend meetings of the Member and record all votes and minutes of all such proceedings in a book kept for such purpose. He or she shall have all such further powers and duties as generally are incident to the position of a secretary of a corporation or as may from time to time be assigned to him or her by the Member or Chief Executive Officer.

The Executive Vice President. The Executive Vice President shall have such powers and perform such duties as may from time to time be assigned to him or her by the Member or the Chief Executive Officer.

The Chief Marketing Officer. The Chief Marketing Officer shall have such powers and perform such duties as may from time to time be assigned to him or her by the Member or the Chief Executive Officer.

The Chief Financial Officer. The Chief Financial Officer shall have such powers and perform such duties as may from time to time be assigned to him or her by the Member or the Chief Executive Officer.

The Senior Vice Presidents. Each Senior Vice President shall have such powers and perform such duties as may from time to time be assigned to him or her by the Member or the Chief Executive Officer.

The Vice Presidents. Each Vice President shall have such powers and perform such duties as may from time to time be assigned to him or her by the Member or the Chief Executive Officer.

The Treasurer. The Treasurer shall have such powers and perform such other duties that generally are incident to the position of a treasurer of a corporation or as may from time to time be assigned to him or her by the Member or Chief Executive Officer.

10. Indemnification of Officers.

(a) Right to Indemnification. Subject to the limitations and conditions as provided in this Section 10, each Officer who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (hereinafter a "Proceeding"), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding by reason of the fact that he is or was an Officer of the Company or while an Officer of the Company is or was serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Company to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such Officer in connection with such Proceeding, and indemnification under this Section 10 shall continue as to an Officer who has ceased to serve in the capacity which initially entitled such Officer to indemnity hereunder. The rights granted pursuant to this Section 10 shall be deemed contract rights, and no amendment, modification or repeal of this Section 10 shall have the effect of limiting or denying any such rights with respect to actions taken or Proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Section 10 could involve indemnification for negligence or under theories of strict liability.

(b) Advance Payment. The right to indemnification conferred in this Section 10 shall include the right to be paid or reimbursed by the Company the reasonable expenses incurred by an Officer of the type entitled to be indemnified under Section 10(a) who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Officer's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such Officer in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Company of a written affirmation by such Officer of his or her good faith belief that he has met the standard of conduct necessary for indemnification under this Section 10 and a written undertaking by or on behalf of such Officer to repay all amounts so advanced if it shall ultimately be determined that such indemnified Officer is not entitled to be indemnified under this Section 10 or otherwise.

(c) Indemnification of Employees and Agents. The Company by adoption of a resolution of the Member, may indemnify and advance expenses to an employee or agent of the Company to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Officers under this Section 10 and the Company may indemnify and advance expenses to persons who are not or were not officers, representatives, employees or agents of the Company but who are or were serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his or her status as such a person to the same extent that it may indemnify and advance expenses to Officers under this Section 10.

(d) Appearance as a Witness. Notwithstanding any other provision of this Section 10, the Company may pay or reimburse expenses incurred by an Officer in connection with his or her appearance as a

witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

(e) **Nonexclusivity of Rights.** The right to indemnification and the advancement and payment of expenses conferred in this Section 10 shall not be exclusive of any other right which and Officer or other person indemnified pursuant to Section 10(c) may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Formation or this Agreement, agreement, vote of members or otherwise.

(f) **Insurance.** The Company may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as an officer, employee or agent of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under this Section 10.

(g) **Member Notification.** To the extent required by law, any indemnification of or advance of expenses to an Officer or any other person in accordance with this Section 10 shall be reported in writing to the members with or before the notice or waiver of notice of the next members' meeting or with or before the next submission to members of a consent to action without a meeting and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

(h) **Savings Clause.** If this Section 10 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify and hold harmless each Officer or any other person indemnified pursuant to this Section 10 as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Section 10 that shall not have been invalidated and to the fullest extent permitted by applicable law.

11. **Distributions.** As such time as the Member shall determine, the Member shall cause the Company to distribute any cash held by it which is neither reasonably necessary for the operation of the Company nor otherwise in violation of Section 18-607 or Section 18-804 of the Act.

12. **Assignments.** The Member may assign all or any part of its Interest (an assignee of such Interest is hereinafter referred to as a "Permitted Transferee"). A Permitted Transferee shall become a substituted Member automatically upon an assignment.

13. **Dissolution.** The Company shall dissolve, and its affairs shall be wound up, upon the earliest to occur of (a) the decision of the Member, or (b) an event of dissolution of the Company under the Act; provided, however, that ninety (90) days following any event terminating the continued membership of the member(s), if the personal representative (as defined in the Act) of a member agrees in writing to continue the Company and to admit itself or some other person or entity as a member of the Company effective as of the date of the occurrence of the event that terminated the continued membership the member, then the Company shall not be dissolved and its affairs shall not be wound up.

14. **Distributions Upon Dissolution.** Upon the occurrence of an event set forth in Section 13 hereof, the Member shall be entitled to receive, after paying or making reasonable provision for all of the Company's creditors to the extent required by Section 18-804 of the Act, the remaining funds of the Company.

15. **Limited Liability.** The Member shall have no liability for the obligations of the Company except to the extent required by the Act.

16. **Amendment.** This Agreement may be amended only in a writing signed by the Member.

17. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Delaware, excluding any conflicts of laws, rule or principle that might refer the governance or construction of this agreement to the law of another jurisdiction.

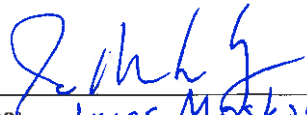
18. **Severability.** Except as otherwise provided in the succeeding sentence, every term and provision of this Agreement is intended to be severable, and if any term or provision of this Agreement is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the legality or validity of the remainder of this Agreement. The preceding sentence shall be of no force or effect if the consequence of enforcing the remainder of this Agreement without such illegal or invalid term or provision would be to cause any party to lose the benefit of its economic bargain.

19. **Consent to Jurisdiction Provision.** The Member hereby (i) irrevocably submits to the nonexclusive jurisdiction of any Delaware State court or Federal court sitting in Wilmington, Delaware, in any action arising out of this Agreement, and (ii) consents to the service of process by mail. Nothing herein shall affect the right of any party to serve legal process in any manner permitted by law or affect its right to bring any action in any other court.

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be executed effective as of April 12, 2011.

MEMBER:

Bounce Energy, Inc., a Delaware corporation

By: 
Name: James Moskowsky
Title: EVP

201303700193

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/06/2013	201303700193	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	125.00	100.00	.00	.00	.00

Receipt

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

NSI
ATTN: JILL F. PROBST
145 BAKER STREET
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2171367

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

BOUNCE ENERGY PA, LLC

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

Document(s):
REGISTRATION OF FOREIGN FOR PROFIT LLC

Document No(s):
201303700193



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
5th day of February, A.D. 2013.

Jon Husted

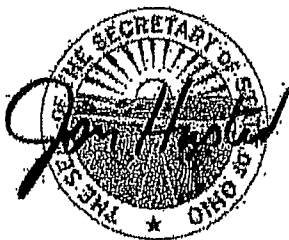
Ohio Secretary of State

Exhibit A-16 "Secretary of State"

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

See the following attached items:

- * Ohio Secretary of State Registration of a Foreign Limited Liability Company**
- * Ohio Secretary of State Certificate of Good Standing**



Form 533B Prescribed by:
Ohio Secretary of State
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00),
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: \$125

COPY

CHECK ONLY ONE (1) BOX

- (1) ☒ Registration of a Foreign For-Profit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

- (2) ☐ Registration of a Foreign Nonprofit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name

Mailing Address

City

State

ZIP Code

2013 FEB -5 PM 3:12
RECEIVED
CLERK SERVICE CENTER
SECRETARY OF STATE

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

National Registered Agents, Inc.

Name

1300 East 9th Street

Mailing Address

Cleveland

City

Ohio

State

44114

ZIP Code

☐ If the agent is an individual and using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

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

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

Required
Must be signed by an
authorized representative:

If authorized representative
is an individual, then they
must sign in the "signature"
box and print their name
in the "Print Name" box.

If authorized representative
is a business entity, not an
individual, then please print
the business name in the
"signature" box; an
authorized representative
of the business entity
must sign in the "By" box
and print their name in the
"Print Name" box.

[Signature], EVP

Signature

By (if applicable)

James P. Moskosky, EVP

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**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 **BOUNCE ENERGY PA, LLC**, a Delaware For Profit Limited Liability Company, Registration Number 2171367, filed on February 05, 2013, 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 1st day of March, A.D. 2013*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V201360MA1306

Exhibit B-1 "Jurisdiction of Operation"

Exhibit B-1 "Jurisdictions of Operation," provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.

Bounce Energy PA, LLC (Applicant) is licensed to provide retail electric services in Pennsylvania and has obtained market-based rate authority from the Federal Energy Regulatory Commission (FERC).

Bounce Energy NY, LLC is licensed to provide retail electric services in New York and has obtained market-based rate authority from the FERC.

Bounce Energy, Inc. is licensed to provide retail electric services in Texas.

Exhibit B-2 "Experience and Plans"

Exhibit B-2 "Experience and Plans," provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

Bounce Energy PA, LLC and its parent company, Bounce Energy, Inc., have substantial experience enrolling and contracting with residential and commercial electricity customers. Bounce Energy PA, LLC has been marketing and enrolling customers in Pennsylvania since October 2012 and Bounce Energy, Inc. has been marketing and enrolling customers in Texas since November 2008. These Bounce Energy companies have successfully enrolled, contracted with and provided retail electricity service to over 150,000 electricity customers since inception.

Applicant will utilize Bounce Energy, Inc.'s operations and technology systems and personnel to conduct and manage its business operations in Ohio. Bounce Energy Inc. has been successfully marketing and acquiring new customers, contracting with and providing contracted services to customers, providing billing statements, and responding to customer inquiries and complaints since November 2008.

Bounce Energy has developed and operates a suite of integrated technology applications that support its marketing, operations and billing in ERCOT and PJM. The company maintains sufficient redundancy, security and co-location facilities to protect against outages and force majeure events. The company anticipates that its suite of technology applications will enable it to enter Ohio with a high degree of scale. The company will use its existing personnel and systems to respond to and manage customer inquiries and complaints.

The company has substantial experience and utilizes diverse marketing strategies for acquiring new customers, including expertise in ecommerce, social media, and Internet marketing. The company does not generally engage in door-to-door marketing, unsolicited outbound calling, or multi-level marketing. The company intends to utilize both online and offline marketing strategies to acquire customers in Ohio.

Exhibit B-3 "Summary of Experience"

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

Applicant and its parent company have significant experience serving residential and small commercial electric customers. Applicant's parent company began serving electricity customers in November 2008 in ERCOT with the following utilities: CenterPoint, Oncor, AEP North, AEP Central, and Texas-New Mexico Power. Applicant's parent company has successfully enrolled and served power to over 150,000 customers since 2008.

Applicant began marketing to residential and small commercial customers in Pennsylvania in October 2012 and is currently serving customers with the following utilities in the PJM territory: PECO, PPL, Duquesne, Penn Power, and West Penn Power. Bounce Energy NY, LLC, also a wholly-owned subsidiary of Bounce Energy, Inc., is a member of NYISO and anticipates to begin marketing to retail electric services in New York by March 2013 within the following utility service areas: Con Ed, Central Hudson, RG&E, NYSEG, Orange & Rockland, and National Grid.

Parent and Applicant have delivered over 2,500,000 MWhs of load for residential and small commercial customers since commencing services.

Exhibit B-4 "Environmental Disclosure"

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

Bounce Energy PA, LLC will comply with the necessary reporting outlined in section 4901:1-21-09 by providing the generation resource mix and environmental characteristics, including air emissions, based on the publications provided by the ISO and any independent generator with whom Bounce Energy PA, LLC has purchased electricity.

Exhibit B-5 "Disclosure of Liabilities and Investigations"

Exhibit B-5 "Disclosure of Liabilities and Investigations," provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to provide.

None. No such liabilities or investigations, etc., exist with respect to Bounce Energy PA, LLC.

B-6 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

- No

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

- No

Exhibit C-1 "Annual Reports"

Exhibit C-1 "Annual Reports", provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicated that Exhibit C-1 is not applicable and why.

Bounce Energy PA, LLC is a privately held limited liability company and has a membership structure, rather than shareholders. Bounce Energy PA, LLC does not prepare annual reports for its member.

Exhibit C-2 "SEC Filings"

Exhibit C-2 "SEC Filings," provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of the parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

Both Bounce Energy PA, LLC and its parent are privately held companies. Accordingly, neither company is required to make 10-K/8-K filings with the SEC.

Exhibit C-3 "Financial Statements"

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.

CONFIDENTIAL – separately filed.

Bounce Energy PA, LLC respectfully requests confidential treatment for this financial information.

Exhibit C-4 "Financial Arrangements"

Exhibit C-4 "Financial Arrangements," provide copies of the applicant's financial arrangements to conduct CRES as a business activity (*e.g.*, guarantees, bank commitments, contractual arrangements, credit agreements, etc.).

CONFIDENTIAL – separately filed.

Bounce Energy PA, LLC respectfully requests confidential treatment for this financial information.

Exhibit C-5 “Forecasted Financial Statements”

Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRES operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

CONFIDENTIAL – separately filed.

Bounce Energy PA, LLC respectfully requests confidential treatment for this financial information.

Exhibit C-6 "Credit Rating"

Exhibit C-6 "Credit Rating", provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investor Service, Standard and 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 obligation of the applicant.

Bounce Energy PA, LLC is not rated by these organizations. For information related to Bounce Energy PA, LLC's creditworthiness, please refer to the information submitted below in Exhibit C-7.

Bounce Energy PA, LLC

Exhibit C-7 "Credit Report"

Exhibit C-7 "Credit Report," provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization.

Bounce Energy PA, LLC does not have a Dun and Bradstreet report. The parent company, Bounce Energy, Inc. has a Dun and Bradstreet report, which is attached.

See the following attached item:

*** Dun and Bradstreet report of Bounce Energy, Inc.**



Decide with Confidence

BOUNCE ENERGY, INC.

D-U-N-S® 82-630-3278

Single
2802 Albany St,
Houston, TX 77006

Phone 281 745-9020

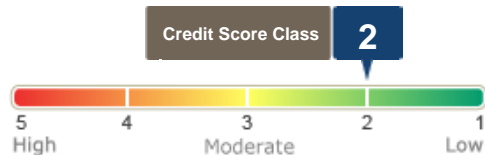
Comprehensive ReportPurchase Date: 02/21/2013
Last Update Date: 02/11/2013
Attention: jv**Executive Summary****Company Info**

Year Started	2008
CEO	ROBBIE WRIGHT, PRES
Employees	14

Predictive Analytics**Financial Stress Class**

The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000).

Financial Stress Class	3
Financial Stress Score	1,450
Highest Risk	1,001
Lowest Risk	1,875

Credit Score Class

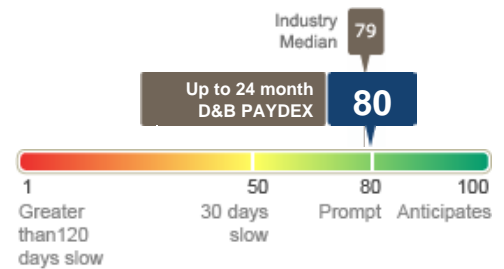
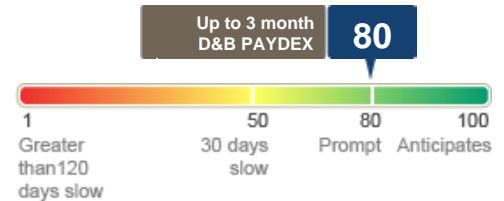
The Credit Score class of 2 for this company shows that 10.60% of firms with this classification paid one or more bills severely delinquent.

Credit Score Class	2
Credit Score	479
Highest Risk	101
Lowest Risk	670

D&B Rating

D&B Rating

--

D&B PAYDEX®**Up to 24 month D&B PAYDEX****Up to 3 month D&B PAYDEX****Credit Limit Recommendation****Risk Category**

Conservative Credit Limit	\$20,000
Aggressive Credit Limit	\$35,000

Business Information



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Business Summary

Financing	SECURED
SIC	4911 Electric services
NAICS	221122 Electric Power Distribution
History Status	INCOMPLETE

Credit Capacity Summary**D&B Rating**

--

Prior D&B Rating	--
Rating Date	11/24/2008

Payment Activity (based on 6 experiences)	USD
Average High Credit	\$175
Highest Credit	250
Total Highest Credit	400

Business History

Officers ROBBIE WRIGHT, PRES;
JAMES MOSKOSKY, EX V PRES

Directors THE OFFICER(S)

As of 02/11/2013

The Delaware Secretary of State's business registrations file showed that Bounce Energy, Inc., was registered as a Corporation on May 9, 2008.

Business started 2008 by current officers.

ROBBIE WRIGHT. Background information is unavailable at this time.

JAMES MOSKOSKY. Background information is unavailable at this time.

Business address has changed from 2536 Bevis St, Houston, TX, 77008 to 2802 Albany St, Houston, TX, 77006.

Government Activity Summary**Activity Summary**

Borrower	No
Administrative Debt	No
Grantee	No
Party Excluded from Federal Programs	No
Public Company	N/A
Contractor	No
Importer/Exporter	N/A

Possible candidate for socioeconomic program consideration

Labor Surplus Area	YES (2012)
Small Business	N/A
Women Owned	N/A
Minority Owned	N/A

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

Operations Data

As of 02/11/2013

Description: Provides electric services, specializing in power distribution (100%).
Terms of sale are undetermined. Sells to undetermined. Territory : undetermined.

Employees: 14 which includes officer(s).

Facilities: Occupies premises in a building.



Decide with Confidence

Industry Data

SIC		NAICS	
Code	Description	Code	Description
49119901	Distribution, electric power	221122	Electric Power Distribution

Financial Statements

Key Business Ratios (Based on 99 establishments)

D&B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance. To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

	This Business	Industry Median	Industry Quartile
Profitability			
Return on Sales	UN	6.3	UN
Return on Net Worth	UN	7.9	UN
Short Term Solvency			
Current Ratio	UN	1.1	UN
Quick Ratio	UN	0.5	UN
Efficiency			
Assets Sales	UN	221.2	UN
Sales / Net Working Capital	UN	11.5	UN
Utilization			
Total Liabs / Net Worth	UN	168.1	UN

Most Recent Financial Statement

As of 02/11/2013

The name and address of this business have been confirmed by D&B using available sources.

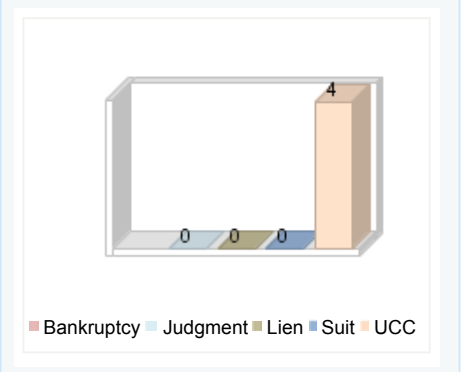
Indicators

Public Filings Summary

The following data includes both open and closed filings found in D&B's database on this company

Record Type	No. of Records	Most Recent Filing Date
Judgment	0	
Lien	0	
Suit	0	
UCC	4	10/16/2012

Public Filings



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

Full Filings



Decide with Confidence

UCC Filings

Collateral	Negotiable instruments including proceeds and products - Accounts receivable including proceeds and products - Inventory including proceeds and products - Account(s) including proceeds and products - and OTHERS	Latest Info Received	11/08/2012
		Type	Original
Filing No.	2012 3988914	Date Filed	10/16/2012
Where Filed	SECRETARY OF STATE/UCC DIVISION, DOVER, DE		
Secured Party	SHELL ENERGY NORTH AMERICA (US), L.P., HOUSTON, TX		
Debtor	BOUNCE ENERGY NY, LLC		

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	Latest Info Received	11/08/2012
		Type	Original
Filing No.	2012 3988864	Date Filed	10/16/2012
Where Filed	SECRETARY OF STATE/UCC DIVISION, DOVER, DE		
Secured Party	SHELL ENERGY NORTH AMERICA (US), L.P., HOUSTON, TX		
Debtor	BOUNCE ENERGY PA, LLC		

Collateral	Negotiable instruments and proceeds - Inventory and proceeds - Account(s) and proceeds - Contract rights and proceeds - and OTHERS	Latest Info Received	01/09/2010
		Type	Original
Filing No.	2010 0006332	Date Filed	01/04/2010
Where Filed	SECRETARY OF STATE/UCC DIVISION, DOVER, DE		
Secured Party	SHELL ENERGY NORTH AMERICA (US), L.P, HOUSTON, TX		
Debtor	BOUNCE ENERGY, INC.		

Collateral	RIGHTS	Latest Info Received	09/25/2009
		Type	Original
Filing No.	0909185839778	Date Filed	09/18/2009
Where Filed	SECRETARY OF STATE/UCC DIVISION, ALBANY, NY		
Secured Party	ORANGE AND ROCKLAND UTILITIES, INC., SPRING VALLEY, NY		
Debtor	BOUNCE ENERGY NY, LLC.		

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed. Additional UCC and SLJ filings for this company can be found by conducting a more detailed search in our Public Records Database.

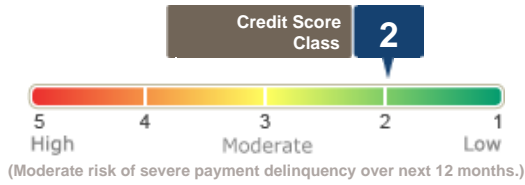
Commercial Credit Score



Decide with Confidence

Summary

Credit Score Class



Incidence of Delinquent Payment

Among Companies with This Class	10.60%
Average Compared to All Businesses	23.50%
Credit Score Percentile	90
Credit Score	479
Number of Payment Experiences	6

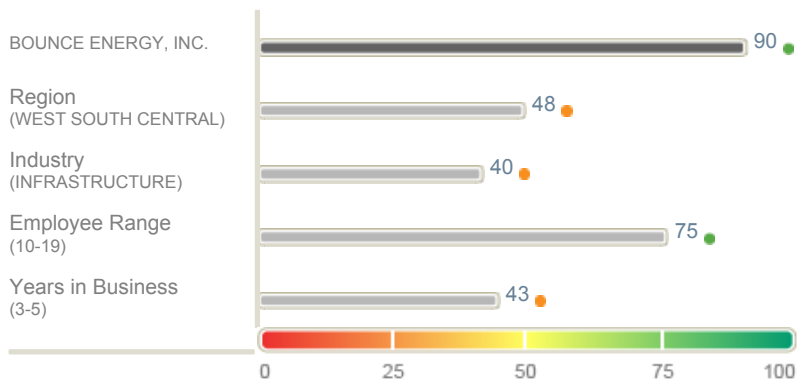
Key Factors

- Low number of satisfactory payments.
- Limited time in business.
- Business is privately held.
- General area credit conditions.

Notes:

- The Credit Score Class indicates that this firm shares some of the same business and payment characteristics of other companies with this classification. It does not mean the firm will necessarily experience delinquency.
- The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 90 days past due or more by creditors. The calculation of this value is based on an inquiry weighted sample.
- The Percentile ranks this firm relative to other businesses. For example, a firm in the 80th percentile has a lower risk of paying in a severely delinquent manner than 79% of all scorable companies in D&B's files.
- The Credit Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Credit Score Percentile Norms Comparison



- Lower risk than other companies in the same region.
- Lower risk than other companies in the same industry.
- Lower risk than other companies in the same employee size range.
- Lower risk than other companies with a comparable number of years in business.

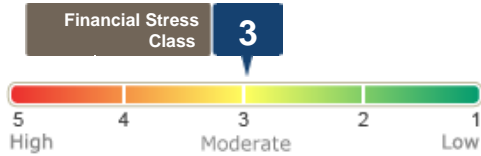
Financial Stress Score



Decide with Confidence

Summary

Financial Stress Class



Financial Stress Score Percentile

Financial Stress National Percentile	34
Financial Stress Score	1450
Probability of Failure with This Score	0.24%
Failure per 10K	24/10,000
Average Failure Rate within D&B database	0.48%
Failure per 10K	48/10,000
Number of Payment Experiences	6

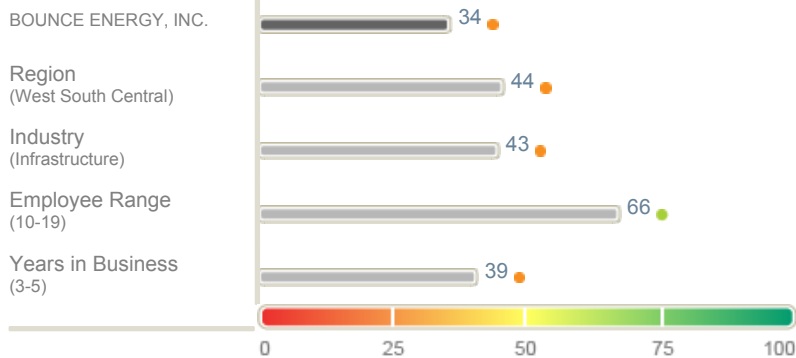
Key Factors

- High number of inquiries to D&B over last 12 months.
- Limited time under present management control.
- Unstable Paydex over last 12 months.

Notes:

- The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The probability of failure shows the percentage of firms in a given percentile that discontinue operations with loss to creditors. The average probability of failure is based on businesses in D&B's database and is provided for comparative purposes.
- The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&B's file.
- The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Financial Stress Percentile Comparison



- Higher risk than other companies in the same region.
- Higher risk than other companies in the same industry.
- Higher risk than other companies in the same employee size range.
- Higher risk than other companies with a comparable number of years in business.

Advanced Paydex + CLR

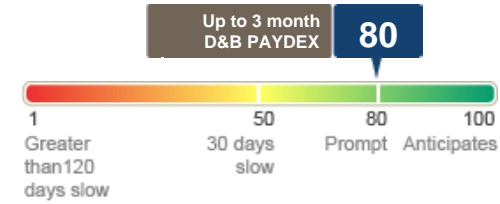
D&B PAYDEX®



Decide with Confidence

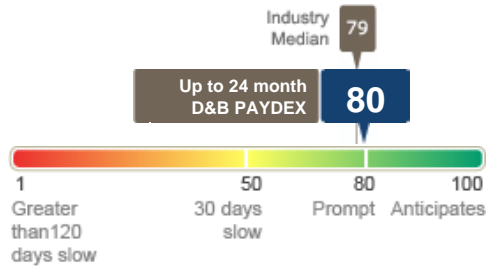
Shows the D&B PAYDEX scores as calculated up to 3 months and up to 24 months of payment experiences.

Up to 3 month D&B PAYDEX



When weighted by dollar amount, payments to suppliers average Within terms. Based on payments collected over last 3 months.

Up to 24 month D&B PAYDEX



When weighted by dollar amount, payments to suppliers average generally within terms. Based on payments collected up to 24 months.

When weighted by dollar amount, the industry average is 2 DAYS BEYOND terms.

- High risk of late payment (average 30 to 120 days beyond terms)
- Medium risk of late payment (average 30 days or less beyond terms)
- Low risk of late payment (average prompt to 30+ days sooner)

Payment Trend	unchanged *	Total Payment Experiences for the HQ	6	Highest Now Owing	\$250
Payments Within Terms	100%	Total Placed for Collection	0	Highest Past Due	\$0
Average High Credit	\$175	Largest High Credit	\$250		

* compared to payments three months ago

Credit Limit Recommendation

Risk Category



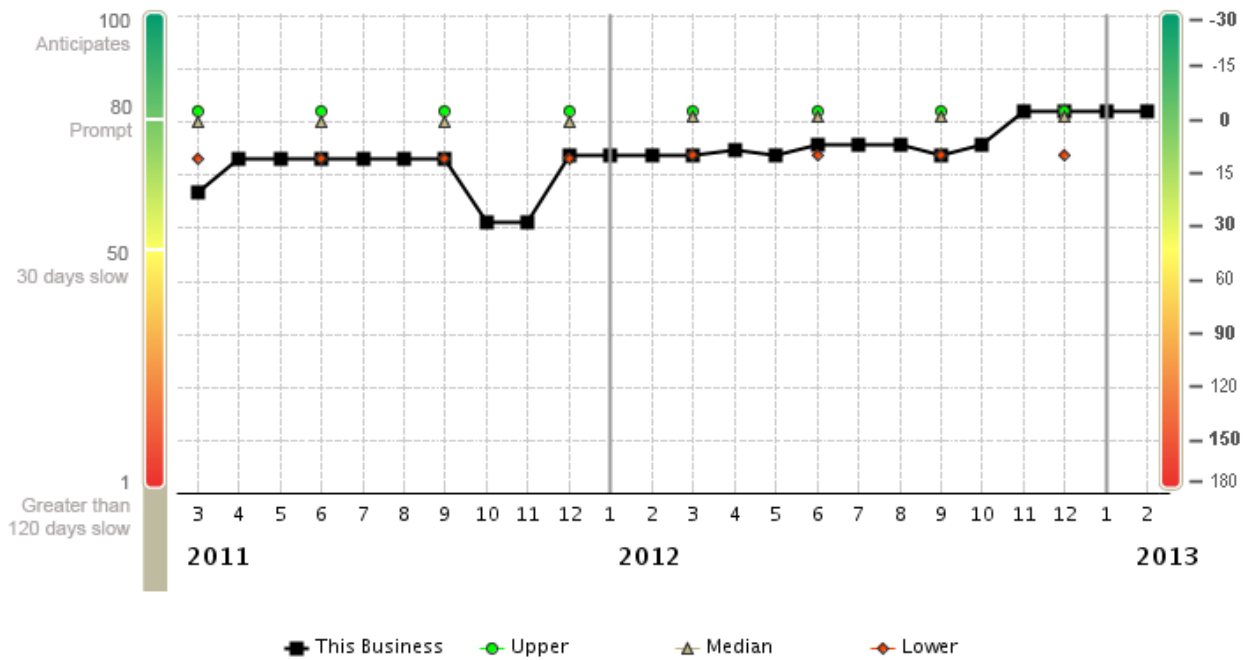
Recommendation Date	02/21/2013
Conservative Credit Limit	\$20,000
Aggressive Credit Limit	\$35,000

Key Factor

Risk is assessed using D&B's scoring methodology and is one factor used to create the recommended limits

PAYDEX Yearly Trend

Shows PAYDEX scores of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Electric services, based on SIC code 4911.




This Business	63	70	70	70	70	70	70	57	57	71	71	71	71	72	71	73	73	73	71	73	80	80	80	80
Industry Quartiles																								
Upper	80			80			80			80			80			80			80			80		
Median	78			78			78			78			79			79			79			79		
Lower	70			70			70			70			71			71			71			71		

Note

- Current PAYDEX[®] for this Business is 80, or equal to generally within terms.
- The 24 month high paydex is 80.0, or equal to GENERALLY WITHIN terms.
- The 24 month low paydex is 57.0, or equal to 25 DAYS BEYOND terms.
- Industry upper quartile represents the performance of the payers in the 75th percentile.
- Industry lower quartile represents the performance of the payers in the 25th percentile.

Payment Habits

Credit Extended	% of Payments Within Terms	No. of Payment Experiences	Total Amount USD
Over \$100,000	0%	0	\$0
50,000-100,000	0%	0	0
15,000-49,999	0%	0	0
5,000-14,999	0%	0	0
1,000-4,999	0%	0	0
Under 1,000	100% 	2	350

Based on up to 24 months of payments

Payment Summary

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

There are 6 payment experiences in D&B's file, with 5 experiences reported during the last three month period.
The highest Now Owes on file is \$250. The highest Past Due on file is \$0.

All Industries



Decide with Confidence

Industries	Total Received	Total Amounts	Largest High Credit	Within Terms (%)	Days Slow (%)			
					0-30	31-60	61-90	90+
Misc publishing	2	\$0	\$0	0	0	0	0	0
Misc business service	1	250	250	100	0	0	0	0
Lithographic printing	1	100	100	100	0	0	0	0
Photocopying service	1	0	0	0	0	0	0	0

Other Payment Categories

Category	Total Received	Total Dollar Amounts	Largest High Credit
Cash experiences	1	\$50	\$50
Payment record unknown	0	0	0
Unfavorable comments	0	0	0
Placed for Collection	0	0	0

Detailed Payment History

Date Reported	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale within(months)
January 2013	Ppt	\$0	\$0	\$0	N/A	4-5
	Ppt	0	0	0	N/A	1
	Ppt	250	250	0	N/A	1
December 2012	Ppt	100	0	0	N/A	1
November 2012	(005)	50	0	0	Cash account	1
May 2012	Ppt	0	0	0	N/A	1

Lines shown in red are 30 or more days beyond terms

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Exhibit C-8 “Bankruptcy Information”

Exhibit C-8 “Bankruptcy Information”, provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filing made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

None of Bounce Energy PA, LLC, its parent, or any affiliate has reorganized, sought protection from creditors, or made any bankruptcy filing as described above.

Exhibit C-9 "Merger Information"

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.

Bounce Energy PA, LLC has not been the subject of a merger or acquisition within the past five years.

Exhibit D-1 “Operations”

Exhibit D-1 “Operations”, provide a written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision for ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

Bounce Energy PA, LLC and its parent company are in the retail business of marketing and selling electricity to residential and commercial customers. The company does not generate electric power for retail or wholesale sales. Accordingly, the company’s operations primarily consist of marketing and sales, managing customer service and experience, billing (in service areas where purchase of receivables are not available), and purchasing power supply and managing associated risk.

Exhibit D-2 "Operations Expertise"

Exhibit D-2 "Operations Expertise", given the operation nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.

Applicant is a wholly-owned subsidiary of Bounce Energy, Inc. Bounce Energy, Inc. has been serving residential customers in the deregulated areas of ERCOT (Electric Reliability Council of Texas) since 2008 and has been serving commercial customers within ERCOT since 2010.

Bounce Energy, Inc. manages its operations through several internal departments, including customer service, quality assurance, energy supply and risk management, regulatory compliance, operations, marketing and sales, accounting, billing, technology and systems development and maintenance, business development, and administration. Bounce Energy, Inc. also engages the services of outsourced call center facilities and personnel located in Texas to assist with certain customer service and enrollment. These call center vendors utilize up to 50 customer service representatives at any given time based upon seasonality, and together with Bounce Energy, Inc., trains these customer representatives on a regular and ongoing basis. Bounce Energy's internally employed customer service representatives are managed by a director of customer service and trained regularly by said director, a quality assurance manager, and the Vice President of Customer Management. Bounce Energy, Inc. is further committed to training its operations, marketing and sales employees regarding regulatory compliance matters, and conducts training on a regular and ongoing basis for the purpose of maintaining compliance with applicable rules and protocols.

Bounce Energy, Inc. is qualified as a load serving entity in ERCOT, Applicant is a member of PJM, and Bounce Energy NY, LLC, a wholly-owned subsidiary of Bounce Energy, Inc., is a member of NYISO. Applicant plans to utilize the resources, technology, personnel, and outside relationships of its parent company, Bounce Energy, Inc. to operate as a retail provider and power marketer within the State of Ohio. Applicant will have full access to and utilization of a proprietary network of integrated technology applications developed specifically for the retail energy business, including customer management and information systems, customer service tools, billing and payment systems, and offering, enrollment and content management systems.

Applicant utilizes the EDI services of EC Infosystems in Texas, Pennsylvania, and New York, and plans to utilize the EC Infosystems for EDI services with distribution utilities within the State of Ohio.

With regard to power supply and credit, Applicant, its affiliated companies, and Shell Energy North America, LP have entered into a certain credit facility arrangement whereby Shell Energy provides credit to Applicant and its affiliated companies for bilateral energy purchases, ERCOT, PJM and NYISO obligations and obligations to distribution utilities within ERCOT, PJM and NYISO. Shell Energy also serves as a qualified scheduling entity and scheduling coordinator for Applicant and its affiliated companies in ERCOT, PJM and NYISO. Applicant plans to utilize this credit facility arrangement with Shell Energy to assist with its energy purchasing, credit,

Bounce Energy PA, LLC

scheduling, and other retail electric activities and operations to be conducted in the State of Ohio.

Exhibit D-3 “Key Technical Personnel”

Exhibit D-3 “Key Technical Personnel”, provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant’s business.

Name: Robbie Wright

Title: Chief Executive Officer

Telephone Number: 713-933-6204

Email Address: rwright@bounceenergy.com

Type of Experience: Operations, marketing, e-commerce, energy purchasing, risk management, and client relations relative to competitive electricity markets

Robbie Wright, Chief Executive Officer. Mr. Wright has served as chief executive officer of Bounce Energy, Inc. (collectively, with applicant, the “Company”) since its inception in April 2008 and is a member of its Board of Directors. He is responsible for the overall operation, growth and direction of the business, and is actively engaged in all areas of the business including operations, e-commerce, technology implementation, energy purchasing, risk management, marketing, billing, customer service, call center implementation, strategic planning and finance. Mr. Wright has substantial experience in the areas of e-commerce, social media, internet marketing, and business operations, which includes working with enabling technologies that support those activities. Prior to founding Bounce Energy, Inc., Mr. Wright was employed for over 7 years with WhiteFence, Inc., serving as Senior Vice President of Customer Experience prior to his departure. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Having served in several key positions throughout his tenure with WhiteFence, his operational responsibilities included the launch and management of all service provider accounts, including over 15 competitive retail electric and natural gas providers. His management of retail electric and natural gas providers included compliance for the online and offline customer experience through the order cycle, aiding in the order cycle processing and responses from providers to consumers, managing the systems integrations between WhiteFence and its numerous service providers, building and managing its in-house customer service team with responsibilities for customer satisfaction and dispute resolution, implementing and managing outsourced inbound customer service and sales calls and online chat programs, and outsourced credit scoring and billing relationships. Mr. Wright successfully oversaw the customer submission, processing and fulfillment of several hundred thousand residential electricity and natural gas orders. In these contexts, Mr. Wright has over 12 years experience in the competitive retail electric industry and since 2001 has gained significant and broad experience regarding the competitive retail electricity industry in Texas. Mr. Wright also served as the commercial-technical liaison for business operations and led several technology implementations for various types of major service. These initiatives enabled Mr. Wright to acquire significant experience with regard to

Bounce Energy PA, LLC

successful customer acquisition practices, metrics and cost structures relevant to residential consumers, together an understanding of best practices for back-end operations relating to customer management, qualification and retention. Mr. Wright earned a BBA degree in Finance from the McCombs School of Business at the University of Texas.

Name: James Moskosky

Title: Executive Vice President

Telephone Number: 713-933-6202

Email Address: jmoskosky@bounceenergy.com

Type of Experience: Business development, contract negotiation, operations, marketing, e-commerce, and client relations relative to the competitive electricity markets

James Moskosky, Executive Vice President, Director. Mr. Moskosky serves as Executive Vice President of the Company and is a member of its Board of Directors. He is responsible for overall corporate development and is actively involved in aspects of the business pertaining to strategic planning, structure and financing, corporate governance, and the growth and expansion of the business. Prior to Bounce Energy in July 2008, he was a founding stockholder and executive officer of WhiteFence, Inc., where he served in several key positions during his eight year tenure, including Chief Strategy Officer, Chief Operating Officer and General Counsel, and was instrumental in the structuring, financing and growth of the organization from inception. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Accordingly, WhiteFence provided marketing, customer acquisition, customer enrollment, product offering, content management, and electronic order processing services for leading competitive retail electric providers in Texas and other states. Mr. Moskosky has substantial experience working in the management and operations of e-commerce, online/offline marketing, and technology enabled businesses, including business development, client relations, negotiation and contracting with competitive retail electricity providers in Texas and other essential home service providers throughout the U.S. from 2001 to 2008. Accordingly, Mr. Moskosky has over 12 years experience with the competitive retail electric industry and has since 2001 acquired substantial experience with regard to customer acquisition, marketing, customer support and service, offering management, order processing, credit criteria, and general business operations relating to the competitive retail electric industry in Texas. Prior to establishing WhiteFence, he was a shareholder in a Florida based law firm where he practiced corporate and securities law, having represented public, private and start-up companies in a broad range of business transactions, including, mergers and acquisitions, joint ventures and strategic alliances, private and public offerings, software development and licensing, financings, secured transactions and

Bounce Energy PA, LLC

general contract negotiations. Mr. Moskosky earned a B.A. in Economics and Political Science from Yale University and a J.D., cum laude, from the University of Miami School of Law.

Name: Robert P. Colgin

Title: Chief Marketing Officer

Telephone Number: 713-933-6208

Email Address: pcolgin@bounceenergy.com

Type of Experience: Marketing and e-commerce relative to competitive electricity markets

Paul Colgin, Chief Marketing Officer. Mr. Colgin joined Bounce Energy in January 2009. Mr. Colgin is responsible for the Company's overall marketing strategies, including online customer acquisition initiatives, paid search, search engine optimization, social media, and other digital and new media channels, as well as the company's web site, content, and other web entities and portals. Prior to joining Bounce Energy, Mr. Colgin worked for 5 years at WhiteFence, Inc., having held the positions of Vice President Internet Marketing and Senior Director of Customer Acquisition. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Accordingly, WhiteFence provided marketing, customer acquisition, customer enrollment, product offering, content management, and electronic order processing services for leading competitive retail electric providers in Texas and other states. While at WhiteFence, Mr. Colgin consistently developed successful marketing campaigns for its competitive retail electricity business, competitive natural gas and other business segments through multiple marketing channels. Mr. Colgin has over 9 years experience working in the competitive retail electricity industry. His specialties include search engine marketing/pay-per-click advertising (SEM/PPC), search engine optimization (SEO), website and landing page design (MEC Certified), customer conversion techniques, site user experience, local search, social media marketing, web analytics, channel partner development, and affiliate marketing. Mr. Colgin earned his bachelor's degree in management information systems, with a minor in marketing, from Red McCombs School of Business at The University of Texas at Austin.

Name: Karl Trollinger

Title: Chief Information Officer

Telephone Number: 713-933-6203

Email Address: ktrollinger@bounceenergy.com

Type of Experience: Marketing, technology and information systems relative to competitive electricity markets

Bounce Energy PA, LLC

Karl Trollinger, *Chief Information Officer.* Mr. Trollinger serves as chief information officer of the Company. He is responsible for Bounce Energy's data and technology infrastructure, as well as, technology project implementations. Prior to launching Bounce Energy, he served for nearly 7 years at WhiteFence, Inc., having held the position of Vice President of Customer Conversion prior to his departure. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. While at WhiteFence, he participated in the launch and management of numerous competitive and deregulated retail electricity and natural gas providers on the WhiteFence technology platform. Accordingly, WhiteFence provided marketing, customer acquisition, customer enrollment, product offering, content management, and electronic order processing services for leading competitive retail electric providers in Texas and other states. Mr. Trollinger has over 10 years experience working in the competitive retail electric industry. Mr. Trollinger also led major online initiatives for increasing customer conversion, resulting in significant growth in user conversion contributing to significant increases in company revenue. He also served as business logic architect for the redesign of its comparison shopping engine and developed several online programs, including the lifetime value initiatives for existing customers. Prior to WhiteFence, Karl held senior management positions in marketing and sales with PACE Entertainment, Vocalis, LTD., Smart Power Systems, and Archimage. Mr. Trollinger earned a BA in Radio Television/ Film with a minor in Marketing from the University of Houston.

Name: Elizabeth Maberry

Title: Senior Vice President, Business Development

Telephone Number: 713-933-6214

Email Address: emaberry@bounceenergy.com

Type of Experience: Client relations, business development, contract negotiations, operations, and e-commerce relative to competitive electricity markets

Elizabeth Maberry, *Senior Vice President Business Development.* Ms. Maberry is responsible for overall business development for Bounce Energy, which includes establishing and maintaining customer acquisition partners, third party service providers, and strategic relationships. Prior to joining Bounce Energy in November 2008, Ms. Maberry was employed for over 6 years with WhiteFence, Inc., having served as Vice President of Strategic Alliances prior to her departure. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Ms. Maberry gained substantial experience developing, managing, and expanding business relationships, including contract negotiations, with numerous leading competitive retail electricity providers in Texas and competitive and regulated retail electricity and natural gas providers throughout the

Bounce Energy PA, LLC

U.S., as well as other major national essential home service providers. Ms. Maberry has over 10 years experience working in the competitive retail electric and natural gas industries. She was also actively engaged in several other aspects of the WhiteFence business during her tenure, including in the areas of e-commerce, operations, and data technologies. Ms. Maberry has successfully led her teams in initiating, selling and executing advanced development objectives with a wide array service provider groups, successfully driving results in numerous product lines and service categories. Prior to joining WhiteFence, she worked as a consultant in the utilities and energy sector for Cap Gemini Ernst & Young, US, LLC. Ms. Maberry received her B.B.A. from the University of Texas at Austin, The Red McCombs School of Business.

Name: Sabrina Colgin

Title: Senior Vice President, Operations

Telephone Number: 713-933-6209

Email Address: scolgin@bounceenergy.com

Type of Experience: Operations, e-commerce, energy purchasing, and risk management relative to competitive electricity markets

Sabrina Colgin, *Senior Vice President Operations.* Ms Colgin serves as the Company's Senior Vice President Operations. Ms. Colgin leads the Company's operations group and is responsible for functional operations of the business including energy supply purchasing, product pricing and offering management. Prior to Bounce Energy, Ms. Colgin held several key roles during her more than 5 years of employment with WhiteFence, Inc., including Director of Operations, and served as Vice President of Optimization prior to her departure. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Accordingly, WhiteFence provided marketing, customer acquisition, customer enrollment, product offering, content management, and electronic order processing services for leading competitive retail electric providers in Texas and other states. Ms. Colgin worked extensively with competitive retail electric and natural gas providers in e-commerce, customer enrollment, and offering management capacities. Ms. Colgin has over 8 years experience working in the competitive retail electric industry. She has significant experience developing and executing processes and best practices for optimizing key internal operations as well as for external business relationships with outside business partners. Ms. Colgin earned her bachelor's degree in economics, concentrating in marketing and management from The Wharton School at the University of Pennsylvania.

Name: David Redding

Bounce Energy PA, LLC

Title: Vice President Risk Management

Telephone Number: 713-429-6374

Email Address: dredding@bounceenergy.com

Type of Experience: Energy purchasing and risk management relative to the competitive electricity markets in Texas and other states

David Redding, Vice President Risk Management. *Mr. Redding* David joined Bounce Energy as Vice President Risk Management in February 2012. He is responsible for identifying, designing and building wholesale energy related infrastructure and systems. Mr. Redding is also responsible for ensuring wholesale market pricing and volatility are prudently managed. He has over 20 years of experience in the electric power industry and has a track record of demonstrating multiple successes in numerous markets. Mr. Redding earned a B.S. in Engineering from Texas A&M University, and also holds an M.S. Interdisciplinary Engineering from Texas A&M University.

Name: Curtis Emerson, CPA

Title: Vice President Finance and Controller

Telephone Number: 713-933-6212

Email Address: cemerson@bounceenergy.com

Type of Experience: Finance and accounting

Curtis Emerson, CPA, Vice President Finance and Controller. *Mr. Emerson* joined Bounce Energy in March 2010 as Vice President Finance and Controller. He heads the accounting and financial operations at the Company. Prior to joining Bounce Energy, Mr. Emerson worked as a senior manager at Ernst & Young LLP in its Transaction Advisory Services group where he performed financial due diligence in the energy sector for 5 years. Prior to Ernst & Young LLP, he worked in public accounting as an audit manager for 6 years. Mr. Emerson earned a B.S. in Business Administration & M.S. in Accounting from Trinity University.

Name: Timothy Wasson

Title: Vice President Technology

Telephone Number: 713-933-6241

Email Address: twasson@bounceenergy.com

Type of Experience: Developing software applications and maintaining technology system infrastructure

Bounce Energy PA, LLC

Timothy Wasson, *Vice President Technology*. Mr. Wasson joined Bounce Energy as Vice President Technology in November 2009. Mr. Wasson leads Bounce Energy's technology team with responsibility for the architecture and implementation of the Bounce Energy website and all proprietary applications encompassing billing, marketing, operations, reporting, CIS, and integrations with channel partners and state agencies. Prior to joining Bounce Energy, he held senior engineering positions at Hewlett-Packard and Intacct Inc., where he designed and developed complex web-based server management and financial accounting applications. He also has experience as a Market Analyst with Koch Supply and Trading, as well as, oil and gas related technical experience with Koch Exploration Company, Inc. Mr. Wasson earned a B.S. in Total Quality Management from Friends University.

Name: Katherine Wright

Title: Vice President Customer Management

Telephone Number: 713-933-6201

Email Address: kwright@bounceenergy.com

Type of Experience: Marketing, client relations, and customer service relative to competitive electricity markets

Katherine Wright, *Vice President Customer Management*. Ms. Wright serves as Vice President Customer Management of the Company, and is responsible for the overall management and training of its customer care team, including internal and external call centers and customer service representatives. Prior to joining Bounce Energy in June 2008, Ms. Wright was employed with Gexa Energy L.P. from January 2008 until June 2008 as Manager, Affinity Marketing. Gexa Energy is a retail electric provider in the competitive retail electric market in Texas, as well as other states. Prior to Gexa Energy, Ms. Wright was employed with WhiteFence, Inc. as Manager, Vendor Programs, from April 2006 through January 2008. WhiteFence, Inc. is a leading online and offline marketplace for home and moving related services for consumers, which operates comparison shopping websites and back-end technologies enabling consumers to compare and order competitive electricity, natural gas and many other home services directly through its proprietary technology platform. Ms. Wright has over 5 years experience working in the competitive retail electric industry. Ms. Wright earned her B.B.A in Finance from The University of Texas at Austin, Red McCombs School of Business.

Bounce Energy PA, LLC

Exhibit D-4 “FERC Power Marketer License Number”

Exhibit D-4 “FERC Power Marketer License Number,” provide a statement disclosing the applicant’s FERC Power Marketer License number. (Power Marketers only)

Bounce Energy PA, LLC was granted Market Based Rate Authority by the Federal Energy Regulatory Commission in Docket No. ER12-1152.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

3/1/2013 7:16:56 PM

in

Case No(s). 13-0574-EL-CRS

Summary: Application - Certification Application for Retail Generation Providers and Power Marketers electronically filed by Mr. Gerit F. Hull on behalf of Bounce Energy PA, LLC