

FILE

14-0944-EL-AGG
SourceOne
A Veolia Energy Company

46

May 22, 2014

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

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PUCO

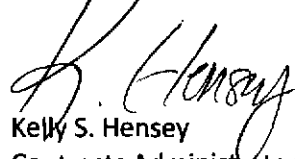
SUBJECT: Certification Application for Aggregators/Power Brokers

To Whom It May Concern:

Enclosed please find one (1) original and three (3) copies of our Certification Application for Aggregators/Power Brokers on behalf of SourceOne, Inc. (DE) ("SourceOne"). SourceOne is also in the process of filing a Motion for Protective Order to protect against disclosure of our sensitive financial information.

If you have any questions, please do not hesitate to call me at (617) 399 -6153. Thank you for your consideration.

Sincerely,



Kelly S. Hensey
Contracts Administrator
khensey@s1inc.com

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The Public Utilities Commission of Ohio

14-0944-EL-AGG

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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 SourceOne, Inc. (DE)
Address 53 State Street, 14th Floor, Boston, MA 02109
Telephone # (617)399-6100 Web site address (if any) www.sourceone-energy.com

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

Legal Name SourceOne, Inc. (DE)
Address 53 State Street, 14th Floor, Boston, MA 02109
Telephone # (617)399-6100 Web site address (if any) www.sourceone-energy.com

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

SourceOne, Inc.
SourceOne Energy, Inc.

A-4 Contact person for regulatory or emergency matters

Name Brant Davis or Alexey Cherniack
Title Vice President - Commodity Management; Senior Commodities Manager

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Business address 53 State Street, 14th Floor, Boston, MA 02109
 Telephone # (617)399-6100 Fax # (617)399-6187
 E-mail address (if any) bdavis@slinc.com; acherniack@slinc.com

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

Name Brant Davis
 Title Vice President - Commodity Management
 Business address 53 State Street, 14th Floor, Boston, MA 02109
 Telephone # (617) 399-6100 Fax # (617)399-6187
 E-mail address (if any) bdavis@slinc.com

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

Customer Service address 53 State Street, 14th Floor, Boston, MA 02109
 Toll-free Telephone # 1-(800)510-4485 Fax # (617)399-6187
 E-mail address (if any) bdavis@slinc.com

A-7 Applicant's federal employer identification number # 04-3558868

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

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

A-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).

| | | | | |
|--|--------------------------------------|--|-------------------------------------|--|
| <input checked="" type="checkbox"/> First Energy | | | | |
| <input type="checkbox"/> Ohio Edison | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Duke Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Monongahela Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> American Electric Power | | | | |
| <input type="checkbox"/> Ohio Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Columbus Southern Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Dayton Power and Light | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |

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.

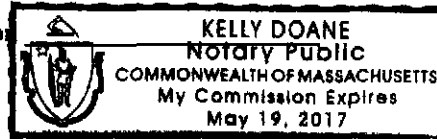
Robert Paris VP - Commodity Manager
Signature of Applicant & Title

Sworn and subscribed before me this 22nd day of May, 2014
Month Year

[Signature]
Signature of official administering oath

Kelly Doane; Contracts Administrator
Print Name and Title

My commission expires on



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]
Signature of Affiant & Title

Sworn and subscribed before me this 22nd day of May, 2014
Month Year

[Signature]
Signature of official administering oath

Kelly Doane; Contracts Administrator
Print Name and Title

My commission expires on _____

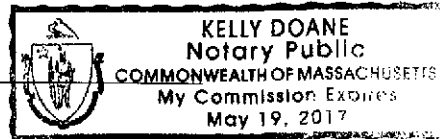


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Exhibit A-14 “Articles of Incorporation and Bylaws”

Exhibit A-15 “Secretary of State”

Exhibit A-11 "Principal Officers, Directors & Partners"

Question: Provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

Answer: Please see attached list of officers and directors.

OFFICERS OF SOURCEONE, INC. (DE)

| Name | Title | Address |
|-----------------------|--|---|
| William DiCroce | Chairman of the Board | 53 State Street, 14 th Floor Boston, MA 02109 |
| Keith Oldewurtel | President | 53 State Street, 14 th Floor Boston, MA 02109 |
| Michael Byrnes | Chief Operating Officer/Executive Vice President | 53 State Street, 14th Floor Boston, MA 02109 |
| Robert Arendell | Vice President and Secretary | 53 State Street, 14th Floor Boston, MA 02109 |
| Kathleen Lynch | Assistant Secretary | 53 State Street, 14th Floor Boston, MA 02109 |
| Daniel Mahoney | Vice President /Assistant Secretary | 53 State Street, 14th Floor Boston, MA 02109 |
| Jason Salgo | Vice President /Chief Financial Officer | 53 State Street, 14th Floor Boston, MA 02109 |
| Brant Davis | Vice President – Commodity Management | 53 State Street, 14th Floor Boston, MA 02109 |
| Richard Smith | Vice President – Finance | 53 State Street, 14th Floor Boston, MA 02109 |
| Jack Griffin | Vice President/GM Boston | 53 State Street, 14th Floor Boston, MA 02109 |
| R. Christopher Barros | Vice President & General Manager – Energy Management | 53 State Street, 14th Floor Boston, MA 02109 |
| Steven Weafer | Vice President/Controller | 53 State Street, 14th Floor Boston, MA 02109 |

DIRECTORS OF SOURCEONE, INC. (DE)

| Name | Address |
|------------------|---|
| William DiCroce | 53 State Street, 14th Floor Boston, MA 02109 |
| Keith Oldewurtel | 53 State Street, 14th Floor Boston, MA 02109 |
| Robert Arendell | 53 State Street, 14th Floor Boston, MA 02109 |
| Jason Salgo | 53 State Street, 14th Floor Boston, MA 02109 |

Exhibit A-12 "Corporate Structure"

Question: 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.

Answer: SourceOne, Inc. (DE) is a 100% wholly owned subsidiary of Dalkia North America Holdings, Inc. SourceOne, Inc. (DE) has two affiliate companies that are also direct subsidiaries of the above-mentioned parent company: (1) SourceOne Harborside, Inc. and; (2) SourceOne APT, Inc. SourceOne, Inc. (DE) does not have any affiliates or subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America. Please see below for a graphical depiction of our corporate structure.

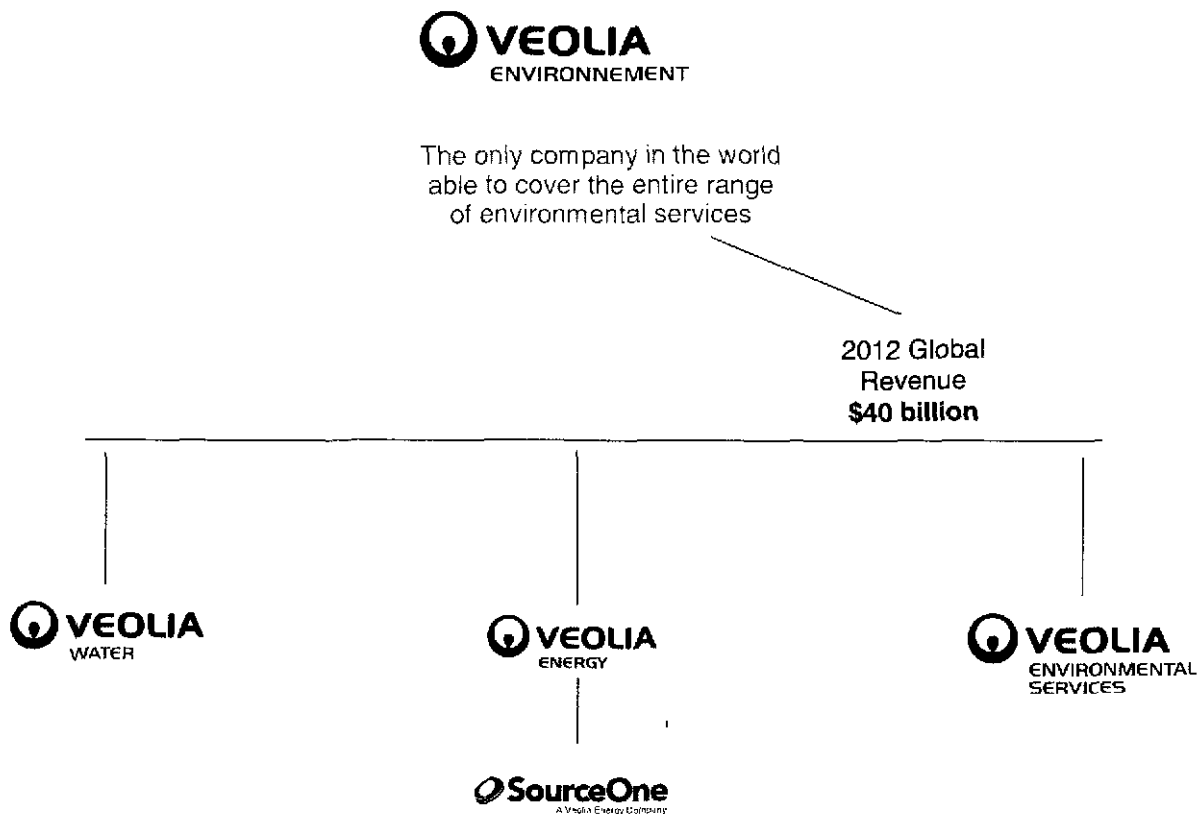


Exhibit A-13 "Company History"

Question: Provide a concise description of the applicant's company history and principal business interests.

Answer: Please see response below.

TECHNICAL AND MANAGERIAL COMPETENCY

SourceOne, Inc. (DE) provides strategic infrastructure development, commodity procurement and utility power management services to companies that view power as mission critical to their operations.

Firm Overview

SourceOne was founded and organized to serve the emerging needs of private and public entities associated with commodity procurement, infrastructure development, sustainability programming, sourcing capacity/reliability and providing utility bill review. Some twelve years post our commencement we now serve many of the largest loads in the Northeast and many of the regions most recognizable institutional, biotechnology, healthcare, pharmaceutical, real estate development, commercial and public entities. We have achieved this standing by offering customer centric tools, products, and services with an unwavering desire to deliver significant value.

In total, SourceOne has approximately 900 MW of electric commodity and 2 BCF of natural gas procurement in the marketplace. We manage nearly \$500 million of monthly utility billings for our customers and we manage \$750 million of energy infrastructure capital improvements. SourceOne operates multiple offices located in Boston, New York, Hartford, Chicago and Los Angeles with a staff comprised of approximately sixty-five (65) energy professionals.

Some of SourceOne's customers include: City of Boston, State of Connecticut, CCEDA, City of Hartford, City of New Haven, City of Syracuse, Town of Randolph, Town of Dedham, Biogen Idec, Genzyme, Boston Scientific, EMD Serono, Novartis, Merck & Co., Millennium Pharmaceuticals, Acceleron Pharma, Analog Devices, EMC, University of Massachusetts Medical School, New York University, Yale University, Children's Hospital Boston, Boston Medical Center, Brigham & Women's Hospital, Harvard Institute of Medicine, Beth Israel Deaconess Medical Center, Goldman Sachs, Morgan Stanley, Oracle, Sun Microsystems, ZOLL Medical, Boston Properties, Equity Residential, New England Development, St. Paul Travelers, Phoenix Insurance, Vornado Realty Trust, SL Green, Taconic Investments, The Durst Organization, Northland Investment Corporation, etc.

Industry leaders have recognized the strengths of SourceOne and the intrinsic value of our services. We currently provide many Fortune 500 companies with energy expertise and owner's representative services. Veolia Energy, our parent company and the world's largest operator of cogeneration systems, employing some 50,000 employees in 39 countries, acquired SourceOne, Inc. (DE) in the second quarter of 2007. Veolia Energy recognizes the expertise and talents of SourceOne and we will be an integral part of their growth plans for the U.S. market.

SourceOne Services

As a leading provider of comprehensive energy management and power solution services, SourceOne maintains the view that power is a strategic asset that must be actively managed. Recent and continuing changes to the utility industry have resulted in complexities in the energy markets and power infrastructures that can undermine reliability, capacity and business operations, ultimately compromising enterprise success.

SourceOne is comprised of industry experts who understand the world of utilities. Our breadth of services and expertise create the synergy to ensure reliable, cost-effective power infrastructures and commodity supply that fuel growth and keep operations running. Throughout the public and private sectors, SourceOne has served as a trusted partner in managing hundreds of mission-critical energy projects. Time and again, enterprises are relying on SourceOne as their "Private Utility" to address all their power challenges.

SourceOne services include the following:

- Owner's Agent / Representative services
- Commodity procurement and management
- Monthly utility billing management, bill reconciliation, reporting, etc.
- Power master planning
- Utility coordination
- Power/grid due diligence
- Primary and back-up infrastructure reliability review
- Metering and monitoring integration
- Internal billing and tenant metering
- Sustainability planning and carbon management
- Demand response programming
- Conservation planning
- Commissioning services

SourceOne Commodity Services Team

Brant Davis, Vice President of Commodity Procurement

Education

Mr. Davis holds a Bachelor of Science degree in Mechanical Engineering from Tennessee Technological University. He also holds a Master of Science in Business Administration from the Kenan-Flagler School of Business at the University of North Carolina.

Summary of Experience

Mr. Davis has 18 years of experience in the energy industry and has responsibility for the delivery of SourceOne's energy advisory business for natural gas, electricity, and heavy fuels within SourceOne's Energy Management practice. Key to this experience is an understanding of available strategies to maximize client benefits - including an appreciation for how different ISO requirements, LDC rules, and local supplier constraints impact end-user costs. In addition to 12+ years providing strategic and operational management consulting services to the electric utility and heavy asset manufacturing industries in North America, Mr. Davis was most recently responsible for the fuel and power procurement strategies for all Veolia Energy locations across the U.S. accounting for approximately 20 Bcf of natural gas, 125,000 MWh of power, and 15,000,000+ gallons of liquid fuels in annual load.

Project Experience

Mr. Davis is responsible for the direction of the Commodity Management team that provides SourceOne's energy commodity procurement and risk management advisory services. Within this role, he directs a team of energy professionals who deliver daily support and advice to SourceOne's numerous customers.

As part of his prior experience with Deloitte Consulting working on strategy and operations focused engagements for energy clients, he has a deep operational understanding of national power and gas markets in addition to a broad range of energy related experience ranging from M&A for large electric utilities to operational implementation of advanced metering.

At SourceOne, Mr. Davis is responsible for the strategic and tactical support provided to customers by the SourceOne Commodity Management Team.

Alexey Cherniack, Senior Commodities Manager

Mr. Cherniack is responsible for key account management, structuring and executing commodity procurements, market analysis, and SourceOne's regulatory compliance for the Commodity Management team. Prior to joining SourceOne, Mr. Cherniack was a Senior Economist with the Massachusetts Department of Public Utilities where he provided policy recommendations to the Commission regarding cost-effective and equitable regulation of the electric power and natural gas distribution companies in Massachusetts.

Project Experience

As a Senior Economist with the Massachusetts Department of Public Utilities, Mr. Cherniack provided technical analysis and recommendations to Department Commissioners and he assisted in writing various high profile Department orders and rulemakings. Mr. Cherniack conducted cross examination of expert witnesses in a formal regulatory environment, often pertaining to multi-billion dollar energy investments. He has been involved in a various regulatory proceedings covering electric and natural gas company rate cases, rate decoupling and capital tracker mechanisms, isolated energy investments such as long-term power contracts (e.g. Cape Wind PPA), energy efficiency program cost-benefit evaluation, and smart grid infrastructure projects. Mr. Cherniack was also the primary staff person responsible for monitoring restructured electricity markets, proposing changes, and vetting new market entrants.

Previous to his work with the Department of Public Utilities, Mr. Cherniack structured and executed natural gas and power contracts for a MA based energy procurement firm where he served as the company's sole liaison with competitive electric and gas providers. Mr. Cherniack has a deep understanding of commodities markets, contract structuring, and utility regulation. He has also received Wholesale Electric Market training from the New England Independent System Operator, and rate case training from the Center for Public Utilities at New Mexico State University.

Robert Madeja

Summary of Experience

Mr. Madeja is an Account Manager for SourceOne, serving as the point of contact providing energy consultant services and project management execution for various client accounts. Mr. Madeja is a strong facilitator, and has taken the well-respected Appreciate Inquiry training course at Case Western Reserve University to hone his ability to achieve positive results from all project stakeholders. He is also a chartered financial analyst (CFA) candidate. Prior to joining SourceOne, Mr. Madeja was a Business Analyst with the Innovation Center for U.S. Dairy where he served as a Project Manager for the Farm Energy Efficiency Project.

Project Experience

As an Account Manager for SourceOne, Mr. Madeja is responsible for assisting clients with energy procurement, providing customized energy usage data for decision making, and ensuring the utility payment process occurs seamlessly. He has experience with developing project strategy involving a diverse set of stakeholders in an energy context. Mr. Madeja has also conducted financial analysis on various energy efficiency projects.

As a Project Manager of the Farm Energy Efficiency Project with Innovation Center for U.S. Dairy, Mr. Madeja developed and implemented a strategic plan with key program partners such as utility companies, private companies, and government organizations. Mr. Madeja managed two government grants valued at \$500,000 where he engaged U.S. Department of Agriculture officials to produce a successful pilot energy efficiency website for the dairy industry. In addition, Mr. Madeja developed

team monthly budget reports for management, and helped maintain the customer relationship management (CRM) system to manage contacts and report on team goals.

Exhibit A-14 "Articles of Incorporation and Bylaws"

Question: *Provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.*

Answer: Please see attached Articles of Incorporation and Bylaws for SourceOne, Inc. (DE).

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPARK ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "SOURCEONE, INC. (DE)" UNDER THE NAME OF
"SOURCEONE, INC. (DE)", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2007, AT 1:22
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF
APRIL, A.D. 2007, AT 11:59 O'CLOCK P.M.

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

3179179 8100M

070494284



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5634955

DATE: 04-30-07

CERTIFICATE OF MERGER

of

SPARK ACQUISITION CORP.
(a Delaware corporation)

with and into

SOURCEONE, INC. (DE)
(a Delaware corporation)

Pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), SourceOne, Inc. (DE), a Delaware corporation ("SourceOne"), hereby certifies the following information relating to the merger of Spark Acquisition Corp., a Delaware corporation ("Spark"), with and into SourceOne (the "Merger"):

FIRST: The names and states of incorporation of the constituent corporations (the "Constituent Corporations") in the Merger are:

| <u>Name</u> | <u>State of Incorporation</u> |
|-------------------------|-------------------------------|
| SourceOne, Inc. (DE) | Delaware |
| Spark Acquisition Corp. | Delaware |

SECOND: The Agreement and Plan of Merger, by and among SourceOne, Spark, and Dalkia North America Holdings, Inc., the sole shareholder of Spark, dated as of April 5, 2007 (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger (the "Surviving Corporation") is SourceOne, Inc. (DE).

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation attached hereto as Exhibit A.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation whose address is 125 Canal Street, Boston, Massachusetts 02114.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. EST on April 30, 2007.

IN WITNESS WHEREOF, SourceOne has caused this Certificate of Merger to be executed by its duly authorized officer on April 30, 2007.

SOURCEONE, INC. (DE)

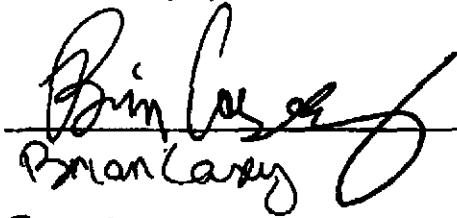
By: 
Name: Brian Casey
Title: President

EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
SOURCEONE, INC. (DE)**

1. The name of the corporation is SourceOne, Inc. (DE).
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock. The par value of each share is \$0.01.
5. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the by-laws of the corporation.
6. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
7. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

AMENDED AND RESTATED BY-LAWS

OF

SOURCEONE, INC. (DE)

Adopted January 28, 2010

ARTICLE I

OFFICES

SECTION 1. REGISTERED OFFICE -- The registered office of SourceOne, Inc. (DE) (the "Corporation") shall be established and maintained at the office of Corporation Trust Center at 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware, and said Corporation Trust Company shall be the registered agent of the Corporation in charge thereof.

SECTION 2. OTHER OFFICES -- The Corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time select or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS -- Annual meetings of stockholders for the election of directors, and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. If the Board of Directors fails so to determine the time, date and place of meeting, the annual meeting of stockholders shall be held at the registered office of the Corporation on the first Tuesday in April. If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and they may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2. SPECIAL MEETINGS -- Special meetings of the stockholders for any purpose or purposes may be called by the President or the Secretary, or by resolution of the Board of Directors.

SECTION 3. VOTING -- Each stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation of the Corporation and these By-Laws may vote in person or by proxy, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware. A complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, with the address of each, and the number of shares held by each, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is entitled to be present.

SECTION 4. QUORUM -- Except as otherwise required by law, by the Certificate of Incorporation of the Corporation or by these By-Laws, the presence, in person or by proxy, of stockholders holding shares constituting a majority of the voting power of the Corporation shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote thereat, present in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted that might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 5. NOTICE OF MEETINGS -- Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each stockholders entitled to vote thereat, at his or her address as it appears on the records of the Corporation, not less than ten nor more than sixty days before the date of the meeting. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

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

ARTICLE III

DIRECTORS

SECTION 1. NUMBER AND TERM -- The business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall consist of not less than one person. The exact number of directors shall initially be one and may thereafter be fixed from time to time by the Board of Directors. Directors shall be elected at the annual meeting of stockholders and each director shall be elected to serve until his or her successor shall be elected and shall qualify. A director need not be a stockholder.

SECTION 2. RESIGNATIONS -- Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES -- If the office of any director becomes vacant, the remaining directors in the office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his or her successor shall be duly chosen. If the office of any director becomes vacant and there are no remaining directors, the stockholders, by the affirmative vote of the holders of shares constituting a majority of the voting power of the Corporation, at a special meeting called for such purpose, may appoint any qualified person to fill such vacancy.

SECTION 4. REMOVAL -- Except as hereinafter provided, any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of the voting power entitled to vote for the election of directors, at an annual meeting or a special meeting called for the purpose, and the vacancy thus created may be filled, at such meeting, by the affirmative vote of holders of shares constituting a majority of the voting power of the Corporation.

SECTION 5. COMMITTEES -- The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors, or in these By-Laws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

SECTION 6. MEETINGS -- The newly elected directors may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of the stockholders; or the time and place of such meeting may be fixed by consent of all the Directors.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time to time by resolution of the Board of Directors.

Special meetings of the Board of Directors may be called by the President, or by the Secretary on the written request of any director, on at least one day's notice to each director (except that notice to any director may be waived in writing by such director) and shall be held at such place or places as may be determined by the Board of Directors, or as shall be stated in the call of the meeting.

Unless otherwise restricted by the Certificate of Incorporation of the Corporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in any meeting of the Board of Directors or any committee thereof by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 7. QUORUM -- A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Certificate of Incorporation of the Corporation or these By-Laws shall require the vote of a greater number.

SECTION 8. COMPENSATION -- Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board of Directors a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefor.

SECTION 9. ACTION WITHOUT MEETING -- Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or such committee.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS -- The officers of the Corporation shall include a President, one or more Vice Presidents, a Treasurer and a Secretary, and may include a Chairman of the Board, all of whom shall be elected by the Board of Directors and shall hold office until

their successors are duly elected and qualified. In addition, the Board of Directors may elect such Assistant Secretaries and Assistant Treasurers as they may deem proper. In the event that any officer is designated by the Board as being the Chief Operating Officer of the Corporation or the Chief Financial Officer of the Corporation, then such officers shall have the duties as are commonly performed by persons holding such positions, respectively, in addition to any other duties as may be provided for in these bylaws. The Board of Directors may appoint such other officers and agents as they may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Any number of officers may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation, as amended, or the bylaws. The officers of the Corporation need not be Stockholders of the Corporation. The officer positions do not constitute or imply an employment contract between the officer employee and the Corporation.

SECTION 2. CHAIRMAN OF THE BOARD -- The Chairman of the Board, if there be one, shall be the most senior officer of the Corporation. The Chairman of the Board shall have the power to execute bonds, mortgages and other contracts on behalf of the Corporation, and to cause the seal of the Corporation (if the Corporation has adopted a seal) to be affixed to any instrument requiring it, and when so affixed the seal shall be attested to by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer. The Chairman of the Board shall also have and perform such other duties as may be assigned to him or her by the Board of Directors. The Chairman of the Board need not be a director of the Corporation.

SECTION 3. PRESIDENT -- The President shall be responsible for the day-to-day management of the affairs of the Corporation. He or she shall have and perform such other duties as may be assigned to him or her by the Board of Directors. The President shall have the power to execute bonds, mortgages and other contracts on behalf of the Corporation, and to cause the seal of the Corporation (if the Corporation has adopted a seal) to be affixed to any instrument requiring it, and when so affixed the seal shall be attested to by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

SECTION 4. VICE PRESIDENTS -- Each Vice President shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors.

SECTION 5. TREASURER -- The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, the Chairman of the Board or the President, taking proper vouchers for such disbursements. He or she shall render to the President, the Chairman of the Board and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he or she shall give the

Corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board of Directors shall prescribe.

SECTION 6. SECRETARY -- The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the Chairman of the Board, or by the Board of Directors, upon whose request the meeting is called as provided in these By-Laws. He or she shall record all the proceedings of the meetings of the Board of Directors, any committees thereof and the stockholders of the Corporation in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him or her by the Board of Directors or the Chairman of the Board. He or she shall have the custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors, the Chairman of the Board or the President, and attest to the same.

SECTION 7. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES -- Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board of Directors.

ARTICLE V

INDEMNIFICATION

SECTION 1. ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a

director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

SECTION 3. DETERMINATION OF RIGHT TO INDEMNIFICATION. Any indemnification under Sections 1 or 2 of this Article V (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article V. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

SECTION 4. RIGHT TO INDEMNIFICATION. Notwithstanding the other provisions of this Article V, to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection therewith.

SECTION 5. ADVANCEMENT OF EXPENSES. Expenses incurred by a director or officer of the corporation in defending a civil, criminal, administrative or investigative action, suit or proceeding, whether by or in the right of the corporation or otherwise, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding. However, such payment shall be conditioned upon the receipt by the corporation of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article V or under applicable Delaware law. Such expenses incurred by other employees and agents may be so advanced and paid upon such terms and conditions, if any, as the Board of Directors deems appropriate under the circumstances.

SECTION 6. OTHER RIGHTS AND REMEDIES. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another

capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. Upon resolution passed by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article V.

SECTION 8. MERGERS. For purposes of this Article V, references to "the corporation" shall include, in addition to the resulting or surviving corporation, constituent corporations (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article V with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE VI

MISCELLANEOUS

SECTION 1. CERTIFICATES OF STOCK -- A certificate of stock shall be issued to each stockholder certifying the number of shares owned by such stockholder in the Corporation. Certificates of stock of the Corporation shall be of such form and device as the Board of Directors may from time to time determine.

SECTION 2. LOST CERTIFICATES -- A new certificate of stock may be issued in the place of any certificate theretofore issued by the Corporation, alleged to have been lost or destroyed, and the Board of Directors may, in its discretion, require the owner of the lost or destroyed certificate, or such owner's legal representatives, to give the Corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss of any such certificate, or the issuance of any such new certificate.

SECTION 3. TRANSFER OF SHARES -- The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other person as the Board of Directors may

designate, by whom they shall be cancelled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 4. STOCKHOLDERS RECORD DATE -- In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty nor less than ten days before the date of such meeting; (2) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (3) in the case of any other action, shall not be more than sixty days prior to such other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting when no prior action of the Board of Directors is required by law, shall be the first day on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 5. DIVIDENDS -- Subject to the provisions of the Certificate of Incorporation of the Corporation, the Board of Directors may, out of funds legally available therefore at any regular or special meeting, declare dividends upon stock of the Corporation as and when they deem appropriate. Before declaring any dividend there may be set apart out of any funds of the Corporation available for dividends, such sum or sums as the Board of Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Board of Directors shall deem conducive to the interests of the Corporation.

SECTION 6. SEAL -- The corporate seal of the Corporation, if the Corporation chooses to adopt a seal, shall be in such form as shall be determined by resolution of the Board

of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise imprinted upon the subject document or paper.

SECTION 7. FISCAL YEAR -- The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

SECTION 8. CHECKS -- All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 9. NOTICE AND WAIVER OF NOTICE -- Whenever any notice is required to be given under these By-Laws, personal notice is not required unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by law. Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Corporation or of these By-Laws, a waiver thereof, in writing and signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to such required notice.

ARTICLE VI

AMENDMENTS

These By-Laws may be altered, amended or repealed at any annual meeting of the stockholders (or at any special meeting thereof if notice of such proposed alteration, amendment or repeal to be considered is contained in the notice of such special meeting) by the affirmative vote of the holders of shares constituting a majority of the voting power of the Corporation. Except as otherwise provided in the Certificate of Incorporation of the Corporation, the Board of Directors may by majority vote of those present at any meeting at which a quorum is present alter, amend or repeal these By-Laws, or enact such other By-Laws as in their judgment may be advisable for the regulation and conduct of the affairs of the Corporation.

Exhibit A-15 "Secretary of State"

Question: Provide evidence that the applicant has registered with the Ohio Secretary of the State.

Answer: Attached please find corporate status report from the Ohio Secretary of State.

[Print this report](#)**Corporation Details**

| Corporation Details | | |
|--|----------------------|-----------------------|
| Entity Number | 2039152 | |
| Business Name | SOURCEONE, INC. (DE) | |
| Filing Type | FOREIGN CORPORATION | |
| Status | Active | |
| Original Filing Date | 08/05/2011 | |
| Expiry Date | | |
| Location: | County: | State: DELAWARE |
| Agent / Registrant Information | | |
| CT CORPORATION SYSTEM 1300 EAST NINTH STREET CLEVELAND, OH 44114 Effective Date: 08/05/2011 Contact Status: Active | | |
| Filings | | |
| Filing Type | Date of Filing | Document Number/Image |
| FOREIGN LICENSE/FOR-PROFIT | 08/05/2011 | 201122100040 |

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Exhibit B-1 “Jurisdiction of Operation”

Exhibit B-2 “Experience & Plans”

Exhibit B-3 “Summary of Experience”

Exhibit B-4 “Disclosure of Liabilities and Investigations”

Exhibit B-1 "Jurisdictions of Operation"

Question: 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.

Answer: Please see table below.

| State | License Type | License Number | Docket Number |
|---------------|---|---------------------------|---------------------------|
| New Jersey | Private Aggregator/Energy Agent/Energy Consultant | PA-0069, EA-0074, EC-0019 | GE09110297L & EE09110926L |
| Illinois | Electric Agent/Broker/Consultant | N/A | 11-0715 |
| Massachusetts | Gas Retail Agent | RA-073 | N/A |
| Massachusetts | Electric Broker | EB-016 | N/A |
| New Hampshire | Natural Gas Aggregator | N/A | DM 11-195 |
| New Hampshire | Electric Aggregator | N/A | DM 11-194 |
| Ohio | Electric Broker/Aggregator | 12-458E (1) | 12-295-EL-AGG |
| Ohio | Electric Broker | N/A | A-2010-2212644 |
| Rhode Island | Gas Marketer | N/A | 2379 (N2) |
| Rhode Island | Non-Regulated Power Producer | N/A | D-96-6 (U4) |
| Maryland | Electric Broker | IR-2111 | N/A |
| Maryland | Natural Gas Broker | IR-2172 | N/A |
| Delaware | Electric Supplier Certificate | N/A | PSC DOCKET NO. 13-73 |

Exhibit B-2 "Experience and Plans"

Question: 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.

Answer: SourceOne maintains a team of commodity specialists, led by the VP of Commodity Procurement, Brant Davis. This team of individuals is constantly available to the client if any issue should they require any assistance related to their energy use, procurement, or billing. As an energy consultant and not a supplier, SourceOne's ultimate objective is to work for the best interest of the client. In many cases SourceOne has acted as a representative of the end-use customer in disputes with the energy suppliers.

To serve the best interests of our commodity clients during the commodity procurement process, SourceOne employs a systematic methodology to a) identify whether competitive supply is appropriate, b) determine the contract-type and supplier that would best meet the customer's goals and c) manage the bidding and execution of commodity contracts. This methodology includes the following steps:

- Assess opportunities for competitive supply
- Evaluate market condition (trends, supply/demand dynamics)
- Collect and analyze energy consumption and expenditure
- Select qualified suppliers and distribute data
- Review customer's risk/reward profile
- Develop strategic plan for procurement
- Prepare request for proposal (RFP)
- Review bids for compliance with RFP
- Negotiate contract language with suppliers & lawyers
- Secure final bids and manage process through contract signing
- Track commodity markets and report to customers

This commodity procurement methodology ensures that our clients fulfill their commodity requirements in a manner that best meets their goals. SourceOne maintains close contact throughout this process and following the procurement to ensure that the customer needs are met. As stated earlier, the team of commodity specialists is always available for consult whenever the client desires assistance.

Exhibit B-3 "Summary of Experience"

Question: 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.).

Answer: SourceOne performs some aggregations on a limited basis, with the majority of our customers buying power under discrete contracts and terms through the various suppliers that SourceOne utilizes. SourceOne does not supply or manage the billing process between the suppliers and the customers. The suppliers that contract directly with the customers will provide the bills related to their managed load. SourceOne currently has 112 unique customers in our commodity procurement portfolio with approximately 1,700,000 MWh of annual consumption under management.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

Question: 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 that applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

Answer: On November 12, 2010 SourceOne filed an application for a license to supply electricity supplier services in the state of Maryland for commercial and industrial customers. On January 26, 2011, the Maryland Public Service Commission ("PSC") granted SourceOne a license to supply electricity or electric generation services in Maryland. The license granted by the PSC was limited solely to electricity broker services to commercial and industrial customers. Additionally, the PSC directed SourceOne to pay a civil penalty in the amount of \$12,000.00 for failing to register in a timely manner. SourceOne paid the penalty in 2011 and has a current license with the state of Maryland.

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APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

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Exhibit C-4 “Financial Arrangements”

Exhibit C-5 “Forecasted Financial Statements”

Exhibit C-6 “Credit Rating”

Exhibit C-7 “Credit Report”

Exhibit C-8 “Bankruptcy Information”

Exhibit C-1 "Annual Reports"

Question: 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.

Answer: SourceOne does not have annual reports. C1 is not applicable because SourceOne is not required to issue Audited Annual Financial Statements. Currently the audited financials and reporting requirements are only necessary at the consolidated parent level in Paris, France.

Exhibit C-2 "SEC Filings"

Question: 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.

Answer: SourceOne does not have SEC filings. C2 is not applicable because SourceOne is not required to file any documentation with the SEC. Currently the audited financials and reporting requirements are only necessary at the consolidated parent level in Paris, France.

Exhibit C-8 "Bankruptcy Information"

Question: Provide a list and description of any re-organizations, 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.

Answer: SourceOne, Inc. has not had any bankruptcy filings this year or within the two most recent years preceding the application.

Exhibit C-9 "Merger Information"

Question: Provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

Answer: SourceOne, Inc. has not engaged in any dissolutions, mergers or acquisitions within the past five years preceding the application.



 ORIGINAL

The Public Utilities Commission of Ohio

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.

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.