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The Public Utilities Commission of Ohio

14-0077-EL-AGL

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Filing Instructions for Aggregators/Power Brokers

I. Where To File: Applications should be sent to: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

II. What To File: Applicant must submit one original notarized application signed by a principal officer and three copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit A-12 should be marked "Exhibit A-12 'Corporate Structure.'" All pages should be numbered and attached in a sequential order.

III. Which Forms To File: Entities other than governmental aggregators that will aggregate customers or provide power-brokering services must file a "Certification Application for Aggregators/Power Brokers" form. Governmental aggregators must file an "Certification Application for Governmental Aggregators" form. If an aggregator will provide power marketing and/or retail electric generation services in addition to aggregation and power brokering services, it must file an "Certification Application for Retail Generation Providers, Power Marketers, and Power Brokers" form. The following definitions are provided to assist applicants in determining which form(s) to file:

Aggregation - combining the electric load of multiple retail customers through an agreement with the customers or formation of a governmental aggregation pursuant to Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Aggregator - a person who contracts with customers to combine the customers' electric load for the purpose of purchasing retail electric generation service on an aggregated basis. The term does not include a governmental aggregator.

Governmental Aggregator - the legislative authority of a municipal corporation, the board of township trustees of a township, or a board of county commissioners of a county that aggregates the citizens of a municipal corporation, township, or unincorporated areas of a county in accordance with Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Power Broker - a person who assumes the contractual and legal responsibility for the sale and/or arrangement for the supply of retail electric generation service to a retail customer without taking title to the power supplied.

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Technician Date Processed **JAN 13 2014**

Power Marketer - a person who assumes the contractual and legal responsibility for the sale and provision of retail electric generation service to a retail customer who had title to the electric power provided at some point during the transaction.

IV. **Application Form**: The application is available on the Commission's web site, www.puco.ohio.gov or directly from the Commission at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

V. **Confidentiality**: If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must fully support its request to maintain confidentiality for the information it believes to be confidential or proprietary in a motion for protective order filed pursuant to Rule 4901-1-24 of the Ohio Administrative Code.

VI. **Commission Process for Approval**: An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete may cause delay in certification.

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

Unless otherwise specified by the Commission, a competitive retail electric service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-24-09 of the Ohio Administrative Code.

CRES (competitive retail electric service) providers shall inform the Commission of any material change to the information supplied in a certification application within thirty days of such material change in accordance with Rule 4901:1-24-10 of the Ohio Administrative Code.

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

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

VIII. Questions: Questions regarding filing procedures should be directed to
CRES@puc.state.oh.us.

IX. Governing Law: The certification/renewal of competitive retail electric suppliers is governed by Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.



The Public Utilities Commission of Ohio

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

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

A. APPLICANT INFORMATION

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

Legal Name Worthington Energy Consultants, LLC
Address 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235
Telephone # (614) 989-3030 Web site address (if any) worthingtonenergyconsultants.com

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

Legal Name Worthington Energy Consultants, LLC
Address 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235
Telephone # (614) 989-3030 Web site address (if any) worthingtonenergyconsultants.com

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

Worthington Energy Consultants, LLC

A-4 Contact person for regulatory or emergency matters

Name Fred J. Graft
Title President

Business address 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Telephone # (614) 989-3030

Fax # (614) 408-2035

E-mail address (if any) fgraft@worthingtonenergyconsultants.com

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

Name Fred J. Graft

Title President

Business address 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Telephone # (614) 989-3030

Fax # (614) 408-2035

E-mail address (if any) fgraft@worthingtonenergyconsultants.com

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

Customer Service address 445 Hutchison Avenue, Suite 800, Columbus, Ohio 43235

Toll-free Telephone # _____

Fax # (614) 408-2035

E-mail address (if any) fgraft@worthingtonenergyconsultants.com

A-7 Applicant's federal employer identification number # 453170914

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

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☒ Limited Liability Company (LLC)

☐ Corporation

☐ Other _____

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

☒ First Energy

☒ Ohio Edison

☒ Toledo Edison

☒ Cleveland Electric Illuminating

☒ Duke Energy

☒ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Columbus Southern Power

☒ Dayton Power and Light

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Commercial

☒ Commercial

☒ Commercial

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☒ Commercial

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

- A-10** Provide the approximate start date that the applicant proposes to begin delivering services
January 1, 2014

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-11** **Exhibit A-11 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-12** **Exhibit A-12 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.
- A-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

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

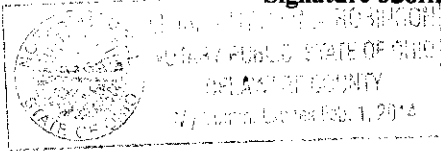
C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

Fred J. Graft - PRES
Signature of Applicant & Title

Sworn and subscribed before me this 6th day of JANUARY, 2014
Month Year

[Signature]
Signature of official administering oath

Lilian Guttmann - Robinson
Print Name and Title



My commission expires on 2/1/14

AFFIDAVIT

State of OHIO :

COLUMBUS ss.
(Town)

County of FRANKLIN :

FRED J. GRAFT, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the PRESIDENT (Office of Affiant) of WORTHINGTON ENERGY CONSULTANTS, 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.

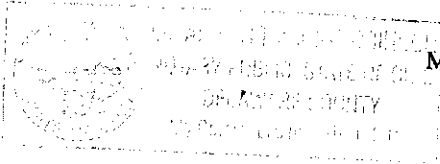
That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Pamela Graft - PRES
Signature of Affiant & Title

Sworn and subscribed before me this 26th day of JANUARY, 2014
Month Year

[Signature]
Signature of official administering oath

Lilian Gutmann-Robinson
Print Name and Title



My commission expires on 02/01/14

EXHIBIT A-11 “Principal Officers, Directors & Partners”

Fred J. Graft
President
445 Hutchinson Avenue
Suite 800
Columbus, Ohio 43235
614-989-3030

EXHIBIT A-12 “Corporate Structure”

Ownership is:

50% Fred J. Graft
50% CSG, LLC

There are no affiliates or subsidiary companies.

EXHIBIT A-13 “Company History”

Worthington Energy Consultants, LLC received its Certificate from the Ohio Secretary of State’s Office on September 15, 2011.

WEC was created to utilize the experience developed from the principal’s commercial real estate and management experience, utility cost recovery services and competitive electric markets.

Since its creation, WEC has endeavored to be an industry leader and currently works with a wide variety of clients representing commercial, industrial, charitable, religious, retail, and governmental entities. In addition, WEC has participated in numerous programs providing insights as to the competitive electric opportunities in Ohio to a variety of non-profit associations throughout the state representing low-incoming housing, educational institutions and manufacturers, among others.

Exhibit A-14 “Articles of Incorporation and Bylaws”

Not applicable.

Exhibit A-15 “Secretary of State”

Worthington Energy Consultants, LLC, received Certificate 2048387 on September 15, 2011 from the Secretary of State of Ohio.

Exhibit B-1 “Jurisdiction of Operation”

Not applicable.

Exhibit B-2 “Experience & Plans”

Worthington Energy Consultants, LLC will continue to work with energy users and energy suppliers to assure that the customer receives the most appropriate pricing and arrangements for the needed services.

While issues between customers and suppliers have been rare, as appropriate, WEC continue will serve as a facilitator between customers and suppliers to resolve any billing or related issues.

WEC will continue to provide guidance regarding energy procurement, refunds and rebates offered by governments and utilities for energy savings initiatives, utility cost recovery and related services.

WEC will typically utilize the contracts provided by third party vendors for services it does not provide.

WEC anticipated that it will continue to be compensated by the energy supplier and not the customer. As a result, billing will be conducted by the electricity supplier or the EDU directly.

Exhibit B-3 “Summary of Experience”

Worthington Energy Consultants, LLC has not provided aggregation services previously. In the event that a customer of WEC seeks aggregation services, WEC will work with the customer and a qualified CRES to provide the same.

Exhibit B-4 “Disclosure of Liabilities and Investigations”

Not applicable.

Exhibit C-1 “Annual Reports”

Worthington Energy Consultants, LLC has not issued any annual reports.

Exhibit C-2 “SEC Filings”

Worthington Energy Consultants, LLC has not made any filings with the SEC.

Exhibit C-3 “Financial Statements”

Please see attached Financial Statements prepared by Rea & Associates.

Please note that the attached Financial Statements are submitted subject to a Motion for Protective Order.

Exhibit C-4 “Financial Arrangements”

Worthington Energy Consultants is acting as a broker and does not take title to any of the power provided. As such, WEC has not entered into any guarantees, bank commitments, contractual arrangements, credit agreements, etc. and has not had a need for such financial arrangements to execute our business plan.

Exhibit C-5 “Forecasted Financial Statements”

As a consultant, Worthington Energy Consultants’ revenues will be derived as a percentage of the services provided by others and is difficult to estimate.

During the past two years, WEC has experienced meaningful growth in clients and revenue. Fortunately, WEC has retained nearly all of its clients. Through continued dedication and service, WEC will continue to work hard to retain in excess of 90% of its current clients.

Many of our clients are referrals from existing clients and we are hopeful for more such referrals in the future.

WEC is projecting a growth of 30% growth for 2014 and a 25% growth for 2015. The changes that be occurring in relation to AEP Ohio in 2015 may have an impact on growth opportunities in Central Ohio and, consequently, affect WEC’s growth.

Please note that the forgoing information is submitted subject to a Motion for Protective Order.

Exhibit C-6 “Credit Rating”

Worthington Energy Consultants, LLC is not aware of any credit rating being issued regarding its operations.

Exhibit C-7 “Credit Report”

Worthington Energy Consultants, LLC is not aware of a credit report being issued from Experian, Dun and Bradstreet or a similar organization.

Exhibit C-8 “Bankruptcy Information”

Not applicable.

Exhibit C-9 “Merger Information”

Not applicable.

**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 WORTHINGTON ENERGY CONSULTANTS, LLC, an Ohio For Profit Limited Liability Company, Registration Number 2048387, was organized within the State of Ohio on September 15, 2011, 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 27th day of June, A.D. 2013*

Jon Husted

Ohio Secretary of State

Validation Number: V2013178J0FA36