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415 Norway Street  
York, PA 17403  
Tel: 717.848.4100 800.839.1849  
shipleyenergy.com



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14-1661-EL-CRS

September 19, 2014

The Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215

Commissioners:

Please find enclosed an original and three copies of Shipley Choice, LLC. 's application to be a certified Retail Provider, Power Broker and Power Marketer .

Thank you for your attention to this matter and the Shipley family looks forward to providing service to Ohio.

Sincerely

Laura Greenholt  
Manager of Choice Operations

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business  
Technician AG Date Processed 9/23/14



The Public Utilities Commission of Ohio

14-1661 EL CRS

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

### CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

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

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

#### A. APPLICANT INFORMATION

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

- Retail Generation Provider
- Power Broker
- Power Marketer
- Aggregator

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

Legal Name Shiple Choice, LLC.  
 Address 415 Norway St. York, Pa. 17403  
 Telephone # (717) 848-4100 Web site address (if any) shipleenergy.com

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

Legal Name Shiple Energy  
 Address 415 Norway St. York, Pa. 17403  
 Telephone # (717) 848-4100 Web site address (if any) shipleenergy.com

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

_____	_____
_____	_____
_____	_____

**A-5 Contact person for regulatory or emergency matters**

Name Laura Greenholt  
Title Manager of Choice Operations  
Business address 413 Norway St York, Pa. 17403  
Telephone # (717) 771-1858 Fax # \_\_\_\_\_  
E-mail address (if any) lgreenholt@shipleenergy.com

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

Name Steve Bridge  
Title Customer Care Manager  
Business address 415 Norway St. York, Pa. 17403  
Telephone # (717) 771-1972 Fax # (717) 854-5496  
E-mail address (if any) sbridge@shipleenergy.com

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

Customer Service address 415 Norway St. York, Pa. 17403  
Toll-free Telephone # (800) 839-1849 Fax # (717) 849-5495  
E-mail address (if any) \_\_\_\_\_

**A-8 Applicant's federal employer identification number # 272948419**

**A-9 Applicant's form of ownership (check one)**

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

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

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

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

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

January 1, 2015

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

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

**B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

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

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

## **C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

**PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:**

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

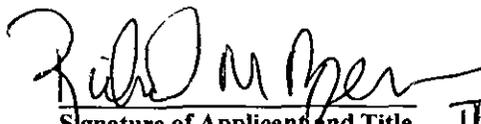
- C-2** Exhibit C-2 "SEC Filings," provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required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

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

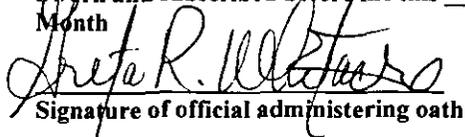
**D. APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

  
Signature of Applicant and Title Treasurer

Sworn and subscribed before me this 19<sup>th</sup> day of September, 2014  
Month Year

  
Signature of official administering oath

Greta R. Whitacre, Notary  
Print Name and Title

My commission expires on Aug 10, 2015

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
Greta R. Whitacre, Notary Public  
City of York, York County  
My commission expires August 10, 2015

# AFFIDAVIT

State of Pennsylvania

YORK ss.  
(Town)

County of YORK :

Richard M Beamesderfer, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Treasurer (Office of Affiant) of ShIPLEY Choice, 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.

*Rubén M. Hernández* Treasurer  
Signature of Affiant & Title

Sworn and subscribed before me this 19<sup>th</sup> day of September, 2014  
Month Year

*Greta R. Whitacre*  
Signature of official administering oath

Greta R. Whitacre, Notary  
Print Name and Title

My commission expires on Aug 10, 2015

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
Greta R. Whitacre, Notary Public  
City of York, York County  
My commission expires August 10, 2015

*Shipley Energy*

Exhibit A-142  
Principal Officers

Principal Officers:

William S. Shipley III

CEO

413 Norway St. York, Pa. 17403

717-771-1863

Matt Sommer

President, Shipley Group

415 Norway St. York, Pa. 17403

717-771-1877

Lloyd Midgett

Secretary

415 Norway St. York, Pa. 17403

717-771-1891

Richard Beamesderfer

Treasurer, Shipley Group

415 Norway St. York, Pa. 17403

717-771-1928

Shipley Energy



**OPERATING AGREEMENT**

**OF**

**SHIPLEY CHOICE, LLC**

THIS AGREEMENT is made this 24th day of June, 2010, by SHIPLEY GROUP, L.P. ("Member").

**BACKGROUND**

The Member desires to form and operate a Pennsylvania limited liability company to be known as Shipley Choice, LLC (the "Company") in accordance with the following terms and conditions.

NOW, THEREFORE, in consideration of the covenants contained herein and intending to be legally bound, the Member hereby agrees as follows:

**ARTICLE I. -- FORMATION**

1.1 Formation. The Member hereby forms the Company as a limited liability company (not a restricted professional limited liability company) under the Pennsylvania Limited Liability Company Act (15 Pa.C.S. § 8901 et. seq.) (the "Act"). The Company has been organized as a Pennsylvania limited liability company by filing a Certificate of Organization with the Pennsylvania Department of State (the "Certificate").

1.2 Name. The name of the Company shall be Shipley Choice, LLC.

1.3 Place of Business; Registered Office. The initial principal and registered office of the Company shall be located at 415 Norway Street, P.O. Box 1509, York, Pennsylvania, 17405,

or at such other place as the Member may agree. The Company may maintain offices at such other locations as the Member deems advisable.

1.4 Term. The Company shall commence upon the filing of the Certificate and shall continue in existence until terminated in accordance with the provisions of this Agreement.

1.5 Federal Tax Classification. The Company shall be classified as a partnership for federal income tax purposes and shall not elect to change such classification unless otherwise decided by the Member.

## ARTICLE II. -- PURPOSE

2.1 Purpose. Subject to the restrictions set forth in Sections 8995 et. seq. of the Act, the purpose and business of the Company shall be for the sale of natural gas and electric power and to take such other actions as is necessary or incidental to the foregoing.

## ARTICLE III. -- CAPITAL AND OWNERSHIP INTERESTS

3.1 Initial Capital. The initial capital of the Company shall be the amount reflected on the Company's books and records.

3.2 Additional Capital. The Member recognizes that the income produced by the Company may not be sufficient to meet the Company's obligations, in which event, the Member may, but is not obligated to, contribute additional capital to the Company to make up any deficiencies.

3.3 Capital Accounts. The Company shall establish and maintain a capital account for the Member in accordance with Section 704 of the Internal Revenue Code of 1986, as amended (the "Code") and Treasury Regulations § 1.704-1.

3.4 Interest. No interest shall be paid by the Company on capital contributions to the Company, on balances in the Member's capital accounts, or on any funds distributed or distributable under this Agreement.

3.5 Withdrawal. The Member's capital accounts may be withdrawn only in the manner expressly provided in this Agreement.

3.6 Ownership Interests. The Member shall own 100% of the ownership interest of the Company.

#### ARTICLE IV. – PROFITS AND LOSSES

4.1 Allocations. The net profits or net losses of the Company for each calendar year (or portion thereof) shall be allocated to the Member.

4.2 Income Account. A separate income account shall be maintained for the Member. Company profits and losses shall be credited or charged to such income account as provided in Section 4.1, but if the Member has no credit balance in the Member's income account, any losses shall be charged to the Member's capital account.

4.3 Withdrawals. The Member shall have the right to draw against the Member's income account in such amounts and at such times as the Member may from time to time agree.

4.4 Compensation. The Member may receive such compensation for special services rendered to the Company as the Member may decide. Otherwise, the Member shall not be

entitled to compensation for the Member's services to, or, on behalf of, the Company, except for the Member's interest in Company profits and losses as reflected in the Member's income account.

4.5 Limited Liability. Except as otherwise expressly provided at law, the Member shall not be personally liable for losses, costs, expenses, liabilities or obligations of the Company in excess of his capital contributions to the Company. The foregoing shall not affect any liability the Member may incur if the Member undertakes additional obligations to the Company or to third parties in a capacity other than as a Member.

#### ARTICLE V. -- MANAGEMENT AND OPERATION

5.1 Decisions. All determinations, decisions and approvals affecting the Company shall be determined, decided or approved by the Member.

5.2 Company Funds. The funds of the Company shall be deposited in such bank account or accounts as are designated by the Member and shall not be commingled with any other funds. All withdrawals from or charges against such accounts shall be made only by persons designated by the Member.

5.3 Books. The Company's books and records shall be maintained at the principal office of the Company, and the Member shall at all times have access thereto. The books of the Company shall be kept on a cash basis of accounting for each calendar year, and shall be closed and balanced at the end of each calendar year. All books and records are Company property and in the event the Member leaves the Company for any reason whatsoever the Member shall have the right to originals or copies of Company records.

## ARTICLE VI. -- TRANSFER OF OWNERSHIP INTERESTS

6.1 Transfer. The Member may sell, transfer, assign, pledge, hypothecate or otherwise dispose or encumber (whether voluntarily, involuntarily, by operation of law or otherwise) any ownership interest in the Company.

## ARTICLE VII. -- DISSOLUTION AND LIQUIDATION

7.1 Dissolution. The Company shall dissolve upon the occurrence of any of the following events:

- (a) If the Member withdraws from the Company;
- (b) A sale of all or substantially all of the assets of the Company other than in the ordinary course of business; or
- (c) Any other event under the Act that would cause its dissolution, except as otherwise provided herein.

7.2 Liquidation. If the Company is dissolved, then the Member shall proceed with reasonable promptness to wind up and liquidate the business of the Company. The assets of the Company shall be used and distributed in the following order:

- (a) First, to the creditors of the Company, other than the Member;
  - (b) Second, to the repayment of debts owed by the Company to the Member;
- and
- (c) Third, to the Member.

ARTICLE VIII. -- MISCELLANEOUS

8.1 Notices. Any notice required or permitted to be given under this Agreement shall be in writing and shall be given by hand delivery, by fax or e-mail or by certified mail, return receipt requested as follows: (i) if to the Company, addressed to the principal office of the Company; and (ii) if to the Member, to the Member's address as it appears on the records of the Company.

8.2 Governing Law. This Agreement is made in and shall be construed under the laws of the Commonwealth of Pennsylvania.

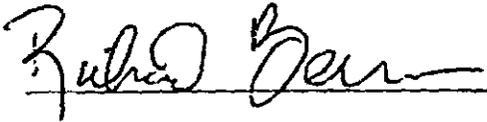
8.3 Amendments. No amendment or variation of this Agreement shall be valid unless made in writing and agreed to by the Member.

IN WITNESS WHEREOF, the Member has executed this Agreement as of the day and year first above written.

WITNESS:

SHIPLEY GROUP, L.P.

By: Shipley Holdings, LLC,  
General Partner

  
\_\_\_\_\_

By:   
William S. Shipley, III, Member

2949707

Career Opportunities with Shipley

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- Civic Involvement
- Dependable Service
- News & Accolades
- Contact Us

## Shipley—A Long History of Dedicated Service



**Shipley Group, the York-based company comprising Shipley Energy, Tom's Convenience Stores and Sweet Arrow Spring Water & Coffee, provides outstanding service to 15 counties throughout central Pennsylvania.**

For more than eight decades, the Shipley Group companies have provided customers with the integrity and reliability of local service. The company is in its fourth generation of family ownership, providing caring relationships, outstanding customer service and community support.

In the 21st century, Shipley Group is dedicated to being a responsible corporate citizen by seeking to improve the environment through improvement of its customers' energy buying experience, promotion of energy conservation and better use of company resources.

"We are proud of our long and dedicated service to our customers and neighbors in central Pennsylvania," said William Shipley III, president of Shipley Group. "Shipley is committed to our continuing objective of being a better energy company."

"Shipley strives to give our customers the energy to help them save money, time and resources by offering competitive fuel prices, thorough customer service, alternative energy sources like E85 gasoline and bioheat heating fuel, and 24/7 heating, fueling and consumer product availability," Shipley said. "Our past has been our prologue. Shipley stands ready to be an excellent corporation and community neighbor for many decades to come."

### **In the Beginning**

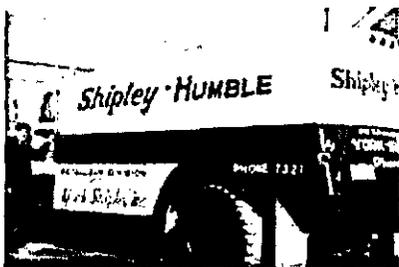


Shipley traces its origin back to 1929 when Thomas Shipley founded the Roosevelt Garage and Supply Company on Roosevelt Street across the street from York Manufacturing as a convenient place for that company's employees to fill their gasoline tanks and service their automobiles.

Thomas Shipley passed away in January 1930. Samuel Hunt Shipley, his son, took charge of the company and led the firm for 45 years.

In 1939, Thomas Shipley, Inc. purchased York Oil Burner Company, a manufacturer of oil-fired residential and commercial oil heating equipment. And in 1943, Samuel Shipley changed the parent company's name to York-Shipley Inc. The restructured firm was no longer just a holding company, but instead manufactured, installed, fueled and serviced oil furnaces and boilers. The company also provided automotive fuel and supply services, and by 1948 was operating or supplying 30 Esso service stations within the York city limits.

### **A Period of Growth**



In 1957, the company negotiated a merger with Humble-Mundis, Inc., resulting in the newly named Shipley-Humble Division of York Shipley. That transaction set the stage for dramatic growth in the 1960s.

The Shipley-Humble Division acquired seven other fuel oil companies in 1960 and doubled its home heating business, significantly increasing its commercial "heavy oil" business. In December 1968, Shipley-Humble was formed as a separate chartered Pennsylvania Corporation when York-Shipley was sold. William Shipley II became the first president of Shipley Humble and presided over another period of momentous growth. Samuel Shipley was named chairman of the board of the new firm and served until his death in 1975.



During the 1970s, Shipley-Humble's gasoline operations experienced a startling metamorphosis. During this time, the company pioneered self-serve gasoline stations in the area, building the first self-serve Exxon station in the state in 1972. And in 1976, it got into the grocery business with its Kwick-Stop units, forefathers to the Tom's Convenience Stores operated today by Shipley Stores Inc.

### **Changing for the Future**

More acquisitions enabled Shipley-Humble to expand its market. Most significant was the 1982 purchase of Goodling Inc., which led to a six-year period in which the company was known as Shipley-Humble-Goodling.

In May 1988, the company changed its name to Shipley Oil Company. William Shipley III, representing the fourth generation of family leadership, assumed the presidency in 1992.

### **Today's Shipley Group**



Under William Shipley III's vision, the company has taken aggressive strides toward becoming a total energy company, a much more competitive position given the rapidly changing energy environment, including:

- In 1995, Shipley entered the natural gas market, serving industrial and commercial customers. Because of further industry deregulation, the company now serves residential customers, as well
- A merger with Schuchart Oil and Propane expanded Shipley's service area into Adams County, providing the company with expertise in the sale and marketing of propane
- Most recently, Shipley expanded north to Huntingdon, Clearfield and Centre Counties with the purchase of Shaner Energy Company, as well as adding services to the east in Lebanon County

Shipley Energy is the largest locally owned provider of home heating energy, including oil, natural gas and propane, in Central Pennsylvania. The Shipley Group also installs and services heating, ventilation and air conditioning equipment, offers indoor air quality

services, operates the Tom's Convenience Store chain, and distributes Sweet Arrow spring water and coffee.

**CORPORATE**

Home

Contact Shipley

Careers

**RESIDENTIAL**

Home Energy

Heating and Cooling

**COMMERCIAL**

Commercial Energy

Heating and Cooling

Fleet Fueling

Wholesale Fuels

Transport Trucking

Sweet Arrow Springs

Solar Secured Solutions

**RETAIL**

Tom's Stores & Travel Centers

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**1-800-839-1849**

Shipley Energy  
415 Norway Street  
York, PA 17403

A-16

**\*201423000569\***

DATE: 08/18/2014	DOCUMENT ID 201423000569	DESCRIPTION FICTITIOUS NAME/ORIGINAL FILING (NFO)	FILING 50.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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**Receipt**

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

CT CORPORATION SYSTEM  
 JAMES H TANKS III  
 4400 EASTON COMMONS WAY - #125  
 COLUMBUS, OH 43219

**STATE OF OHIO  
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2318700**

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

**SHIPLEY ENERGY**

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

Document(s)  
**FICTITIOUS NAME/ORIGINAL FILING**

Document No(s):  
**201423000569**

**Effective Date: 08/11/2014**

Expiration Date: 08/11/2019

**SHIPLEY CHOICE, LLC  
 415 NORWAY ST  
 YORK, PA 17403**



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

Witness my hand and the seal of the  
 Secretary of State at Columbus, Ohio  
 this 18th day of August, A.D. 2014.

*Jon Husted*

Ohio Secretary of State

A-16  
\*201423000568\*

DATE: 08/18/2014	DOCUMENT ID 201423000568	DESCRIPTION REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	FILING 125.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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**Receipt**

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

CT CORPORATION SYSTEM  
JAMES H TANKS III  
4400 EASTON COMMONS WAY - #125  
COLUMBUS, OH 43219

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

2318701

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

**SHIPLEY CHOICE, LLC**

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

Document(s)  
**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):  
**201423000568**

Effective Date: 08/11/2014



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

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 18th day of August, A.D. 2014.

*Jon Husted*

Ohio Secretary of State

B-1

## Jurisdictions of Operations

Shiple Energy, LLC d/b/a Shiple Choice is licensed as a Supplier/Broker/Marketer in the following states:

Pennsylvania

Maryland

## Summary of Experience

Shiple Energy has been in the energy business for over 80 years. During that time, it has developed a reputation for excellent customer service and quick response to concerns when issues are raised. The company has experienced sales and marketing teams for both the commercial and residential sides of the market. Most recently, Shiple has focused on using tele-marketers and mail to reach out and contact potential customers. Being a licensed supplier/broker in Pennsylvania and Maryland, Shiple Choice has developed strong working relationships with its utility vendors.

Shiple Choice prides itself in the contracts it offers and the clearness with which they are written. To be in compliance with new rules from the Pa. PUC, all fixed and variable rate contracts have a fact sheet accompany it when mailed to customers. Shiple maintains a residential customer care unit and a separate commercial customer care unit. These units respond to concerns and complaints raised by customers but also any issues raised by regulatory agencies. Steve Bridge supervises the residential unit and Tim Mikotowicz supervises the commercial side.

ShIPLEY Choice, LLC d/b/a ShIPLEY Energy is a division of parent ShIPLEY Group, LP, which is a fourth-generation family-owned company started in 1929. Based out of York, Pennsylvania, ShIPLEY Choice has been supplying natural gas since about 2002 and electricity since early 2013. Our gas territory serves 11,700 customers in UGI, Columbia Gas of PA, and PECO; our electric supply territory currently includes 13,500 PPL and Met-Ed residential customers. We have been a member of PJM since late 2012. Under a separate license, ShIPLEY Energy has also brokered electricity to about 300 commercial and industrial customers in Pennsylvania since 2009. In addition to electricity and natural gas, the separate companies of ShIPLEY Group, LP serve fuel oil, propane, gasoline, HVAC service, and several additional services to a total of 70,000 residential, commercial and industrial customers.

We are excited to expand our success west into Ohio. Initial entry into supply will likely be in the residential market, but only if serving the customers there is financially viable – i.e., there is sufficient headroom versus the cost to serve and the utility price.

William ShIPLEY III (CEO), Steve Passio (President of ShIPLEY Energy), and Matthew Sommer (President of ShIPLEY Group) guide the strategic plans of the company and will help lead the Maryland approach. Richard Beamesderfer (CFO) leads a competent and well-staffed finance team. Laura Greenholt (Manager of Choice Operations) controls all supplier relationships, pricing, and customer-level sales strategy for this product. She will be instrumental in both the setup and day-to-day operations of the Ohio electricity business. (Resumes for each of these key personnel are below.)

A team of experienced commercial and industrial salespeople will focus on customer relationships and help get us off the ground in the new state. Each C&I customer will then be assigned a dedicated renewal rep. At such time as it is financially wise to enter into residential supply, ShIPLEY will work closely with current partner GP Renewables & Trading to address our forecasting, scheduling, and settlement needs. Residential marketing will be done primarily in-house and will focus on mail campaigns, telemarketing, and website promotion. Residential customer service will be handled by our impressive current team of cross-trained representatives.

#### **WILLIAM S. SHIPLEY, III**

ShIPLEY Group, Chairman	2012-Present
ShIPLEY Energy, Chief Executive Officer	1982-Present
Southland Corporation, 7-11 Store Manager	1980-1982
Pennsylvania State University, MBA	1980
Emory University, BA, History	1978

#### **RICHARD M. BEAMESDERFER**

ShIPLEY Group and ShIPLEY Energy, CFO, Treasurer	1996-Present
Health South Corporation, CFO - Rehab Hospital of York	1987-1996
Manor Care, Tax Investment Analyst	1983-1987
George Washington University, MBA, Finance	1989
Certified Public Accountant	1986
Andrews University, BBA, Accounting	1983

#### **STEPHEN J. PASSIO**

ShIPLEY Energy, President	2013-Present
ShIPLEY Energy, Vice President Commercial Fuels	2003-2013
BP, Capabilities Project Manager	2001-2003

BP Amoco, Mid-Atlantic Region Manager	1999-2001
BP Amoco, Pricing Manager Atlantic BU	1997-1999
Amoco Corporation, Financial/Strategic Analyst	1995-1997
Amoco Corporation, Sales Operations Manager	1990-1995
Robert Morris College, MBA	1995
Temple University, BS Business Administration	1989

**MATTHEW A. SOMMER**

Shiple Group, President	2013-Present
Shiple Energy, Chief Marketing Officer	2012-2013
Shiple Energy, Vice President of Natural Gas and Electricity	2002-2011
George Washington University, BA, Economics	2001

**LAURA K. GREENHOLT**

Shiple Energy, Manager of Choice Operations	2014-Present
Shiple Energy, Manager of Natural Gas Operations	2012-2014
Shiple Energy, Energy Supply Analyst	2009-2012
Hess Corporation, Natural Gas Scheduler	2007-2009
University of Delaware, BS, Operations Management and Marketing	2007

B-4

## Environmental Disclosure

Shibley does not currently own any generation assets, but we will be acquiring the appropriate mix of supply and renewable energy credits as required to serve our customers.

## Disclosure of Liabilities and Investigations

Shiple Energy has no disclosures of liabilities or investigations to make. There are no past or pending issues which might impact the operational status or ability to provide services .

C-1

## Annual Reports

Shiple Choice, LLC. is a wholly owned subsidy of the Shipley Group LP. The Shipley Group is a 1% general partner and William S. Shipley III is a 99% limited partner. Shipley Holdings, LLC. is the parent holding company with William S. Shipley III as the sole member. Shipley Choice does not issue annual reports.

## Exhibit C-2

### SEC Filings

Shiple Choice, LLC. is not a publicly traded company. It is a wholly owned subsidiary of the Shiple Group. The Shiple Group is owned by William S. Shiple III through the Shiple Holdings, LLC. It does not file 10-k/8-k reports.

Exhibit C-3  
FINANCIAL STATEMENTS.

**The Shipley Companies**  
**Combined Financial Statements**  
**and Supplementary Information**  
**June 30, 2013**

**The Shipley Companies**

**Table of Contents**

**June 30, 2013**

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	<b>Page</b>
<b>INDEPENDENT AUDITOR'S REPORT</b>	1 and 2
<b>COMBINED FINANCIAL STATEMENTS</b>	
Combined Balance Sheet	3
Combined Statement of Income	4
Combined Statement of Comprehensive Income	5
Combined Statement of Equity	6
Combined Statement of Cash Flows	7 and 8
Notes to Combined Financial Statements	9 to 24
<b>COMBINED SUPPLEMENTARY INFORMATION</b>	
Combined Income Statement for the Twelve Months Ended June 30, 2013 - Unaudited	25
Combined Statement of Cash Flows Selected Information for the Twelve Months Ended June 30, 2013 - Unaudited	26



## Independent Auditor's Report

To the Stockholders, Partners, and the Board of Directors  
The Shipley Companies  
York, Pennsylvania

### Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of The Shipley Companies which comprise the combined balance sheet as of June 30, 2013, and the related combined statements of income, comprehensive income, equity and cash flows for the eighteen month period ended June 30, 2013, and the related notes to the combined financial statements.

### Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Basis for Qualified Opinion**

The Company has elected not to apply the provisions of ASC 810, *Consolidation*, as of June 30, 2013 and for the eighteen month period ended June 30, 2013. If the ASC 810, *Consolidation*, provisions were included in these combined financial statements, the financial statements of Shipley Family Limited Partnership, an affiliate with common ownership and management, would need to be consolidated into these combined financial statements. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

### **Qualified Opinion**

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph the combined financial statements referred to above present fairly, in all material respects, the financial position of The Shipley Companies as of June 30, 2013, and the results of its operations and its cash flows for the eighteen month period ended June 30, 2013 in accordance with accounting principles generally accepted in the United States of America.

### **Other Matter**

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information marked "unaudited" has not been subjected to the auditing procedures applied in the audit of the basic combined financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

*Reinsel Kintz Leshner LLP*

October 30, 2013  
York, Pennsylvania

# The Shipley Companies

## Combined Balance Sheet

	<u>June 30, 2013</u>
<b>Assets</b>	
<b>Current Assets</b>	
Cash and cash equivalents	\$ 1,287,322
Accounts receivable	
Trade, net	15,074,039
Other	1,686,085
Notes receivable, current portion	1,868,994
Inventories	9,147,477
Prepaid expenses and other current assets	<u>3,080,042</u>
<b>Total Current Assets</b>	<u>32,143,959</u>
<b>Notes Receivable, Less Current Portion</b>	<u>95,843</u>
<b>Property and Equipment, Net</b>	<u>22,289,924</u>
<b>Other Assets</b>	
Cash surrender value of life insurance	3,659,118
Intangible assets, net of accumulated amortization of \$10.6 million	4,988,903
Other	<u>610,181</u>
<b>Total Other Assets</b>	<u>9,258,202</u>
<b>Total Assets</b>	<u>\$ 63,787,928</u>

See accompanying notes.

June 30,  
2013

**Liabilities and Equity**

**Current Liabilities**

Current portion of long-term debt	\$ 1,305,913
Current portion of subordinated long-term debt	677,921
Accounts payable	15,743,610
Accrued expenses	1,444,913
Deferred income	566,934
Taxes, other than income taxes	3,616,105

**Total Current Liabilities** 23,355,396

**Line of Credit** 14,943,819

**Long-Term Debt, Less Current Portion** 7,028,180

**Subordinated Long-Term Debt, Less Current Portion** 2,641,990

**Other Liabilities** 2,478,071

**Total Liabilities** 50,447,456

**Equity**

Common stock, voting, par value \$1: 50 shares authorized, issued, and outstanding	50
Common stock, non-voting, par value \$1: 49,950 shares authorized, 5,000 shares issued and outstanding	5,000
Additional paid-in capital	656,650
Retained earnings	8,261,044
Partners' capital	11,890,510
Accumulated other comprehensive loss	(2,251,629)

18,561,625

Less cost of treasury stock and partner interests (5,286,000)

**The Shipley Companies Equity** 13,275,625

**Noncontrolling Interest** 64,847

**Total Equity** 13,340,472

**Total Liabilities and Equity** \$ 63,787,928

## The Shipley Companies

### Combined Statement of Income

	<u>Eighteen Months Ended June 30, 2013</u>
Revenue	\$ 891,799,775
Cost of Sales	<u>823,261,568</u>
Gross Profit	68,538,207
Operating Expenses	48,702,256
General and Administration Expenses	<u>17,255,793</u>
Operating Income	<u>2,580,158</u>
Other Income (Expenses)	
Other income (expense), net	293,442
Gain on sale of fixed assets	2,964,115
Interest expense	<u>(1,960,116)</u>
Net Income	<u>3,877,599</u>
Net Loss Attributable to Noncontrolling Interest	<u>(146,153)</u>
Net Income Attributable to The Shipley Companies	<u>\$ 4,023,752</u>

See accompanying notes.

**The Shipley Companies****Combined Statement of Comprehensive Income**

	<b>Eighteen Months Ended June 30, 2013</b>		
	<b>Comprehensive Income (Loss) The Shipley Companies</b>	<b>Comprehensive Loss Noncontrolling Interest</b>	<b>Total Comprehensive Income (Loss)</b>
<b>Net Income (Loss) June 30, 2013</b>	<b>\$ 4,023,752</b>	<b>\$ (146,153)</b>	<b>\$ 3,877,599</b>
Other comprehensive income (loss)			
Net prior service cost and net loss	(262,581)	-	(262,581)
Unrealized gain on interest rate swap	462,810	-	462,810
<b>Total Comprehensive Income (Loss) June 30, 2013</b>	<b>\$ 4,223,981</b>	<b>\$ (146,153)</b>	<b>\$ 4,077,828</b>

See accompanying notes.

**The Shipley Companies**  
 Combined Statement of Equity

	Eighteen Months Ended June 30, 2013								
	Common Stock		Additional Paid-in Capital	Retained Earnings	Partners' Capital	Accumulated Other Comprehensive (Loss) Income	Treasury Stock and Partner Interests	Noncontrolling Interest	Total
Voting	Non-Voting								
Balance at December 31, 2011	\$ 50	\$ 5,000	\$ 656,650	\$ 8,459,677	\$ 12,210,451	\$ (2,451,856)	\$ (5,286,000)	\$ -	\$ 13,593,970
Comprehensive income (loss) components	-	-	-	1,183,522	2,840,230	200,229	-	(146,153)	4,077,828
Capital contributions	-	-	-	-	-	-	-	211,000	211,000
Distributions to stockholders and partners	-	-	-	(1,382,155)	(3,160,171)	-	-	-	(4,542,326)
Balance at June 30, 2013	\$ 50	\$ 5,000	\$ 656,650	\$ 8,261,044	\$ 11,890,510	\$ (2,251,629)	\$ (5,286,000)	\$ 64,847	\$ 13,340,472

# The Shipley Companies

## Combined Statement of Cash Flows

	Eighteen Months Ended June 30, 2013
<b>Cash Flows from Operating Activities</b>	
Net income	\$ 3,877,599
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	6,323,848
Gain on sale of assets	(2,909,340)
Increase (decrease) in cash due to changes in operating assets and liabilities, net of effect from acquisitions	
Accounts receivable	1,125,202
Inventories	8,267,780
Prepaid expenses and other current assets	569,815
Accounts payable	(2,331,593)
Accrued expenses	(122,272)
Deferred income	(1,439,279)
Taxes, other than income taxes	26,512
Other assets	(222,027)
Other liabilities	(28,896)
<b>Net Cash Provided by Operating Activities</b>	<u>13,137,349</u>
<b>Cash Flows from Investing Activities</b>	
Payments received on notes receivable	290,163
Acquisition of businesses	(900,957)
Purchase of property and equipment	(7,792,013)
Proceeds from sale of assets	4,336,116
Increase in cash surrender value - life insurance	(127,185)
<b>Net Cash Used in Investing Activities</b>	<u>(4,193,876)</u>
<b>Cash Flows from Financing Activities</b>	
Net repayments on line of credit	(3,293,027)
Proceeds from issuance of long-term debt	2,200,000
Principal payments on long-term debt	(5,197,137)
Proceeds from issuance of subordinated debt	450,000
Principal payments on subordinated long-term debt	(713,231)
Capital contributions	211,000
Stockholder and partner distributions	(4,542,326)
<b>Net Cash Used in Financing Activities</b>	<u>(10,884,721)</u>
<b>Net Decrease in Cash</b>	(1,941,248)
<b>Cash and Cash Equivalents at Beginning of Period</b>	<u>3,228,570</u>
<b>Cash and Cash Equivalents at End of Period</b>	<u>\$ 1,287,322</u>

See accompanying notes.

40

## The Shipley Companies

### Combined Statement of Cash Flows (continued)

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**Eighteen  
Months Ended  
June 30, 2013**

#### **Supplemental Cash Flows Information**

Cash paid for interest

**\$ 1,868,111**

#### **Supplementary Schedule of Noncash Investing and Financing Activities**

A note receivable was issued in connection with the sale of fixed assets in the amount of \$100,000.

In connection with the asset acquisition agreements entered into during 2012, the Company entered into subordinated notes payable of \$710,000.

The Company recorded an unrealized postretirement loss of \$297,024 as a direct decrease to equity.

The Company recorded an unrealized gain on interest rate swap of \$240,331 as a direct increase to equity.

See accompanying notes.

## **The Shipley Companies**

Notes to Combined Financial Statements  
June 30, 2013

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### **Note 1 - Description of Business**

The Shipley Companies consist of the following: Shipley Group, LP and its wholly-owned subsidiaries, Shipley Stores, LLC; Shipley Propane, LLC; Shipley Choice, LLP; Real Places, LP; Convenient Ventures, LLC; Squeaky Wheels, LLC; Shipley Fuels Marketing, LLC, as well as a 70% owned company Sunbeam Rentals, LLC and a 64% owned company Solar Secured Solutions, LLC (collectively Shipley Group); and Shipley Energy Company (collectively the Company). Shipley Group and Shipley Energy Company are related through common management.

The Company provides a full range of energy products and services, including the sale and distribution of petroleum products, natural gas and propane, and the installation and service of industrial and residential heating and cooling equipment. The Company also sells petroleum products and other items through its retail convenience stores. Customers consist of businesses and individuals throughout South Central and Eastern Pennsylvania and Northern Maryland. From time to time, the Company is required to obtain performance bonds for certain contracts. Sales derived from petroleum products, gases (natural and propane), equipment sales and service, and convenience store products amount to 89%, 7%, 1%, and 3% of total net sales, respectively, for the eighteen month period ended June 30, 2013.

### **Note 2 - Summary of Significant Accounting Policies**

A summary of the significant accounting policies consistently applied in the preparation of the accompanying combined financial statements follows:

#### **Use of Estimates**

The preparation of combined financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, if any, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Accordingly, actual results could differ from those estimates.

#### **Principals of Combination**

The accompanying combined financial statements include the accounts of Shipley Group and Shipley Energy Company, which share common management. All material intercompany balances and transactions have been eliminated in combination.

#### **Cash and Cash Equivalents**

The Company considers highly liquid debt instruments with an original maturity of three months or less at the date of purchase to be cash equivalents.

## The Shipley Companies

Notes to Combined Financial Statements  
June 30, 2013

### Note 2 - Summary of Significant Accounting Policies (continued)

#### Trade Accounts Receivable

Trade accounts receivable are carried at original invoice amount, less an estimate made for doubtful accounts based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Trade accounts receivable are written off when deemed uncollectible. Recoveries of trade accounts receivable previously written off are recorded when received.

The Company reports its trade accounts receivable balance net of expected bad debts and credit balances. The bad debt reserve was approximately \$1,087,000 at June 30, 2013. Included in trade accounts receivable are credit balances for customers on the budget plan who have prepaid monies on account in the amount of approximately \$3,757,000 at June 30, 2013, and amounts relating to natural gas deliveries which were unbilled in the amount of approximately \$815,000 at June 30, 2013.

#### Inventories

The Company values its petroleum products and service parts inventories at the lower of cost or market using the first-in, first-out (FIFO) method for determining cost. The convenience store product inventories are valued using the retail average cost method.

Inventories are comprised of the following as of June 30, 2013:

Petroleum products	\$ 7,737,408
Convenience store products	592,727
Service products and parts	<u>817,342</u>
	<u>\$ 9,147,477</u>

#### Property and Equipment

Property and equipment is carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, ranging from 5 to 39 years for buildings, improvements, and leaseholds, and from 5 to 15 years for equipment, trucks, and fixtures. Leasehold improvements are amortized over the shorter of the lease term or estimated useful life.

Expenditures for additions, major replacements, and betterments are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. When property and equipment are retired or sold, the cost and applicable accumulated depreciation are removed from the respective accounts and the related gain or loss is recognized.

## **The Shipley Companies**

### **Notes to Combined Financial Statements**

June 30, 2013

#### **Note 2 - Summary of Significant Accounting Policies (continued)**

##### **Impairment of Long-Lived Assets**

Long-lived assets other than those held for sale are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the assets may not be recoverable. An asset is considered to be impaired when the undiscounted estimated net cash flows to be generated by the asset are less than the carrying amount. The impairment recognized is the amount by which the carrying amount exceeds the fair value of the impaired asset. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows and discount rates reflecting varying degrees of perceived risk. Management has concluded that no impairment reserves are required as of June 30, 2013.

##### **Intangible Assets**

The Company accounts for goodwill and intangible assets as required by FASB ASC Topic 350, *Goodwill and Other Intangibles*. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually. The guidance also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 350.

The Company's intangible assets consist primarily of customer lists. The estimated useful lives of the lists vary and range from five to fifteen years. The customer lists are being amortized over their useful lives using the straight-line method. The lists are reviewed annually for impairment. Management has concluded that no impairment reserves are required as of June 30, 2013.

Amortization expense amounted to \$1,547,710 for the eighteen month period ended June 30, 2013. Annual amortization expense is estimated to be approximately \$905,000 in 2014, \$742,000 in 2015, \$686,000 in 2016, \$510,000 in 2017, and \$367,000 in 2018.

##### **Advertising Costs**

Advertising costs are charged to expense as incurred. Advertising expense was approximately \$2,322,000 for the eighteen month period ended June 30, 2013.

##### **Income Taxes**

The stockholders and partners of the Company have elected to include the Company's income in their own income for federal and state income tax purposes. Accordingly, no provision for income taxes is included in these combined financial statements. It is the Company's policy to pay distributions to the stockholders and partners in amounts sufficient to cover any tax obligations due as a result of the S corporation elections or status as partnership. Extra distributions may be made at management's discretion.

## **The Shipley Companies**

### **Notes to Combined Financial Statements**

June 30, 2013

#### **Note 2 - Summary of Significant Accounting Policies (continued)**

##### **Income Taxes (continued)**

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Company, including whether the entity is exempt from income taxes. Management evaluated the tax positions taken and concluded that the Company had taken no uncertain tax positions that require recognition or disclosure in the combined financial statements. Therefore, no provision or liability for income taxes has been included in the combined financial statements. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. Federal, state, or local tax authorities for years before 2009.

##### **Environmental Obligations**

The Company provides for environmental related obligations when they are probable and amounts can be reasonably estimated. Where the available information is sufficient to estimate the amount of the liability, that estimate has been used. Where the information is only sufficient to establish a range of probable liability and no point within the range is more likely than any other, the lower end of the range is used.

##### **Comprehensive Income**

The Company accounts for comprehensive income in accordance with accounting standards under the Comprehensive Income topic, which requires comprehensive income and its components to be reported when a company has items of comprehensive income. Comprehensive income includes net income plus other comprehensive income (i.e., certain revenues, expenses, and gains and losses as separate components of stockholders' equity rather than net income or loss).

##### **Derivatives**

The Company accounts for derivatives under ASC 815, *Accounting for Derivative Instruments and Hedging Activities*. ASC 815 requires that all derivatives be recognized in the balance sheet at their fair value. Derivatives that are not hedges must be recorded at fair value through earnings. The ineffective portions of a derivative's change in fair value are immediately recognized in earnings.

Derivatives that have been designated and qualify as fair value hedging instruments are reported at fair value. The gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in earnings in the current period.

Derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income. The remaining gain or loss, if any, is recognized currently in earnings. Amounts in accumulated other comprehensive income are reclassified into net income in the same period in which the hedged forecasted transaction affects earnings.

## **The Shipley Companies**

### **Notes to Combined Financial Statements**

June 30, 2013

#### **Note 2 - Summary of Significant Accounting Policies (continued)**

##### **Derivatives (continued)**

Hedge accounting is discontinued when it is determined that a derivative instrument is not highly effective as a hedge. Hedge accounting is also discontinued when: (1) the derivative instrument expires; is sold, terminated, or exercised; or is no longer designated as a hedge instrument because it is unlikely that a forecasted transaction will occur; (2) a hedged firm commitment no longer meets the definition of a firm commitment; or (3) management determines that designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued, the derivative instrument will be either terminated, continue to be carried on the combined balance sheet at fair value, or redesignated as the hedging instrument in either a cash flow or fair value hedge, if the relationship meets all applicable hedging criteria. Any asset or liability that was previously recorded as a result of recognizing the value of a firm commitment will be removed from the combined balance sheet and recognized as a gain or loss in current period earnings. Any gains or losses that were accumulated in other comprehensive income from hedging a forecasted transaction will be recognized immediately in current period earnings, if it is probable that the forecasted transaction will not occur.

##### **Revenue Recognition**

Revenues for petroleum products and propane gas are recognized at the time the product is delivered to the customer. Revenues relating to the installation and repair of heating and cooling equipment are recognized as the services are performed. The Company bills its natural gas customers on a monthly cycle. Revenues are recorded on the accrual basis and include an estimate for gas delivered, but unbilled at the end of the accounting period. Revenues from service maintenance contracts are recognized over the life of the contract on a straight-line basis. Revenues for petroleum and convenience store products sold at retail operations are recognized at point of sale. Taxes the Company is required to collect on behalf of any governmental agency at the time of sale to a customer are not included in revenues. Taxes the Company is required to pay at the time it purchases inventory are passed through to the customer and are included in revenues.

##### **Recent Accounting Pronouncements**

In July 2012, the FASB issued guidance to amend and simplify the rules related to testing indefinite-lived intangible assets, other than goodwill, for impairment. The revised guidance permits an entity to first assess qualitative factors to determine whether the existence of events and circumstances indicated that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible assets and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with current guidance. These amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The adoption of this guidance will not have a material effect on the Company's combined financial statements.

## The Shipley Companies

### Notes to Combined Financial Statements

June 30, 2013

#### Note 2 - Summary of Significant Accounting Policies (continued)

##### Noncontrolling Interest

In January 2012, Shipley Group, LP contributed \$700,000 in cash to a newly created company, Sunbeam Rentals, LLC (Sunbeam), in exchange for a 70% membership interest in Sunbeam. In addition, an outside investor contributed \$211,000 in cash in exchange for a 30% membership interest in Sunbeam. Shipley Group, LP has a 64% membership interest in Solar Secured Solutions, LLC (Solar Secured) as of June 30, 2013. For financial reporting purposes, the assets and liabilities of Sunbeam and Solar Secured are consolidated with those of the Shipley Companies and the outside investor's interest in Sunbeam and Solar Secured is included in the Shipley Companies' combined financial statements as noncontrolling interest.

#### Note 3 - Acquisitions

During 2012, the Company entered into Asset Purchase Agreements to acquire the retail petroleum and commercial distribution of heating oil from two businesses for approximately \$1.6 million, which was funded by subordinated notes of \$710,000 and cash payments of approximately \$901,000. The assets acquired in the acquisitions are based on their fair value estimates at the date of acquisition.

The purchase price allocation consists of the following:

Inventories	\$	53,557
Property and equipment		497,400
Customer lists		<u>1,060,000</u>
	\$	<u>1,610,957</u>

The results of the above acquisitions have been included in the combined financial statements since their date of acquisition.

#### Note 4 - Sale of Stores

During 2012, the Company sold two convenient stores to a related party. The sales resulted in the disposal of land, buildings, improvements, store equipment and fixtures with a net book value of approximately \$1,019,000, at a gain of \$2,905,000. The Company received proceeds of approximately \$3,924,000, of which \$3,850,000 was used to make unscheduled debt service payments. Concurrently with the sale of one of the stores, the Company entered into an agreement to lease the property for a minimum period of five years (see Note 10).

## The Shipley Companies

### Notes to Combined Financial Statements June 30, 2013

#### Note 5 - Property and Equipment

Property and equipment consists of the following as of June 30, 2013:

Land	\$ 3,811,576
Land improvements	701,670
Buildings and improvements	8,491,729
Equipment, trucks, and fixtures	35,058,462
Construction in progress	<u>415,379</u>
	48,478,816
Less accumulated depreciation	<u>(26,188,892)</u>
	<u>\$ 22,289,924</u>

Depreciation expense amounted to \$4,776,138 for the eighteen month period ended June 30, 2013.

#### Note 6 - Credit Arrangements and Long-Term Debt

##### Credit Arrangements

The Company has a Credit Facility agreement with two banks. The Credit Facility supports all of the Shipley Companies and includes a \$30.0 million revolving line of credit for the months of October through April, \$23.0 million revolving line of credit for the months of May through September, an \$8.5 million term loan, a \$10.0 million equipment line, and a \$10.0 million general letter of credit commitment.

As of June 30, 2013, there was \$14,943,819 outstanding under the revolving line of credit. The revolving line of credit balance, as of June 30, 2013, has been classified as long-term, as under the terms of the agreement, no amounts are due until September 30, 2014. Interest is payable at one-month LIBOR plus the applicable margin (2.44% as of June 30, 2013). The Company is required to pay a quarterly commitment fee calculated on the daily unused portion of the revolving credit facility at an annual rate of 0.35%.

Total letters of credit outstanding as of June 30, 2013 under general letter of credit commitments was \$4,773,729.

## The Shipley Companies

Notes to Combined Financial Statements  
June 30, 2013

### Note 6 - Credit Arrangements and Long-Term Debt (continued)

#### Long-Term Debt

Long-term debt consists of the following as of June 30, 2013:

Secured note payable to a bank, due in fixed principal payments of \$74,841, plus interest through October 2016.	\$ 3,634,093
Secured note payable to a bank, with interest payments through June 2013 and then monthly equal installments of principal and interest of \$45,270 with a maturity date of June 2017.	<u>4,700,000</u>
<b>Total Long-Term Debt</b>	<u>8,334,093</u>
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	584,771
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	584,771
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	385,734
Subordinated, unsecured note payable to individual in annual installments, including interest through December 2016.	385,734
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041
Subordinated, unsecured note payable to individual in monthly installments, including interest through July 2019.	137,041

**The Shipley Companies**

**Notes to Combined Financial Statements**

June 30, 2013

**Note 6 - Credit Arrangements and Long-Term Debt (continued)**

**Long-Term Debt (continued)**

Subordinated, unsecured note payable to a company in monthly installments, including interest through July 2019.	201,860
Subordinated, unsecured note payable to a company in monthly installments, including interest through October 2022.	285,096
Subordinated, unsecured note payable to individual in quarterly installments, including interest through August 2020.	330,822
Other	<u>150,000</u>
<b>Total Subordinated Long-Term Debt</b>	<u><b>3,319,911</b></u>
	11,654,004
Less current portion	<u>(1,983,834)</u>
	<u><b>\$ 9,670,170</b></u>

The interest rates on the term loans payable to a bank are variable and ranged from 2.44% to 3.00% as of June 30, 2013. The interest rates on the subordinated notes payable are fixed and ranged from 5.00% to 6.50% as of June 30, 2013.

## The Shipley Companies

### Notes to Combined Financial Statements June 30, 2013

#### Note 6 - Credit Arrangements and Long-Term Debt (continued)

##### Long-Term Debt (continued)

Aggregate maturities of long-term debt, assuming no change in current terms, consist of the following for the five years ending June 30, 2018 and thereafter:

	<u>Long-Term</u>	<u>Subordinated</u>	<u>Total</u>
2014	\$ 1,305,913	\$ 677,921	\$ 1,983,834
2015	1,318,317	642,413	1,960,730
2016	1,331,099	683,313	2,014,412
2017	1,385,997	736,027	2,122,024
2018	2,992,767	190,232	3,182,999
Thereafter	-	390,005	390,005

The terms of certain loan agreements maintained by the Company contain restrictive covenants which, among other things, require the Company to maintain certain financial ratios. For the eighteen month period ended June 30, 2013, the Company was in compliance with these financial covenants.

#### Note 7 - Derivative Instruments and Hedging Activities

The Company holds derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in changes in commodity prices and interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of and during the term of each hedge. In hedging the transactions, the Company, in the normal course of business, holds the following types of derivatives:

Interest rate swaps - The purpose of this instrument is to hedge the cash flows of variable-rate financial assets.

Futures contracts - The purpose of this instrument is to hedge the fair value of petroleum inventories and firm purchase commitments.

Call and put options - The purpose of this instrument is to hedge the cash flows of forecasted sales or purchases of inventory.

The Company holds such derivatives only for the purpose of hedging such risks, not for speculation. Generally, the Company enters into hedging relationships such that changes in the fair values or cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the values of the derivatives. As of June 30, 2013, hedging relationships exist for variable rate long-term debt, firm purchase commitments, and anticipated purchases and sales of petroleum inventories.

## The Shipley Companies

### Notes to Combined Financial Statements

June 30, 2013

#### Note 7 - Derivative Instruments and Hedging Activities (continued)

##### Interest Rate Swap Contracts

The Company has contracts to hedge the interest rate risk of certain long-term debt with a bank. Under these interest rate swap contracts, the Company agreed to pay an amount equal to a specific fixed rate of interest times a notional principal amount, and to receive in return an amount equal to a specified variable rate of interest times the same notional principal amount. These net payments or receipts are recorded in interest expense in the accompanying combined statement of income.

The interest rate swap contracts converted the bank's variable interest rate to a fixed rate. These agreements expire in 2014. The Company has designated these contracts as cash flow hedges. At June 30, 2013, the notional amounts under these swap agreements totaled \$7.7 million. The Company recorded a liability, included in the accompanying combined balance sheet as a component of other liabilities, for the fair value of the swap contracts of \$209,910 as of June 30, 2013.

##### Commodity Hedging Activities

Petroleum products sold by the Company are subject to price volatility caused by supply conditions, political and economic variables, and other unpredictable factors. To manage the volatility related to anticipated inventory purchases, sales, and firm purchase commitments, the Company uses futures and options with maturities generally less than one year.

#### Note 8 - Pension Plans

##### Defined Benefit Plan

The Company sponsors the Shipley Energy Company Hourly Employees' Pension Plan. The Plan is a single employer, noncontributory, defined benefit pension plan which covers substantially all hourly union employees of Shipley Energy Company. The Plan provides for pension, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan benefits are based upon years of service. The Company makes annual contributions to the hourly plan no less than the minimum amount required by ERISA, plus amounts to amortize the unfunded accrued liability over 30 years.

The following provides additional information about the Plan as of and for the eighteen month period ended June 30, 2013:

Obligations and funded status	
Fair value of plan assets	\$ 3,638,733
Projected benefit obligation	<u>(5,033,330)</u>
<b>Funded Status (Under)</b>	<b><u>\$ (1,394,597)</u></b>
Amounts recognized in the combined balance sheet	
Other liabilities	\$ (1,394,597)
Equity - accumulated other comprehensive loss	\$ (2,041,719)

## The Shipley Companies

### Notes to Combined Financial Statements

June 30, 2013

#### Note 8 - Pension Plans (continued)

##### Defined Benefit Plan (continued)

Amounts not yet recognized as a component of net periodic pension cost

Prior service cost	\$ 94,694
Net loss	\$ 1,947,025

Components of net periodic pension cost

Service cost	\$ 120,496
Interest cost	326,149
Expected return on plan assets	(375,881)
Amortization of prior service cost	33,876
Amortization of net loss	135,969

**Net Periodic Pension Cost** **\$ 240,609**

Weighted-average assumptions

Discount rate	4.25%
Expected return on plan assets	7.84%
Rate of compensation increase	-%

Accumulated benefit obligation	\$ 5,033,330
Employer contributions	\$ 442,934
Benefits paid	\$ 263,378

The Company's expected long-term return on plan assets assumption is based on a periodic review and modeling of the Plan's asset allocation and liability structure over a long-term horizon.

Expectations of returns for each asset class are the most important of the assumptions used in the review and modeling, and are based on comprehensive reviews of historical data and economic/financial market theory. The expected long-term rate of return on assets was selected from within the reasonable range of rates determined by (a) historical real returns, net of inflation, for the asset classes covered by the investment policy and (b) projections of inflation over the long-term period during which benefits are payable to plan participants.

##### Plan Assets

The Company's pension plan asset allocation as of June 30, 2013 and the level of the valuation inputs within the fair value hierarchy established by ASC 820 are as follows (See Note 11).

	June 30, 2013			
	Level 1	Level 2	Level 3	Total
Money market account	\$ 97,954	\$ -	\$ -	\$ 97,954
Domestic stock funds	1,706,713	-	-	1,706,713
International stock funds	484,092	-	-	484,092
Fixed income funds	1,349,974	-	-	1,349,974
	<b>\$ 3,638,733</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 3,638,733</b>

## The Shipley Companies

Notes to Combined Financial Statements  
June 30, 2013

### Note 8 - Pension Plans (continued)

#### Plan Assets (continued)

The Company's investment policy includes various guidelines and procedures designed to ensure assets are invested in a manner necessary to meet expected future benefits earned by participants. The investment guidelines consider a broad range of economic conditions.

The objectives of the target allocations are to maintain investment portfolios that diversify risk through prudent asset allocation parameters, achieve asset returns that meet or exceed the Plan's actuarial assumptions, and achieve asset returns that are competitive with like institutions employing similar investment strategies.

The investment policy is periodically reviewed by the Company and a designated third-party fiduciary for investment matters. The policy is established and administered in a manner so as to comply at all times with applicable government regulations.

#### Contributions

The Company expects to contribute approximately \$207,000 to the Plan during the year ended June 30, 2014.

#### Estimates Future Benefit Payments

The following benefit payments are expected to be paid:

2014	\$	203,345
2015		204,451
2016		221,360
2017		240,594
2018		239,644
2019 - 2023		1,724,992

#### Defined Contribution Plan

The Company sponsors a defined contribution 401(k) retirement plan for eligible nonunion employees. The Company will match a percent of each participant's contributions ranging from 30% to 50%, depending on a participant's years of service, up to a maximum of 10% of applicable compensation. The Company, at its discretion, may also make an annual profit sharing contribution. The Company's expense for the 401(k) plan totaled \$298,882 for the eighteen month period ended June 30, 2013.

## The Shipley Companies

### Notes to Combined Financial Statements

June 30, 2013

#### Note 9 - Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade accounts receivable, cash, and cash equivalents.

The Company distributes its products to customers in the South Central and Eastern Pennsylvania and Northern Maryland areas. Substantially all of the Company's accounts receivable are from individuals or companies in these geographic areas. Credit is extended based on an evaluation of the customer's financial condition and, generally, collateral is not required. Credit losses are provided for in the combined financial statements and consistently have been within management's expectations.

The Company maintains its cash with various financial institutions throughout South Central Pennsylvania. These bank balances are generally insured by the Federal Deposit Insurance Corporation; however, such balances may exceed the insured amount at various times throughout the year.

#### Note 10 - Commitments and Contingencies

##### Operating Leases

The Company leases various properties under operating leases for the operation of hotel, restaurant, and convenience stores from a partnership under common management control. The Company also leases other property under operating leases of varying terms from third parties. Future minimum lease payments under these operating leases for the years ending June 30 are as follows:

	<u>Related Party</u>	<u>Other</u>
2014	\$ 1,304,000	\$ 72,000
2015	1,332,000	60,000
2016	1,320,000	60,000
2017	1,216,000	60,000
2018	1,117,000	60,000
Thereafter	3,737,000	193,000

Rent expense under operating leases amounted to approximately \$2,287,000 for the eighteen month period ended June 30, 2013.

##### Legal Proceedings

The Company is subject to other claims and legal actions that arise in the ordinary course of its business. The Company believes that the ultimate liability, if any, with respect to these claims and legal actions will not have a material effect on the combined financial position or combined results of operations of the Company.

## The Shipley Companies

Notes to Combined Financial Statements  
June 30, 2013

### Note 11 - Fair Value Measurements

The Company follows the guidance of FASB ASC 820, *Fair Value Measurements and Disclosures*. The disclosures required about fair value measurements include, among other things, (a) the amounts and reasons for certain significant transfers among three hierarchy levels of inputs, (b) the gross, rather than net, basis for certain Level 3 roll-forward information, (c) use of a "class" basis rather than a "major category" basis for assets and liabilities, and (d) valuation techniques and inputs used to estimate Level 2 and Level 3 fair value measurements.

As defined by FASB ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including discounting cash flow projections based on available market interest rates and management estimates of future cash payments. Financial instrument assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted market prices.

Level 3 - Unobservable inputs corroborated by little, if any, market data.

The following table summarizes the fair value of the Company's recurring financial instruments as of June 30, 2013:

	<u>Level 1</u>	<u>Level 2</u>
Assets (Liabilities)		
Option and futures contracts	\$ 208,609	\$ -
Interest rate swaps	-	(209,910)
	<u>\$ 208,609</u>	<u>\$ (209,910)</u>

The fair value of the Company's option and futures contracts is based on quoted market prices.

The fair value of the Company's interest rate swaps is the estimated amount the Company would pay to terminate these agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities.

The carrying amount of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses in the accompanying combined balance sheet, approximates fair value given the short-term nature of these financial instruments. The carrying amount of the cash surrender value of life insurance in the accompanying combined balance sheet approximates fair value as this amount represents the current liquidation value of the policies. The carrying amount of the long-term debt and line of credit in the accompanying combined balance sheet approximates fair value as the interest rates of this debt are variable. The carrying amount of the subordinated debt and notes receivable approximates fair value as the interest rates are commensurate with rates currently offered for such arrangements.

**The Shipley Companies**

**Notes to Combined Financial Statements**

June 30, 2013

**Note 12 - Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss consists of the following as of June 30, 2013:

Fair value cash flow hedge effectiveness	\$ 209,910
Pension loss	<u>2,041,719</u>
	<u>\$ 2,251,629</u>

**Note 13 - Captive Insurance Program**

The Company participates in two captive insurance programs. Annual premiums are paid to the captives for its workers' compensation, general liability, automobile, and employee medical claims. The agreements for the formation of the captives provide that the captives will be self-funded through member premiums and will reinsure through commercial companies for claims in excess of certain amounts specified. In the event available contributions are not sufficient to fund operations or obligations of the captive, additional supplementary premiums may be assessed to members on a pro-rata basis. Management is not aware of any need for such supplementary premiums as of June 30, 2013. As of June 30, 2013, the Company had outstanding letters of credit in the amount of \$673,729 to secure its future obligations, if any, under the terms of the insurance programs.

**Note 14 - Departure from Accounting Principles Generally Accepted in the United States of America**

The *Consolidation* topic of the FASB Accounting Standards Codification requires certain variable interest entities (VIE's) to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Shipley Family Limited Partnership is related to the Company through common ownership and management. The impact on these combined financial statements of the omission of this entity in consolidation has not been determined.

**Note 15 - Subsequent Events**

The Company has evaluated subsequent events through October 30, 2013. This is the date the combined financial statements were available to be issued. No material events subsequent to June 30, 2013 were noted.

**The Shipley Companies****Combined Statement of Income - Unaudited**

	<u>Twelve Months Ended June 30, 2013</u>
<b>Revenue</b>	<b>\$ 593,695,242</b>
<b>Cost of Sales</b>	<u>548,155,752</u>
<b>Gross Profit</b>	<b>45,539,490</b>
<b>Operating Expenses</b>	<b>32,555,662</b>
<b>General and Administration Expenses</b>	<u>11,509,654</u>
<b>Operating Income</b>	<u>1,474,174</u>
<b>Other Income (Expenses)</b>	
Other income (expense), net	366,357
Gain on sale of fixed assets	2,931,270
Interest expense	<u>(1,198,456)</u>
<b>Net Income</b>	<u>3,573,345</u>
<b>Net Loss Attributable to Noncontrolling Interest</b>	<u>(57,275)</u>
<b>Net Income Attributable to The Shipley Companies</b>	<u>\$ 3,630,620</u>

25

58

**The Shipley Companies**

**Combined Statement of Cash Flows Selected Information - Unaudited**

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	<u>Twelve Months Ended June 30, 2013</u>
<b>Depreciation and Amortization</b>	<b>\$ 4,170,830</b>
<b>Interest Expense</b>	<b>1,198,456</b>
<b>Principal Payments on Long-Term Debt - Excluding Unscheduled Repayments</b>	<b>898,080</b>
<b>Principal Payments on Subordinated Long-Term Debt</b>	<b>557,577</b>
<b>Distributions</b>	<b>2,950,000</b>



**SHIPLEY GROUP**  
ROI Pro-Forma

Project: Residential Electricity

Completed by: Tim Booth

Electricity	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
kWh	8,520,932	39,537,122	67,485,777	95,434,433	124,746,437	183%				
Margin per kWh	0.007	0.008	0.009	0.010	0.010					
Electricity Sales	\$ 681,675	\$ 3,162,970	\$ 5,398,862	\$ 7,634,755	\$ 9,979,715					
Electricity Gross Profit	\$ 59,600	\$ 316,300	\$ 607,400	\$ 954,300	\$ 1,247,500					
Assumed Accounts Added	2,500	3,000	3,500	4,000	4,500					
Assumed Total Customer Count	2,500	3,000	3,500	4,000	4,500					
Assumed Average Customer Count	1,250	1,500	1,750	2,000	2,250					

Grocery or HVAC Sales	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Sales	85%	95%	100%	100%	100%					
Gross Profit %	30.0%	35.0%	35.0%	35.0%	35.0%					
Inside Gross Profit										
Other Gross Profit	100%	100%	100%	100%	100%					
Car Wash, ATM, etc.										

Total Gross Profit	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
	\$ 59,600	\$ 316,300	\$ 607,400	\$ 954,300	\$ 1,247,500					
Operating Expenses	100%	105%	110%	115%	120%					
Payroll	48,696	51,131	53,566	56,000	58,435					
Benefits	12,661	13,294	13,927	14,560	15,193					
EDI Support	7,500	7,500	7,500	7,500	7,500					
Internal Billing	24,000	20,000	26,400	27,600	28,800					
PJM Membership	5,000	5,250	5,500	5,750	6,000					
Marketing	75,000	90,000	105,000	120,000	135,000					
Scheduling Partner	88,800	93,240	97,680	102,120	106,560					
PJM Security	5,000	6,434	10,839	15,403	20,104					
PUC Bond	1,875	1,969	2,063	2,156	2,250					
Incremental/Group Fee	25,000	51,250	78,563	106,778	135,761					
All Other	20,000	21,000	22,000	23,000	24,000					
Total Operating Expenses	\$ 313,532	\$ 369,118	\$ 428,864	\$ 489,781	\$ 551,695					

EBITDA before Administration	\$ (253,932)	\$ (52,818)	\$ 178,536	\$ 464,519	\$ 695,805					
Admin. Allocation										
EBITDA after Administration	\$ (253,932)	\$ (52,818)	\$ 178,536	\$ 464,519	\$ 695,805					

Depreciation - 15 year life assets	15,090	15,090	15,090	15,090	15,090					
Depreciation - 5 year life assets										
Deprec on Subsequent Cap Ex										
Total Depreciation	\$ 15,090	\$ 15,090	\$ 15,090	\$ 15,090	\$ 15,090					

EBIT	\$ (269,022)	\$ (67,908)	\$ 163,446	\$ 449,429	\$ 680,715					
Interest Exp (Inc) on Cumul. Cash	\$ 13,540	\$ 37,045	\$ 52,009	\$ 58,333	\$ 37,548					
Interest Expense on Debt	\$ 3,395	\$ 2,641	\$ 1,866	\$ 1,132	\$ 377					
Profit/(Loss) Before Taxes	\$ (285,957)	\$ (107,594)	\$ 109,551	\$ 389,964	\$ 642,790					

Income Taxes	\$ (114,383)	\$ (43,037)	\$ 43,820	\$ 155,996	\$ 257,116					
Profit (Loss) After Taxes	\$ (171,574)	\$ (64,556)	\$ 65,730	\$ 233,978	\$ 385,674					

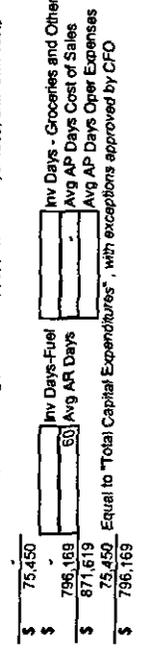
Initial Net Cash Investment										
Subsequent Capital Expend.										
Principal Payments	(15,090)	(15,090)	(15,090)	(15,090)	(15,090)					
Depreciation	15,090	15,090	15,090	15,090	15,090					
Annual Cash Flow	\$ (171,574)	\$ (64,556)	\$ 65,730	\$ 233,978	\$ 385,674					
Cumulative Cash Flow	\$ (171,574)	\$ (236,131)	\$ (170,400)	\$ 63,818	\$ 449,252	\$ 449,251	\$ 449,251	\$ 449,251	\$ 449,251	\$ 449,251

Average Annual Pre-Tax Profit	\$ 149,751									
Avg. Pre-Tax Return on Initial Investment	17%									

Average Annual Cash Flow	\$ 89,850									
Avg. Cash Return on Initial Cash Investment	11.3%									

Cash Payback Period in Years	> 8 Years									
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End of year balances:										
Fixed asset NBV including land	60,360	45,270	30,180	15,090						
Debt principal	60,360	45,270	30,180	15,090						



61

**SHIPLEY GROUP**  
**ROI Pro-Forma**

**Project:** Residential Electricity

**Completed by:** Tim Booth

Note A) Working Capital is equal to the 5 year average per calculation below

Accounts Receivable (60 days)	\$ 112,056	\$ 519,940	\$ 887,484	\$ 1,255,028	\$ 1,229,542
Less: Accumulated Cash (Cash deficit)	\$ 171,574	\$ 236,131	\$ 170,400	\$ (63,578)	\$ (449,252)
Less: Accounts Payable (Electricity) (0 days)	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Accounts Payable (Oper Exp) (15 days)	\$ (12,865)	\$ (15,169)	\$ (17,625)	\$ (20,128)	\$ (22,872)
Working Capital	\$ 270,746	\$ 740,902	\$ 1,040,260	\$ 1,171,322	\$ 757,618

5 Year Average

\$ 796,169



**Live Report : SHIPLEY CHOICE, LLC**

D-U-N-S® Number: 96-578-6580  
Trade Names: (SUBSIDIARY OF SHIPLEY GROUP, L.P., YORK, PA)  
Endorsement/Billing Reference: bbeaumont@shipleenergy.com

<b>Address</b> 415 Norway St York, PA - 17403	<b>Location Type</b> Single (Subsidiary)
<b>Phone</b> 800 839-1849	<b>Web</b>
<b>Fax</b>	

**Endorsement :** bbeaumont@shipleenergy.com

**Company Summary**

**Currency:** Shown in USD unless otherwise indicated

**Score Bar**

<b>PAYDEX®</b>	<b>Unavailable</b>	
<b>Commercial Credit Score Class</b>	<b>3</b>	Moderate Risk of severe payment delinquency.
<b>Financial Stress Score Class</b>	<b>4</b>	Moderate to High Risk of severe financial stress.
<b>Credit Limit - D&amp;B Conservative</b>	<b>20,000.00</b>	Based on profiles of other similar companies.
<b>D&amp;B Rating</b>	<b>-</b>	Unavailable.

**D&B Company Overview**

**This is a single (subsidiary) location**

<b>Manager</b>	WILLIAM S SHIPLEY III, CEO
<b>Management Control</b>	2010
<b>Employees</b>	13
<b>Financing</b>	SECURED
<b>SIC</b>	4924 , 4911
<b>Line of business</b>	Natural gas and electric power
<b>NAICS</b>	221210
<b>History Status</b>	CLEAR

**Commercial Credit Score Class**

**Commercial Credit Score Class: 3**  
Lowest Risk:1; Highest Risk :5

**Detailed Trade Risk Insight™**

No Detailed Trade Data is available for this D-U-N-

S® Number

FirstRain Company News



This Company is not currently tracked for Company News

Powered by FirstRain

Corporate Linkage

Parent

Company	City, State	D-U-N-S® NUMBER
SHIPLEY GROUP, L.P.	YORK, Pennsylvania	83-084-2337

Predictive Scores

Currency: Shown in USD unless otherwise indicated

Credit Capacity Summary

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the D&B Rating Key

D&B Rating : --

The blank rating symbol should not be interpreted as indicating that credit should be denied. It simply means that the information available to D&B does not permit us to classify the company within our rating key and that further enquiry should be made before reaching a decision. Some reasons for using a "-" symbol include: deficit net worth, bankruptcy proceedings, insufficient payment information, or incomplete history information.

Below is an overview of the company's rating history since 12-06-2010

Number of Employees Total: 13

D&B Rating	Date Applied
--	04-09-2014
ER6	12-06-2010

Payment Activity:	(based on 2 experiences)
Highest Credit:	20,000
Total Highest Credit:	20,250

D&B Credit Limit Recommendation

Conservative credit Limit	20,000
Aggressive credit Limit:	35,000

Risk category for this business : LOW

The Credit Limit Recommendation (CLR) is intended to serve as a directional benchmark for all businesses within the same line of business or industry, and is not calculated based on any individual business. Thus, the CLR is intended to help guide the credit limit decision, and must be balanced in combination with other elements which reflect the individual company's size, financial strength, payment history, and credit worthiness, all of which can be derived from D&B reports.

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

64

## Financial Stress Class Summary

The Financial Stress Score predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&Bs extensive data files.

The Financial Stress Class of 4 for this company shows that firms with this class had a failure rate of 0.84% (84 per 10,000), which is 1.75 times higher than the average of businesses in D & B's database.

### Financial Stress Class : 4 (Lowest Risk:1; Highest Risk:5)

Moderately higher than average risk of severe financial stress, such as a bankruptcy or going out of business with unpaid debt, over the next 12 months.

#### Probability of Failure:

Risk of Severe Financial Stress for Businesses with this Class: **0.84 %** (84 per 10,000)

Financial Stress National Percentile : **10** (Highest Risk: 1; Lowest Risk: 100)

Financial Stress Score : **1398** (Highest Risk: 1,001; Lowest Risk: 1,875)

Average Risk of Severe Financial Stress for Businesses in D&B database: **0.48 %** (48 per 10,000)

#### The Financial Stress Class of this business is based on the following factors:

Low proportion of satisfactory payment experiences to total payment experiences.  
Limited time under present management control

#### Notes:

The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.

The Probability of Failure shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Probability of Failure - National Average represents the national failure rate and is provided for comparative purposes.

The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&Bs file.

The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	10
Region: MIDDLE ATLANTIC	44
Industry: INFRASTRUCTURE	43
Employee range: 10-19	66
Years in Business: 3-5	39

This Business has a Financial Stress Percentile that shows:

Higher risk than other companies in the same region.

Higher risk than other companies in the same industry.

Higher risk than other companies in the same employee size range.

Higher risk than other companies with a comparable number of years in business.

## Credit Score Summary

The Commercial Credit Score (CCS) predicts the likelihood of a business paying its bills in a severely delinquent manner (91 days or more past terms), obtaining legal relief from its creditors or ceasing operations without paying all creditors in full over the next 12 months.

The Credit Score class of 3 for this company shows that 5.8% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

### Credit Score Class : 3 (Lowest Risk:1; Highest Risk :5)

#### Incidence of Delinquent Payment

Among Companies with this Classification: **5.80 %**

Average compared to businesses in D&Bs database: **10.20 %**

Credit Score Percentile : **62** (Highest Risk: 1; Lowest Risk: 100)

65

Credit Score : 515 (Highest Risk: 101; Lowest Risk:670)

The Credit Score Class of this business is based on the following factors:

No payment experiences reported  
Limited time under present management control  
Higher risk region based on delinquency rates for this region  
Higher risk industry based on delinquency rates for this industry  
Limited business activity signals reported in the past 12 months

**Notes:**

The Commercial Credit Score Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience severe delinquency.  
The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 91 days past due or more by creditors. The calculation of this value is based on D&B's trade payment database.  
The Commercial Credit Score percentile reflects the relative ranking of a firm among all scorable companies in D&B's file.  
The Commercial Credit Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	62
Region: MIDDLE ATLANTIC	51
Industry: INFRASTRUCTURE	32
Employee range: 10-19	78
Years in Business: 3-5	43

This business has a Credit Score Percentile that shows:

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

**Trade Payments**

Currency: Shown in USD unless otherwise indicated

**D&B PAYDEX®**

Timeliness of historical payments for this company.

<b>Current PAYDEX is</b>	Unavailable
<b>Industry Median is</b>	79 Equal to 2 days beyond terms
<b>Payment Trend currently is</b>	Unavailable, compared to payments three months ago

Indications of slowness can be the result of dispute over merchandise, skipped invoices etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

<b>Total payment Experiences in D&amp;Bs File (HQ)</b>	2
<b>Payments Within Terms (not weighted)</b>	N/A
<b>Trade Experiences with Slow or Negative Payments(%)</b>	0.00%
<b>Total Placed For Collection</b>	0
<b>High Credit Average</b>	N/A
<b>Largest High Credit</b>	20,000
<b>Highest Now Owng</b>	0
<b>Highest Past Due</b>	0

66

D&B has not received a sufficient sample of payment experiences to establish a PAYDEX score. D&B receives nearly 400 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received. At this time, none of those experiences relate to this company.

### Payment Habits

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences to calculate the percentage, and the total credit value of the credit extended.

\$ Credit Extended	# Payment Experiences	Total Amount	% of Payments Within Terms
Over 100,000	0	0	0%
50,000-100,000	0	0	0%
15,000-49,999	0	0	0%
5,000-14,999	0	0	0%
1,000-4,999	0	0	0%
Under 1,000	0	0	0%

Based on payments collected over last 24 months.

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

### Payment Summary

There are 2 payment experience(s) in D&B's file for the most recent 24 months, with 0 experience(s) reported during the last three month period.

The highest **Now Owes** on file is 0. The highest **Past Due** on file is 0

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

	Total Revd (#)	Total Amts	Largest High Credit	Within Terms (%)	Days Slow <31 31-60 61-90 90> (%) (%) (%)
<b>Top Industries</b>					
<b>Other payment categories</b>					
Cash experiences	1	250	250		
Payment record unknown	1	20,000	20,000		
Unfavorable comments	0	0	0		
Placed for collections	0	N/A	0		
<b>Total in D&amp;B's file</b>	<b>2</b>	<b>20,250</b>	<b>20,000</b>		

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Indications of slowness can be result of dispute over merchandise, skipped invoices etc.

### Detailed payment history for this company

Date Reported (mm/yy)	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale Within (month)
08/13	(001)	250			Cash account	1 mo
07/12	(002)	20,000	0	0	N30	1 mo

**Payments Detail Key:** ■ 30 or more days beyond terms

Payment experiences reflect how bills are paid in relation to the terms granted. In some instances payment beyond terms can be

67

the result of disputes over merchandise, skipped invoices, etc. Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

## Public Filings

Currency: Shown in USD unless otherwise indicated 

### Summary

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

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	2	03/22/12

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

### UCC Filings

**Collateral** All Assets  
**Type** Original  
**Sec. Party** RBS CITIZENS, NATIONAL ASSOCIATION, BOSTON, MA  
**Debtor** SHIPLEY CHOICE, LLC  
**Filing No.** 2011010406259  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2011-01-03  
**Latest Info Received** 01/13/11

**Collateral** RIGHT, TITLE AND INTEREST and proceeds  
**Type** Original  
**Sec. Party** COLUMBIA GAS OF PENNSYLVANIA, INC., COLUMBUS, OH  
**Debtor** SHIPLEY CHOICE, LLC  
**Filing No.** 2012032205477  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2012-03-22  
**Latest Info Received** 03/26/12

### Government Activity

#### Activity summary

Borrower (Dir/Guar)	NO
Administrative Debt	NO
Contractor	NO
Grantee	NO
Party excluded from federal program(s)	NO

60

**Possible candidate for socio-economic program consideration**

Labour Surplus Area	YES (2014)
Small Business	N/A
8(A) firm	N/A

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

**History & Operations**

Currency: Shown in USD unless otherwise indicated 

**Company Overview**

**Company Name:** SHIPLEY CHOICE, LLC  
**Doing Business As :** (SUBSIDIARY OF SHIPLEY GROUP, L.P., YORK, PA)  
**Street Address:** 415 Norway St  
York , PA 17403  
**Phone:** 800 839-1849  
**History** Is clear  
**Present management control** 4 years

**History**

The following information was reported: **08/16/2014**

**Officer(s):** WILLIAM S SHIPLEY III, CEO  
RICHARD M BEAMESDERFER, TREAS  
ROBERT C BORDEN, SEC

The Pennsylvania Secretary of State's business registrations file showed that Shipley Choice, LLC was registered as a Limited Liability Company/Partnership on June 24, 2010.  
Present control succeeded 2010.  
WILLIAM S SHIPLEY III. Antecedents not available.

Business address has changed from 550 E King Street, York, PA, 17405 to 415 Norway St, York, PA, 17403.

**Business Registration**

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF Aug 22 2014

**Registered Name:** Shipley Choice, LLC  
**Business type:** LIMITED LIABILITY COMPANY  
**State of Incorporation:** PENNSYLVANIA  
**Filing date:** Jun 24 2010  
**Registration ID:** 3963935  
**Duration:** PERPETUAL  
**Status:** ACTIVE  
**Where filed:** SECRETARY OF STATE/CORPORATIONS DIVISION , HARRISBURG , PA

**Operations**

**08/16/2014**

Subsidiary of SHIPLEY GROUP, L.P., YORK, PA which operates as a holding company.

As noted, this company is a subsidiary of Shipley Group, L.P., Duns #83-084-2337, and reference is made

69

to that report for background information on the parent company and its.

**Description:**

Natural gas and electric power.

ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 717 771-1969.

Terms are undetermined. Sells to undetermined.

**Employees:**

13.

**Facilities:**

Shares 21,000 sq. ft. in one story brick a building.

**SIC & NAICS**

**SIC:**

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific about a company's operations than if we use the standard 4-digit code.

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

4924 0000 Natural gas distribution

4911 0000 Electric services

**NAICS:**

221210 Natural Gas Distribution

221118 Other Electric Power Generation

**Financials**

Currency: Shown in USD unless otherwise indicated 

**Company Financials: D&B**

**Additional Financial Data**

As of April 9, 2014, attempts to contact management were unsuccessful, reach to voicemail. Outside sources contacted confirmed operations and location of the business.

**Request Financial Statements**

**Request Financial Statements**

Requested financials are provided by SHIPLEY CHOICE, LLC and are not DUNSRight certified.

**Key Business Ratios**

D & B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance.

To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

**Based on this Number of Establishments**

38

**Industry Norms Based On 38 Establishments**

	This Business	Industry Median	Industry Quartile
<b>Profitability</b>			
Return on Sales %	UN	6.7	UN
Return on Net Worth %	UN	8.5	UN

**Short-Term Solvency**

Current Ratio UN 1.3 UN

Quick Ratio UN 0.5 UN

**Efficiency**

Assets to Sales % UN 224.6 UN

Sales / Net Working Capital UN 3.6 UN

**Utilization**

Total Liabilities / Net Worth (%) UN 152.4 UN

UN = Unavailable

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C-6



**DNBi®**  
**Risk Management**

Printed By: Brad Beaumont  
Date Printed: August 29, 2014

### Live Report : SHIPLEY GROUP, L.P.

D-U-N-S® Number: 83-084-2337

Endorsement/Billing Reference: bbeaumont@shipleenergy.com

<b>D&amp;B Address</b>	
<b>Address</b> 415 Norway St York, PA - 17405	<b>Location Type</b> Headquarters
<b>Phone</b> 717 848-4100	<b>Web</b>
<b>Fax</b>	

**Endorsement :** bbeaumont@shipleenergy.com

### Company Summary

**Currency:** Shown in USD unless otherwise indicated

#### Score Bar

<b>PAYDEX®</b>	<b>80</b>	Paying on time.
<b>Commercial Credit Score Class</b>	<b>3</b>	Moderate Risk of severe payment delinquency.
<b>Financial Stress Score Class</b>	<b>3</b>	Moderate Risk of severe financial stress.
<b>Credit Limit - D&amp;B Conservative</b>	<b>35,000.00</b>	Based on profiles of other similar companies.
<b>D&amp;B Rating</b>	<b>1R2</b>	1R indicates 10 or more Employees, Credit appraisal of 2 is good

#### D&B 3-month PAYDEX®

3-month D&B PAYDEX®: 80

Lowest Risk:100;Highest Risk :1

When weighted by amount, Payments to suppliers average Within terms

#### D&B Company Overview

**This is a headquarters location**

**Branch(es) or Division(s) exist** Y

<b>Mailing Address</b>	PO BOX 15052 YORK, PA17405
<b>Manager</b>	BILL SHIPLEY III, CEO
<b>Year Started</b>	2001
<b>Employees</b>	40 (7 Here)
<b>Financing</b>	SECURED
<b>SIC</b>	4924 , 4911
<b>Line of business</b>	Natural gas distribution, electric services
<b>NAICS</b>	221210
<b>History Status</b>	CLEAR

72

**Commercial Credit Score Class** .....

**Commercial Credit Score Class: 3**   
Lowest Risk:1;Highest Risk :5

**Detailed Trade Risk Insight™** .....

Days Beyond Terms Past 3 Months

**39**  
Days

Dollar-weighted average of 3 payment experiences reported from 2 Companies

Recent Derogatory Events

	Apr-14	May-14	Jun-14
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	-

**FirstRain Company News** .....



 This Company is not currently tracked for Company News

Powered by FirstRain

**Corporate Linkage**

**Subsidiaries (Domestic)** .....

Company	City, State	D-U-N-S® NUMBER
SHIPLEY CHOICE, LLC	YORK , Pennsylvania	96-578-6580

**Predictive Scores**

Currency: Shown in USD unless otherwise indicated 

**Credit Capacity Summary** .....

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the D&B Rating Key

D&B Rating : **1R2**

Number of employees: 1R Indicates 10 or more employees  
Composite credit appraisal: 2 Is good

The Rating was changed on March 31, 2014 because of D & B's overall assessment of the company's financial, payment and history information.

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 creditworthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive.

Below is an overview of the company's rating history since 04-27-2010

Number of Employees Total: 40 (7 here)

D&B Rating	Date Applied
1R2	03-31-2014
ER5	12-03-2010
ERN	08-20-2010
--	04-27-2010

Payment Activity:	(based on 11 experiences)
Average High Credit:	19,050
Highest Credit:	65,000
Total Highest Credit:	133,450

#### D&B Credit Limit Recommendation

Conservative credit Limit	35,000
Aggressive credit Limit:	70,000

Risk category for this business : **LOW**

The Credit Limit Recommendation (CLR) is intended to serve as a directional benchmark for all businesses within the same line of business or industry, and is not calculated based on any individual business. Thus, the CLR is intended to help guide the credit limit decision, and must be balanced in combination with other elements which reflect the individual company's size, financial strength, payment history, and credit worthiness, all of which can be derived from D&B reports.

Risk is assessed using D&Bs scoring methodology and is one factor used to create the recommended limits. See Help for details.

#### Financial Stress Class Summary

The Financial Stress Score predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&Bs extensive data files.

The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000), which is lower than the average of businesses in D & B's database

**Financial Stress Class : 3** (Lowest Risk:1; Highest Risk:5)

Moderately lower than average risk of severe financial stress, such as a bankruptcy or going out of business with unpaid debt, over the next 12 months.

Probability of Failure:

Risk of Severe Financial Stress for Businesses with this Class: **0.24 %** (24 per 10,000)

Financial Stress National Percentile : **37** (Highest Risk: 1; Lowest Risk: 100)

Financial Stress Score : **1456** (Highest Risk: 1,001; Lowest Risk: 1,875)

Average Risk of Severe Financial Stress for Businesses in D&B database: **0.48 %** (48 per 10,000)

The Financial Stress Class of this business is based on the following factors:

Low proportion of satisfactory payment experiences to total payment experiences.  
High number of inquiries to D & B over last 12 months.

Notes:

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

Norms	National %
This Business	37
Region: MIDDLE ATLANTIC	44
Industry: INFRASTRUCTURE	43
Employee range: 20-99	66
Years in Business: 11-25	68

This Business has a Financial Stress Percentile that shows:

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

**Credit Score Summary**

The Commercial Credit Score (CCS) predicts the likelihood of a business paying its bills in a severely delinquent manner (91 days or more past terms), obtaining legal relief from its creditors or ceasing operations without paying all creditors in full over the next 12 months. The Credit Score class of 3 for this company shows that 5.8% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

**Credit Score Class : 3** (Lowest Risk:1; Highest Risk :5)

**Incidence of Delinquent Payment**

Among Companies with this Classification: **5.80 %**  
 Average compared to businesses in D&B's database: **10.20 %**  
 Credit Score Percentile : **61** (Highest Risk: 1; Lowest Risk: 100)  
 Credit Score : **514** (Highest Risk: 101; Lowest Risk:670)

The Credit Score Class of this business is based on the following factors:

- Evidence of recent payment experiences paid later than 30 days
- Recent high balance past due
- Proportion of past due balances to total amount owing
- Higher risk industry based on delinquency rates for this industry

Notes:

The Commercial Credit Score Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience severe delinquency.  
 The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 91 days past due or more by creditors. The calculation of this value is based on D&B's trade payment database.  
 The Commercial Credit Score percentile reflects the relative ranking of a firm among all scorable companies in D&B's file.  
 The Commercial Credit Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	61
Region: MIDDLE ATLANTIC	51
Industry: INFRASTRUCTURE	32
Employee range: 20-99	80

75

This business has a Credit Score Percentile that shows:

Lower risk than other companies in the same region.

Lower risk than other companies in the same industry.

Higher risk than other companies in the same employee size range.

Higher risk than other companies with a comparable number of years in business.

## Trade Payments

Currency: Shown in USD unless otherwise indicated

### D&B PAYDEX®

The D&B PAYDEX is a unique, weighted indicator of payment performance based on payment experiences as reported to D&B by trade references. *Learn more about the D&B PAYDEX*

Timeliness of historical payments for this company.

**Current PAYDEX is 80** Equal to generally within terms ( Pays more promptly than the average for its industry of 5 days beyond terms )

**Industry Median is 77** Equal to 5 days beyond terms

**Payment Trend currently is** ↔ Unchanged, compared to payments three months ago

Indications of slowness can be the result of dispute over merchandise, skipped invoices etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Total payment Experiences In D&Bs File (HQ)	11
Payments Within Terms (not weighted)	85 %
Trade Experiences with Slow or Negative Payments(%)	9.09%
Total Placed For Collection	0
High Credit Average	19,050
Largest High Credit	65,000
Highest Now Owing	45,000
Highest Past Due	50

**D&B PAYDEX® : 80** (Lowest Risk:100; Highest Risk:1)

When weighted by amount, payments to suppliers average generally within terms

**3-Month D&B PAYDEX® : 80** (Lowest Risk:100; Highest Risk:1)

Based on payments collected over last 3 months.

When weighted by amount, payments to suppliers average within terms

### D&B PAYDEX® Comparison

Current Year

PAYDEX® of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Natural gas distribution, electric services , based on SIC code 4924 .

Shows the trend in D&B PAYDEX scoring over the past 12 months.

9/13	10/13	11/13	12/13	1/14	2/14	3/14	4/14	5/14	6/14	7/14	8/14
------	-------	-------	-------	------	------	------	------	------	------	------	------

<b>This Business</b>	79	79	80	80	80	80	80	80	80	80	80	80
<b>Industry Quartiles</b>												
Upper	80	.	.	80	.	.	80	.	.	80	.	.
Median	78	.	.	77	.	.	77	.	.	77	.	.
Lower	70	.	.	70	.	.	70	.	.	70	.	.

Current PAYDEX for this Business is 80 , or equal to generally within terms  
The 12-month high is 80 , or equal to GENERALLY WITHIN terms  
The 12-month low is 79 , or equal to 2 DAYS BEYOND terms

**Previous Year**

Shows PAYDEX of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Natural gas distribution, electric services , based on SIC code 4924 .

<b>Previous Year</b>	<b>09/12 Q3'12</b>	<b>12/12 Q4'12</b>	<b>03/13 Q1'13</b>	<b>06/13 Q2'13</b>
<b>This Business</b>	79	80	79	79
<b>Industry Quartiles</b>				
Upper	80	80	80	80
Median	77	77	77	77
Lower	70	70	70	70

Based on payments collected over the last 4 quarters.

Current PAYDEX for this Business is 80 , or equal to generally within terms  
The present industry median Score is 77 , or equal to 5 days beyond terms  
Industry upper quartile represents the performance of the payers in the 75th percentile  
Industry lower quartile represents the performance of the payers in the 25th percentile

**Payment Habits**

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences to calculate the percentage, and the total credit value of the credit extended.

<b>\$ Credit Extended</b>	<b># Payment Experiences</b>	<b>Total Amount</b>	<b>% of Payments Within Terms</b>
Over 100,000	0	0	0%
50,000-100,000	2	120,000	100%
15,000-49,999	0	0	0%
5,000-14,999	2	12,500	100%
1,000-4,999	0	0	0%
Under 1,000	3	850	41%

Based on payments collected over last 24 months.

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

**Payment Summary**

There are 11 payment experience(s) in D&Bs file for the most recent 24 months, with 3 experience(s) reported during the last three month period.

The highest **Now Owes** on file is 45,000 . The highest **Past Due** on file is 50

Below is an overview of the companys currency-weighted payments, segmented by its suppliers primary industries:

	<b>Total Revd (#)</b>	<b>Total Amts</b>	<b>Largest High Credit</b>	<b>Within Terms (%)</b>	<b>Days Slow &lt;31 31-60 61-90 90&gt; (%) (%) (%) (%)</b>			
<b>Top Industries</b>								
Telephone communicatns	2	70,000	65,000	100	0	0	0	0
Short-trm busn credit	1	55,000	55,000	100	0	0	0	0

77

Management services	1	7,500	7,500	100	0	0	0	0
Natural gas distrib	1	250	250	100	0	0	0	0
Whol durable goods	1	100	100	100	0	0	0	0
Misc publishing	1	500	0	0	0	100	0	0
<b>Other payment categories</b>								
Cash experiences	4	100	50					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
Placed for collections	0	N/A	0					
<b>Total in D&amp;B's file</b>	<b>11</b>	<b>133,450</b>	<b>65,000</b>					

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Indications of slowness can be result of dispute over merchandise, skipped invoices etc.

#### Detailed payment history for this company

Date Reported (mm/yy)	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale Within (month)
07/14	Ppt	65,000	45,000	0		6-12 mos
	Ppt	55,000	25,000	0		1 mo
	Ppt	5,000	500	0		6-12 mos
02/14	(004)				Sales COD	1 mo
	(005)				Sales COD	1 mo
11/13	Ppt	7,500	7,500	0		1 mo
04/13	Ppt	100	0	0		6-12 mos
	Slow 60		500	50		1 mo
08/12	(009)	50			Cash account	1 mo
	(010)	50			Cash account	1 mo
07/12	Ppt	250	0	0	N30	6-12 mos

**Payments Detail Key:** ■ 30 or more days beyond terms

Payment experiences reflect how bills are paid in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices, etc. Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

## Public Filings

**Currency:** Shown in USD unless otherwise indicated

### Summary

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

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	8	01/09/14

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

official source.

**UCC Filings**

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**Collateral** All Assets and proceeds  
**Type** Original  
**Sec. Party** RBS CITIZENS, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT, BOSTON, MA  
**Debtor** SHIPLEY HOSPITALITY, LLC  
**Filing No.** 2014011004432  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2014-01-09  
**Latest Info Received** 01/14/14

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**Collateral** All Assets  
**Type** Original  
**Sec. Party** RBS CITIZENS, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT, BOSTON, MA  
**Debtor** SHIPLEY STORES, LLC  
**Filing No.** 2009110400746  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2009-11-03  
**Latest Info Received** 11/10/09

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**Collateral** Negotiable instruments including proceeds and products - Inventory including proceeds and products - Accounts receivable including proceeds and products - Account(s) including proceeds and products - and OTHERS  
**Type** Original  
**Sec. Party** FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY GROUP, L.P.  
**Filing No.** 20040435147  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2004-04-23  
**Latest Info Received** 06/10/04

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**Type** Assignment  
**Sec. Party** FULTON BANK, LANCASTER, PA  
**Assignee** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA  
**Debtor** SHIPLEY GROUP, L.P.  
**Filing No.** 2007070505163  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2007-07-03  
**Latest Info Received** 08/15/07  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435147

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**Type** Continuation  
**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY GROUP, L.P.  
**Filing No.** 2008111005204  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2008-11-10  
**Latest Info Received** 11/18/08  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435147

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**Type** Continuation  
**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY GROUP, L.P.  
**Filing No.** 2013111800883  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2013-11-18  
**Latest Info Received** 11/25/13  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435147

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**Collateral** RIGHT  
**Type** Amendment  
**Sec. Party** RBS CITIZENS, NATIONAL ASSOCIATION, BOSTON, MA  
**Debtor** SHIPLEY CHOICE, LLC  
**Filing No.** 2012020702732  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2012-02-06  
**Latest Info Received** 02/16/12  
**Original UCC Filed Date** 2011-01-03  
**Original Filing No.** 2011010406259

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**Type** Continuation  
**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY HOLDINGS, LLC  
**Filing No.** 2013111800869  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA

**Date Filed** 2013-11-18  
**Latest Info Received** 11/25/13  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435157

## Government Activity

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### Activity summary

Borrower (Dir/Guar)	NO
Administrative Debt	NO
Contractor	NO
Grantee	NO
Party excluded from federal program(s)	NO

### Possible candidate for socio-economic program consideration

Labour Surplus Area	YES (2014)
Small Business	YES (2014)
8(A) firm	N/A

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

## History & Operations

Currency: Shown in USD unless otherwise indicated 

### Company Overview

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<b>Company Name:</b>	SHIPLEY GROUP, L.P.
<b>Street Address:</b>	415 Norway St York, PA 17405
<b>Mailing Address:</b>	PO Box 15052 York PA 17405
<b>Phone:</b>	717 848-4100
<b>History</b>	Is clear
<b>Present management control</b>	13 years

### History

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The following information was reported: **04/16/2014**

**Officer(s):** BILL SHIPLEY III, CEO

The Pennsylvania Secretary of State's business registrations file showed that Shipley Group, L.P was registered as a Limited Partnership on November 28, 2001.

Business started 2001.

Secondary telephone number is 717 771-1869.

BILL SHIPLEY III. 2001-Present active here.

### Business Registration

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CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF Aug 22 2014

<b>Registered Name:</b>	SHIPLEY GROUP, L.P.
<b>Business type:</b>	LIMITED PARTNERSHIP
<b>State of Incorporation:</b>	PENNSYLVANIA
<b>Filing date:</b>	Nov 28 2001
<b>Registration ID:</b>	3038232
<b>Status:</b>	ACTIVE

81

**Where filed:** SECRETARY OF STATE/CORPORATIONS DIVISION , HARRISBURG , PA  
**Principals:** SHIPLEY HOLDINGS LLC , GENERAL PARTNER , PA

## Operations

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04/16/2014

**Description:** Provides natural gas distribution. Provides electric services.  
Terms are undetermined. Sells to unknown.

**Employees:** 40 which includes partners. 7 employed here.

**Facilities:** Rents premises in a building.

**Subsidiaries:** Shipley Choice, LLC, York, PA (100%) chartered 2010. Operates as natural gas and electric distribution.  
Shipley Energy Company, York, PA chartered 1968. Operates as Retails fuel oil.

## SIC & NAICS

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### SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific about a company's operations than if we use the standard 4-digit code.

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

4924 0000 Natural gas distribution

4911 0000 Electric services

### NAICS:

221210 Natural Gas Distribution

221118 Other Electric Power Generation

## Financials

**Currency:** Shown in USD unless otherwise indicated 

### Company Financials: D&B

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### Additional Financial Data

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As of April 16, 2014, attempts to contact the management of this business have been unsuccessful. Outside sources confirmed operation and location.

### Request Financial Statements

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[Request Financial Statements](#)

Requested financials are provided by SHIPLEY GROUP, L.P. and are not DUNSRight certified.

### Key Business Ratios

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D & B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance.

To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

82

Industry Norms Based On 38 Establishments

	This Business	Industry Median	Industry Quartile
<b>Profitability</b>			
Return on Sales %	UN	6.7	UN
Return on Net Worth %	UN	8.5	UN
<b>Short-Term Solvency</b>			
Current Ratio	UN	1.3	UN
Quick Ratio	UN	0.5	UN
<b>Efficiency</b>			
Assets to Sales %	UN	224.6	UN
Sales / Net Working Capital	UN	3.6	UN
<b>Utilization</b>			
Total Liabilities / Net Worth (%)	UN	152.4	UN

UN = Unavailable

**Detailed Trade Risk Insight™**

Detailed Trade Risk Insight provides detailed updates on over 1.5 billion commercial trade experiences collected from more than 260 million unique supplier/purchaser relationships.

**Days Beyond Terms - Past 3 & 12 Months**

3 months from Jun 14 to Aug 14

**39**  
Days

Dollar-weighted average of 3 payment experiences reported from 2 companies

12 months from Sep 13 to Aug 14

**19**  
Days

Dollar-weighted average of 5 payment experiences reported from 4 companies

**Derogatory Events Last 11 Months from Aug 13 to Jun 14**

No Derogatory trade Event has been reported on this company for the past 13 Months

**Total Amount Current and Past Due - 11 month trend from Aug 13 to Jun 14**

Status	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14
<b>Total</b>	6,361	6,348	6,273	6,638	13,314	28,452	542	405	13,446	30,456	13,061
<b>Current</b>	6,361	6,348	6,273	6,638	-	2,142	461	374	60	-	3,099
<b>1-30 Days Past Due</b>	-	-	-	-	13,314	13,714	81	31	12,722	21,027	9,962
<b>31-60 Days</b>	-	-	-	-	-	12,596	-	-	664	9,429	-

83

Past Due														
61-90 Days Past Due	-	-	-	-	-	-	-	-	-	-	-	-	-	-
90+ Days Past Due	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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C-7

**Live Report : SHIPLEY ENERGY COMPANY**

D-U-N-S® Number: 04-388-7371  
 Trade Names: SHIPLEY ENERGY  
 Endorsement/Billing Reference: CFA User

<b>Address</b> 415 Norway Str York, PA - 17403	<b>Location Type</b> Headquarters
<b>Phone</b> 717 848-4100	<b>Web</b> www.shipleyenergy.com
<b>Fax</b>	

<b>Added to Portfolio:</b> 06/13/2008
<b>Last View Date:</b> 12/20/2013
<b>Endorsement :</b> CFA User

**Company Summary**

**Currency:** Shown in USD unless otherwise indicated

**Score Bar**

<b>PAYDEX®</b>		<b>68</b>	Paying 17 days past due
<b>Commercial Credit Score Class</b>		<b>1</b>	Low Risk of severe payment delinquency.
<b>Financial Stress Score Class</b>		<b>3</b>	Moderate Risk of severe financial stress.
<b>Credit Limit - D&amp;B Conservative</b>		<b>250,000.00</b>	Based on profiles of other similar companies.
<b>D&amp;B Rating</b>		<b>1R3</b>	1R indicates 10 or more Employees, Credit appraisal of 3 is fair

**D&B 3-month PAYDEX®**

**3-month D&B PAYDEX®:** 69   
 Lowest Risk:100;Highest Risk :1

When weighted by amount, Payments to suppliers average 16 Days Beyond Terms

**D&B Company Overview**

**This is a headquarters location**

<b>Branch(es) or Division(s) exist</b>	Y
<b>Mailing Address</b>	PO BOX 15052 YORK, PA 17405
<b>Chief Executive</b>	WILLIAM S SHIPLEY III, CEO-PRES
<b>Year Started</b>	1968
<b>Employees</b>	270 (150 Here)
<b>Financing</b>	SECURED
<b>SIC</b>	5983 , 5172
<b>Line of business</b>	Ret fuel oil dealer, whol petroleum products
<b>NAICS</b>	454310
<b>History Status</b>	CLEAR

85

**Commercial Credit Score Class** .....

**Commercial Credit Score Class: 1** 

Lowest Risk:1;Highest Risk :5

**Detailed Trade Risk Insight™** .....

Days Beyond Terms Past 3 Months

**1**

Days

Dollar-weighted average of 25 payment experiences reported from 20 Companies

Recent Derogatory Events

	May-14	Jun-14	Jul-14
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	-

**FirstRain Company News** .....



 This Company is not currently tracked for Company News

Powered by FirstRain

**Corporate Linkage**

**Subsidiaries (Domestic)** .....

Company	City , State	D-U-N-S® NUMBER
WATKINS TOWER, INC.	GETTYSBURG , Pennsylvania	01-503-7971
HAINES BUSINESS SYSTEMS LLC	DOVER , Pennsylvania	16-118-5884

**Branches (Domestic)** .....

Company	City , State	D-U-N-S® NUMBER
SHIPLEY ENERGY COMPANY	LEBANON , Pennsylvania	04-761-5492
SHIPLEY ENERGY COMPANY	LITITZ , Pennsylvania	08-160-4865
SHIPLEY ENERGY COMPANY	NEW CUMBERLAND , Pennsylvania	10-166-0285
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	10-286-0553
SHIPLEY ENERGY COMPANY	HANOVER , Pennsylvania	12-099-6397
SHIPLEY ENERGY COMPANY	MIDDLEBURG , Pennsylvania	15-213-5281
SHIPLEY ENERGY COMPANY	CAMP HILL , Pennsylvania	61-940-2662
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	79-259-5555
SHIPLEY ENERGY COMPANY	MIFFLINTOWN , Pennsylvania	79-424-0770

86

SHIPLEY ENERGY COMPANY	LANCASTER , Pennsylvania	80-247-4429
SHIPLEY ENERGY COMPANY	MECHANICSBURG , Pennsylvania	80-857-9130
SHIPLEY ENERGY COMPANY	ELIZABETHTOWN , Pennsylvania	80-857-9296
SHIPLEY ENERGY COMPANY	HARRISBURG , Pennsylvania	83-124-7093
SHIPLEY ENERGY COMPANY	LEMOYNE , Pennsylvania	83-296-2872
SHIPLEY ENERGY COMPANY	NEW FREEDOM , Pennsylvania	87-855-5184
SHIPLEY ENERGY COMPANY	HANOVER , Pennsylvania	93-344-5744
SHIPLEY ENERGY COMPANY	DALLAS , Texas	93-338-2421
SHIPLEY ENERGY COMPANY	DOVER , Pennsylvania	93-058-7928
SHIPLEY ENERGY COMPANY	YORK , Pennsylvania	07-856-4685

## Predictive Scores

Currency: Shown in USD unless otherwise indicated

### Credit Capacity Summary

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the D&B Rating Key

D&B Rating : **1R3**

Number of employees: **1R** indicates 10 or more employees  
Composite credit appraisal: **3** is fair

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 creditworthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive.

Below is an overview of the company's rating history since 01-01-1991

Number of Employees Total: 270 (150 here)

D&B Rating	Date Applied	Payment Activity:	(based on 72 experiences)
1R3	12-12-2005	Average High Credit:	6,894
1R2	08-12-2004	Highest Credit:	200,000
1R3	09-13-1997	Total Highest Credit:	432,950
1R2	11-23-1995		
1R3	07-21-1995		
--	01-01-1991		

### D&B Credit Limit Recommendation

Conservative credit Limit	250,000
Aggressive credit Limit:	500,000

Risk category for this business : **LOW**

The Credit Limit Recommendation (CLR) is intended to serve as a directional benchmark for all businesses within the same line of business or industry, and is not calculated based on any individual business. Thus, the CLR is intended to help guide the credit limit decision, and must be balanced in combination with other elements which reflect the individual company's size, financial strength, payment history, and credit worthiness, all of which can be derived from D&B reports.

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

### Financial Stress Class Summary

87

The Financial Stress Score predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&Bs extensive data files.

The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000), which is lower than the average of businesses in D & B's database

**Financial Stress Class : 3** (Lowest Risk:1; Highest Risk:5)

Moderately lower than average risk of severe financial stress, such as a bankruptcy or going out of business with unpaid debt, over the next 12 months.

**Probability of Failure:**

Risk of Severe Financial Stress for Businesses with this Class: **0.24 %** (24 per 10,000)

Financial Stress National Percentile : **61** (Highest Risk: 1; Lowest Risk: 100)

Financial Stress Score : **1496** (Highest Risk: 1,001; Lowest Risk: 1,875)

Average Risk of Severe Financial Stress for Businesses in D&B database: **0.48 %** ( 48 per 10,000)

**The Financial Stress Class of this business is based on the following factors:**

Composite credit appraisal is rated fair.

UCC Filings reported.

High number of inquiries to D & B over last 12 months.

Low proportion of satisfactory payment experiences to total payment experiences.

**Notes:**

The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.

The Probability of Failure shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Probability of Failure - National Average represents the national failure rate and is provided for comparative purposes.

The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&Bs file.

The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	61
Region: MIDDLE ATLANTIC	44
Industry: GENERAL RETAIL	49
Employee range: 100-499	75
Years in Business: 26+	77

This Business has a Financial Stress Percentile that shows:

Lower risk than other companies in the same region.

Lower risk than other companies in the same industry.

Higher risk than other companies in the same employee size range.

Higher risk than other companies with a comparable number of years in business.

**Credit Score Summary**

The Commercial Credit Score (CCS) predicts the likelihood of a business paying its bills in a severely delinquent manner (91 days or more past terms), obtaining legal relief from its creditors or ceasing operations without paying all creditors in full over the next 12 months.

The Credit Score class of 1 for this company shows that 1.1% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

**Credit Score Class : 1** (Lowest Risk:1; Highest Risk :5)

**Incidence of Delinquent Payment**

Among Companies with this Classification: **1.10 %**

Average compared to businesses in D&Bs database: **10.20 %**

Credit Score Percentile : **94** (Highest Risk: 1; Lowest Risk: 100)

Credit Score : **593** (Highest Risk: 101; Lowest Risk:670)

88'

The Credit Score Class of this business is based on the following factors:

- Evidence of open suits
- Higher risk industry based on delinquency rates for this industry
- Proportion of slow payments in recent months

**Notes:**

The Commercial Credit Score Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience severe delinquency. The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 91 days past due or more by creditors. The calculation of this value is based on D&B's trade payment database. The Commercial Credit Score percentile reflects the relative ranking of a firm among all scorable companies in D&B's file. The Commercial Credit Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	94
Region: MIDDLE ATLANTIC	51
Industry: GENERAL RETAIL	49
Employee range: 100-499	89
Years in Business: 26+	85

This business has a Credit Score Percentile that shows:

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

**Trade Payments**

Currency: Shown in USD unless otherwise indicated

**D&B PAYDEX®**

The D&B PAYDEX is a unique, weighted indicator of payment performance based on payment experiences as reported to D&B by trade references. Learn more about the D&B PAYDEX

Timeliness of historical payments for this company.

- Current PAYDEX is** 68 Equal to 17 days beyond terms ( Pays more slowly than the average for its industry of generally within terms )
- Industry Median is** 80 Equal to generally within terms
- Payment Trend currently is** ↔ Unchanged, compared to payments three months ago

Indications of slowness can be the result of dispute over merchandise, skipped invoices etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

<b>Total payment Experiences in D&amp;Bs File (HQ)</b>	72
<b>Payments Within Terms (not weighted)</b>	83 %
<b>Trade Experiences with Slow or Negative Payments(%)</b>	22.22%
<b>Total Placed For Collection</b>	0
<b>High Credit Average</b>	6,894
<b>Largest High Credit</b>	200,000
<b>Highest Now Owing</b>	55,000
<b>Highest Past Due</b>	55,000

(Lowest Risk:100; Highest Risk:1)

89

**D&B PAYDEX® : 68**

When weighted by amount, payments to suppliers average 17 days beyond terms

**3-Month D&B PAYDEX® : 69** (Lowest Risk:100; Highest Risk:1)

Based on payments collected over last 3 months.

When weighted by amount, payments to suppliers average 16 days beyond terms

**D&B PAYDEX® Comparison****Current Year**

PAYDEX® of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Ret fuel oil dealer, whol petroleum products , based on SIC code 5983 .

Shows the trend in D&amp;B PAYDEX scoring over the past 12 months.

	9/13	10/13	11/13	12/13	1/14	2/14	3/14	4/14	5/14	6/14	7/14	8/14
<b>This Business</b>	72	72	73	74	71	69	71	71	69	69	68	68
<b>Industry Quartiles</b>												
Upper	80			80			80			80		
Median	80			80			80			80		
Lower	76			76			76			77		

Current PAYDEX for this Business is 68 , or equal to 17 days beyond terms

The 12-month high is 74 , or equal to 9 DAYS BEYOND terms

The 12-month low is 68 , or equal to 17 DAYS BEYOND terms

**Previous Year**

Shows PAYDEX of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Ret fuel oil dealer, whol petroleum products , based on SIC code 5983 .

<b>Previous Year</b>	<b>09/12 Q3'12</b>	<b>12/12 Q4'12</b>	<b>03/13 Q1'13</b>	<b>06/13 Q2'13</b>
<b>This Business</b>	71	72	74	72
<b>Industry Quartiles</b>				
Upper	80	80	80	80
Median	80	80	80	80
Lower	76	76	76	76

Based on payments collected over the last 4 quarters.

Current PAYDEX for this Business is 68 , or equal to 17 days beyond terms

The present industry median Score is 80 , or equal to generally within terms

Industry upper quartile represents the performance of the payers in the 75th percentile

Industry lower quartile represents the performance of the payers in the 25th percentile

**Payment Habits**

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences to calculate the percentage, and the total credit value of the credit extended.

<b>\$ Credit Extended</b>	<b># Payment Experiences</b>	<b>Total Amount</b>	<b>% of Payments Within Terms</b>
Over 100,000	1	200,000	50%
50,000-100,000	1	55,000	0%
15,000-49,999	2	55,000	100%
5,000-14,999	10	77,500	94%
1,000-4,999	21	33,000	73%

2190

Based on payments collected over last 24 months.

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

### Payment Summary

There are 72 payment experience(s) in D&Bs file for the most recent 24 months, with 45 experience(s) reported during the last three month period.

The highest **Now Owes** on file is 55,000 . The highest **Past Due** on file is 55,000

Below is an overview of the companys currency-weighted payments, segmented by its suppliers primary industries:

	Total Revd (#)	Total Amts	Largest High Credit	Within Terms (%)	Days Slow <31 31-60 61-90 90> (%) (%) (%) (%)			
<b>Top Industries</b>								
Nonclassified	6	19,250	10,000	94	6	0	0	0
Electric services	6	1,250	500	60	40	0	0	0
Short-trm busn credit	5	56,000	35,000	96	4	0	0	0
Natural gas distrib	5	1,450	1,000	83	17	0	0	0
Misc publishing	5	3,600	1,000	72	0	28	0	0
Mfg refrig/heat equip	4	9,250	5,000	92	8	0	0	0
Misc business credit	4	4,750	2,500	50	50	0	0	0
Public finance	3	22,500	10,000	100	0	0	0	0
Misc business service	2	202,500	200,000	51	49	0	0	0
Whol petroleum prdts	2	65,000	55,000	8	92	0	0	0
Whol electrical equip	2	2,750	2,500	100	0	0	0	0
Security broker/deal	2	3,500	2,500	100	0	0	0	0
Ret liquefied gas	2	2,600	2,500	4	0	96	0	0
Whol plumb/hydraulics	2	1,250	1,000	100	0	0	0	0
Whol office equipment	2	600	500	58	0	0	42	0
Misc equipment rental	1	20,000	20,000	100	0	0	0	0
Mfg non-elect heaters	1	7,500	7,500	100	0	0	0	0
Whol computers/softwr	1	1,000	1,000	100	0	0	0	0
Radiotelephone commun	1	1,000	1,000	100	0	0	0	0
Telephone communictns	1	1,000	1,000	100	0	0	0	0
Whol industrial suppl	1	250	250	100	0	0	0	0
Mfg nonwd office furn	1	250	250	100	0	0	0	0
Nondeposit trust	1	100	100	100	0	0	0	0
Whol tires/tubes	1	50	50	0	0	0	100	0
Ret home appliances	1	50	50	100	0	0	0	0
<b>Other payment categories</b>								
Cash experiences	9	3,000	2,500					
Payment record unknown	1	2,500	2,500					
Unfavorable comments	0	0	0					
Placed for collections	0	N/A	0					
<b>Total in D&amp;B's file</b>	<b>72</b>	<b>432,950</b>	<b>200,000</b>					

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Indications of slowness can be result of dispute over merchandise, skipped invoices etc.

Detailed payment history for this company

Date Reported (mm/yy)	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last Sale Within (month)
08/14	Ppt	10,000	0	0		2-3 mos
07/14	Ppt		500	0		
	Ppt		100	0		
	Ppt		1,000	0		
	Ppt	10,000	10,000	0		1 mo
	Ppt	10,000	0	0		1 mo
	Ppt	7,500	0	0		1 mo
	Ppt	7,500	5,000	100		1 mo
	Ppt	7,500	0	0		1 mo
	Ppt	5,000	0	0		1 mo
	Ppt	5,000	750	0		1 mo
	Ppt	5,000	2,500	0		1 mo
	Ppt	2,500	0	0		6-12 mos
	Ppt	2,500	0	0 N30		2-3 mos
	Ppt	2,500	750	0 N30		1 mo
	Ppt	1,000	750	0		1 mo
	Ppt	1,000	1,000	0		1 mo
	Ppt	1,000	1,000	750		1 mo
	Ppt	1,000	500	0		1 mo
	Ppt	1,000	100	0		6-12 mos
	Ppt	1,000	0	0 N30		6-12 mos
	Ppt	1,000	0	0		4-5 mos
	Ppt	500	250	0		1 mo
	Ppt	250	50	0		
	Ppt	250	0	0		1 mo
	Ppt	250	250	0		
	Ppt	100	50	0		
	Ppt	100	50	0		1 mo
	Ppt	100	100	0		
	Ppt	100	100	0	Lease Agreemnt	1 mo
	Ppt	50	50	0		
	Ppt	50	50	0		1 mo
	Ppt-Slow 30	200,000	55,000	0		1 mo
	Ppt-Slow 30	2,500	0	0		6-12 mos
	Ppt-Slow 30	2,500	250	0		1 mo
	Ppt-Slow 30	1,000	500	0		1 mo
	Ppt-Slow 30	750	250	0		1 mo
	Ppt-Slow 30	500	0	0		6-12 mos
	Slow 20	2,500	1,000	1,000		1 mo
	Slow 30	750	750	500		1 mo
	Slow 30+	2,500	2,500	250 N10		1 mo
	(042)	0	0	0 Cash account		1 mo
06/14	Ppt	250	50	0		1 mo
	(044)	2,500	2,500	0 N30		1 mo
05/14	Ppt	20,000	2,500		Lease Agreemnt	
	Slow 60		1,000	0		1 mo
03/14	Ppt	35,000	5,000	0		1 mo

92

	Ppt	1,000	0	0 N30	1 mo
02/14	(049)			Sales COD	1 mo
	(050)			Sales COD	1 mo
	(051)			Sales COD	1 mo
	(052)			Sales COD	1 mo
	(053)			Sales COD	1 mo
01/14	Ppt	250	100	0	1 mo
	Ppt	100	0	0	6-12 mos
12/13	Ppt-Slow 30	10,000	0	0	2-3 mos
	Slow 30	55,000	55,000	55,000	
11/13	Ppt-Slow 90	500	0	0	6-12 mos
08/13	(059)	250		Cash account	1 mo
	(060)	250		Cash account	1 mo
07/13	Ppt	2,500	2,500	0 N30	1 mo
	Ppt	250	0	0	2-3 mos
	Slow 30	500	0	0	2-3 mos
06/13	Ppt	1,000	50	0 N30	1 mo
	Ppt	100	50	0 N30	1 mo
	Ppt	50	50	0 N30	1 mo
	Slow 30	250	0	0 N30	1 mo
05/13	(068)	2,500		Cash account	1 mo
09/12	Ppt	1,000	0	0	1 mo
	Ppt	250	0	0	2-3 mos
	Slow 90	50	0	0	6-12 mos
07/12	Ppt	50	0	0	6-12 mos

**Payments Detail Key:** ■ 30 or more days beyond terms

Payment experiences reflect how bills are paid in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices, etc. Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

## Public Filings

**Currency:** Shown in USD unless otherwise indicated

### Summary

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

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	2	12/05/05
UCCs	11	12/03/13

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

### Suits

<b>Suit Amount</b>	<b>24,149</b>
<b>Status</b>	<b>Pending</b>
<b>DOCKET NO.</b>	<b>2005-SU-003631-Y01</b>

**Plaintiff** LIBERTY MUTUAL INSURANCE CO.  
**Defendant** SHIPLEY ENERGY CO.  
**Cause** COMPLAINT - CIVIL ACTION  
**Where filed** YORK COUNTY PROTHONOTARY, YORK, PA

**Date status attained** 12/05/05  
**Date filed** 12/05/05  
**Latest Info Received** 01/04/06

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**Suit Amount** 21,200  
**Status** Pending  
**DOCKET NO.** 2005-SU-001372-Y01  
**Plaintiff** D Y H BUSINESS BROKERS, INC.  
**Defendant** SHIPLEY ENERGY COMPANY  
**Cause** COMPLAINT - CIVIL ACTION  
**Where filed** YORK COUNTY PROTHONOTARY, YORK, PA

**Date status attained** 05/06/05  
**Date filed** 05/06/05  
**Latest Info Received** 06/21/05

If it is indicated that there are defendants other than the report subject, the lawsuit may be an action to clear title to property and does not necessarily imply a claim for money against the subject.

#### UCC Filings

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**Collateral** Negotiable instruments including proceeds and products - Inventory including proceeds and products - Accounts receivable including proceeds and products - Account(s) including proceeds and products - and OTHERS  
**Type** Original  
**Sec. Party** FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY ENERGY COMPANY, YORK, PA  
**Filing No.** 20040435127  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
**Date Filed** 2004-04-23  
**Latest Info Received** 06/10/04

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**Type** Continuation  
**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2008111005088  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
**Date Filed** 2008-11-10  
**Latest Info Received** 11/18/08  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435127

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**Collateral** All Assets - Assets  
**Type** Amendment

94

**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2012020702720  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2012-02-06  
**Latest Info Received** 02/16/12  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435127

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**Type** Continuation  
**Sec. Party** CITIZENS BANK OF MASSACHUSETTS, BOSTON, MA FULTON BANK, LANCASTER, PA  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2013111800946  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2013-11-18  
**Latest Info Received** 11/25/13  
**Original UCC Filed Date** 2004-04-23  
**Original Filing No.** 20040435127

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**Collateral** Accounts receivable - Account(s)  
**Type** Original  
**Sec. Party** ORBIAN FINANCIAL SERVICES II, LLC, NORWALK, CT  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2013120302357  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2013-12-03  
**Latest Info Received** 12/10/13

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**Collateral** Business machinery/equipment and proceeds  
**Type** Original  
**Sec. Party** U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2013101708227  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
  
**Date Filed** 2013-10-17  
**Latest Info Received** 10/22/13

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**Collateral** Equipment  
**Type** Original  
**Sec. Party** U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN  
**Debtor** SHIPLEY ENERGY COMPANY

95

**Filing No.** 2012050811830  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
**Date Filed** 2012-05-08  
**Latest Info Received** 05/16/12

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**Collateral** Equipment  
**Type** Original  
**Sec. Party** US BANCORP, MARSHALL, MN  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2010091508161  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
**Date Filed** 2010-09-15  
**Latest Info Received** 09/20/10

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**Type** Original  
**Sec. Party** ORBIAN FINANCIAL SERVICES II, LLC, NORWALK, CT  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2013120302357  
**Filed With** UCC DIVISION, JACKSON, MS  
**Date Filed** 2013-12-03  
**Latest Info Received** 12/09/13

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**Type** Original  
**Sec. Party** U.S. BANK EQUIPMENT FINANCE, MARSHALL, MN  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2013101708227  
**Filed With** UCC DIVISION, JACKSON, MS  
**Date Filed** 2013-10-17  
**Latest Info Received** 12/09/13

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**Type** Original  
**Sec. Party** COURT SQUARE LEASING CORPORATION, MALVERN, PA  
**Debtor** SHIPLEY ENERGY COMPANY  
**Filing No.** 2005032803658  
**Filed With** SECRETARY OF STATE/UCC DIVISION, HARRISBURG, PA  
**Date Filed** 2005-03-28  
**Latest Info Received** 03/27/06

**Government Activity**

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96

**Activity summary**

Borrower (Dir/Guar)	NO
Administrative Debt	YES
Contractor	NO
Grantee	NO
Party excluded from federal program(s)	NO

**Possible candidate for socio-economic program consideration**

Labour Surplus Area	YES (2014)
Small Business	N/A
8(A) firm	N/A

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

**History & Operations**

**Currency:** Shown in USD unless otherwise indicated 

**Company Overview**

<b>Company Name:</b>	SHIPLEY ENERGY COMPANY
<b>Doing Business As :</b>	SHIPLEY ENERGY
<b>Street Address:</b>	415 Norway Str York , PA 17403
<b>Mailing Address:</b>	PO Box 15052 York PA 17405
<b>Phone:</b>	717 848-4100
<b>URL:</b>	<a href="http://www.shipleyenergy.com">http://www.shipleyenergy.com</a>
<b>History</b>	Is clear
<b>Present management control</b>	46 years

**History**

The following information was reported: **07/15/2014**

<b>Officer(s):</b>	WILLIAM S SHIPLEY III, CEO-PRES ROBERT C BORDEN, SEC BRIAN KOTTCAMP, PRES RICHARD BEAMESDERFER, TREAS DEBRA GOODLING, V PRES DAVID E WILSON, TREAS
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**DIRECTOR(S) :** THE OFFICER(S) and Lavern H Brenneman.

The Pennsylvania Secretary of State's business registrations file showed that Shipley Energy Company was registered as a Corporation on May 20, 1998.

Business started 1968 by William S Shipley II. 100% of capital stock is owned by William S Shipley III.

WILLIAM S SHIPLEY III born 1956. 1982-present active here.

ROBERT C BORDEN JR born 1944. 1973-present active here.

BRIAN KOTTCAMP born 1953. 2002-present active here. Previously employed by Walton & Co, PA.

RICHARD BEAMESDERFER born 1961. 1996-present active here. Previously employed by Healthsouth Corp, PA.

DEBRA GOODLING. Antecedents are unknown.

DAVID E WILSON. Antecedents not available.

**AFFILIATE :**

The following are related through common principals, management and/or ownership. Shipley Stores Inc, York, PA, started 1994. DUNS #519-7245. Operates as a retailer of gasoline and operates convenience stores. Intercompany relations: None reported by management.

97

## Operations

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07/15/2014

Retails fuel oil (55%). Wholesales petroleum products, specializing in fuel oil, kerosene, diesel fuel and gasoline (35%). Provides natural gas distribution (10%).

ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 717 854-5496. Toll-Free 800 839-1849.

**Description:**

Has 40000 account(s). Terms are cash, check and Net 30 days. Sells to the general public & commercial concerns. Territory : Local.

Nonseasonal.

**Employees:**

270 which includes officer(s) and 30 part-time. 150 employed here.

**Facilities:**

Owns 21,000 sq. ft. in a one story brick building.

**Location:**

Industrial section on well traveled street.

**Branches:**

This business has multiple branches, detailed branch/division information is available in Dun & Bradstreet's linkage or family tree products.

## SIC & NAICS

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**SIC:**

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific about a company's operations than if we use the standard 4-digit code.

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

5983 0000 Fuel oil dealers  
5172 9902 Fuel oil  
5172 9903 Kerosene  
5172 0202 Diesel fuel  
5172 0203 Gasoline  
4924 0000 Natural gas distribution

**NAICS:**

454310 Fuel Dealers  
424720 Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)  
424720 Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)  
424720 Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)  
424720 Petroleum and Petroleum Products Merchant Wholesalers (except Bulk Stations and Terminals)  
221210 Natural Gas Distribution

## Financials

Currency: Shown in USD unless otherwise indicated 

### Company Financials: D&B

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### Additional Financial Data

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As of July 15, 2014, attempts to contact the management of this business have been unsuccessful. Outside sources confirmed operation and location.

### Request Financial Statements

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Requested financials are provided by SHIPLEY ENERGY COMPANY and are not DUNSRight certified.

98

**Key Business Ratios**

D & B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance.

To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

Based on this Number of Establishments

49

	Industry Norms Based On 49 Establishments		
	This Business	Industry Median	Industry Quartile
<b>Profitability</b>			
Return on Sales %	UN	0.6	UN
Return on Net Worth %	UN	8.6	UN
<b>Short-Term Solvency</b>			
Current Ratio	UN	1.7	UN
Quick Ratio	UN	1.4	UN
<b>Efficiency</b>			
Assets to Sales %	UN	20.3	UN
Sales / Net Working Capital	UN	14.3	UN
<b>Utilization</b>			
Total Liabilities / Net Worth (%)	UN	94.7	UN

UN = Unavailable

**Associations**

**All Credit Files with Same D-U-N-S® Number as this D&B Live Report**

Company Name	Type	Status	Date Created
SHIPLEY ENERGY COMPANY	Account - #635500	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #659327	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #635501	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #694483	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #735500	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY ENERGY COMPANY	Account - #637190	No Action Recommended	11/03/2009 09:42 AM EST
SHIPLEY OIL CO	Account - #463791	No Action Recommended	09/02/2011 09:37 AM EDT

**Detailed Trade Risk Insight™**

Detailed Trade Risk Insight provides detailed updates on over 1.5 billion commercial trade experiences collected from more than 260 million unique supplier/purchaser relationships.

**Days Beyond Terms - Past 3 & 12 Months**

3 months from Jun 14 to Aug 14

**1**  
Days

Dollar-weighted average of 25 payment experiences reported from 20 companies

12 months from Sep 13 to Aug 14

99



Dollar-weighted average of 40 payment experiences reported from 27 companies

**Derogatory Events Last 12 Months from Aug 13 to Jul 14**

No Derogatory trade Event has been reported on this company for the past 13 Months

**Total Amount Current and Past Due - 12 month trend from Aug 13 to Jul 14**

Status	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14
<b>Total</b>	49,231	46,458	55,974	79,982	90,831	45,727	53,155	171,870	35,373	125,903	97,364	69,247
<b>Current</b>	47,825	46,523	57,037	78,783	33,134	44,589	53,155	133,996	34,851	123,999	95,324	68,471
<b>1-30 Days Past Due</b>	1,406	-65	-1,063	1,199	57,828	1,215	-	37,874	428	1,636	204	776
<b>31-60 Days Past Due</b>	-	-	-	-	-131	-77	-	-	89	268	1,836	-
<b>61-90 Days Past Due</b>	-	-	-	-	-	-	-	-	5	-	-	-
<b>90+ Days Past Due</b>	-	-	-	-	-	-	-	-	-	-	-	-

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## Exhibit C-8

### Bankruptcy Information

Shiely Choice, LLC. d/b/a Shiely Energy. , all of its affiliates and their parent, holding company Shiely Group have not experienced any reorganizations, protection from creditors nor any form of bankruptcy. The same is true for each of its officers.

*Shiely Energy*

Exhibit C-9  
Merger Information

Shipley Choice, LLC. d/b/a Shipley Energy has not participated in any dissolution, merger, or acquisition during the past 5 years.

*Shipley Energy*

D-1, D-2

Shiple Choice, LLC d/b/a Shiple Energy is a division of parent Shiple Group, LP, which is a fourth-generation family-owned company started in 1929. Based out of York, Pennsylvania, Shiple Choice has been supplying natural gas since about 2002 and electricity since early 2013. Our gas territory serves 11,700 customers in UGI, Columbia Gas of PA, and PECO; our electric supply territory currently includes 13,500 PPL and Met-Ed residential customers. We have been a member of PJM since late 2012. Under a separate license, Shiple Energy has also brokered electricity to about 300 commercial and industrial customers in Pennsylvania since 2009. In addition to electricity and natural gas, the separate companies of Shiple Group, LP serve fuel oil, propane, gasoline, HVAC service, and several additional services to a total of 70,000 residential, commercial and industrial customers.

We are excited to expand our success west into Ohio. Initial entry into supply will likely be in the residential market, but only if serving the customers there is financially viable – i.e., there is sufficient headroom versus the cost to serve and the utility price.

William Shiple III (CEO), Steve Passio (President of Shiple Energy), and Matthew Sommer (President of Shiple Group) guide the strategic plans of the company and will help lead the Maryland approach. Richard Beamesderfer (CFO) leads a competent and well-staffed finance team. Laura Greenholt (Manager of Choice Operations) controls all supplier relationships, pricing, and customer-level sales strategy for this product. She will be instrumental in both the setup and day-to-day operations of the Ohio electricity business. (Resumes for each of these key personnel are below.)

A team of experienced commercial and industrial salespeople will focus on customer relationships and help get us off the ground in the new state. Each C&I customer will then be assigned a dedicated renewal rep. At such time as it is financially wise to enter into residential supply, Shiple will work closely with current partner GP Renewables & Trading to address our forecasting, scheduling, and settlement needs. Residential marketing will be done primarily in-house and will focus on mail campaigns, telemarketing, and website promotion. Residential customer service will be handled by our impressive current team of cross-trained representatives.

**WILLIAM S. SHIPLEY, III**

Shiple Group, Chairman	2012-Present
Shiple Energy, Chief Executive Officer	1982-Present
Southland Corporation, 7-11 Store Manager	1980-1982
Pennsylvania State University, MBA	1980
Emory University, BA, History	1978

**RICHARD M. BEAMESDERFER**

Shiple Group and Shiple Energy, CFO, Treasurer	1996-Present
Health South Corporation, CFO - Rehab Hospital of York	1987-1996
Manor Care, Tax Investment Analyst	1983-1987
George Washington University, MBA, Finance	1989
Certified Public Accountant	1986
Andrews University, BBA, Accounting	1983

**STEPHEN J. PASSIO**

Shiple Energy, President	2013-Present
Shiple Energy, Vice President Commercial Fuels	2003-2013
BP, Capabilities Project Manager	2001-2003

Shiple Energy 7

103

BP Amoco, Mid-Atlantic Region Manager	1999-2001
BP Amoco, Pricing Manager Atlantic BU	1997-1999
Amoco Corporation, Financial/Strategic Analyst	1995-1997
Amoco Corporation, Sales Operations Manager	1990-1995
Robert Morris College, MBA	1995
Temple University, BS Business Administration	1989

**MATTHEW A. SOMMER**

Shiple Group, President	2013-Present
Shiple Energy, Chief Marketing Officer	2012-2013
Shiple Energy, Vice President of Natural Gas and Electricity	2002-2011
George Washington University, BA, Economics	2001

**LAURA K. GREENHOLT**

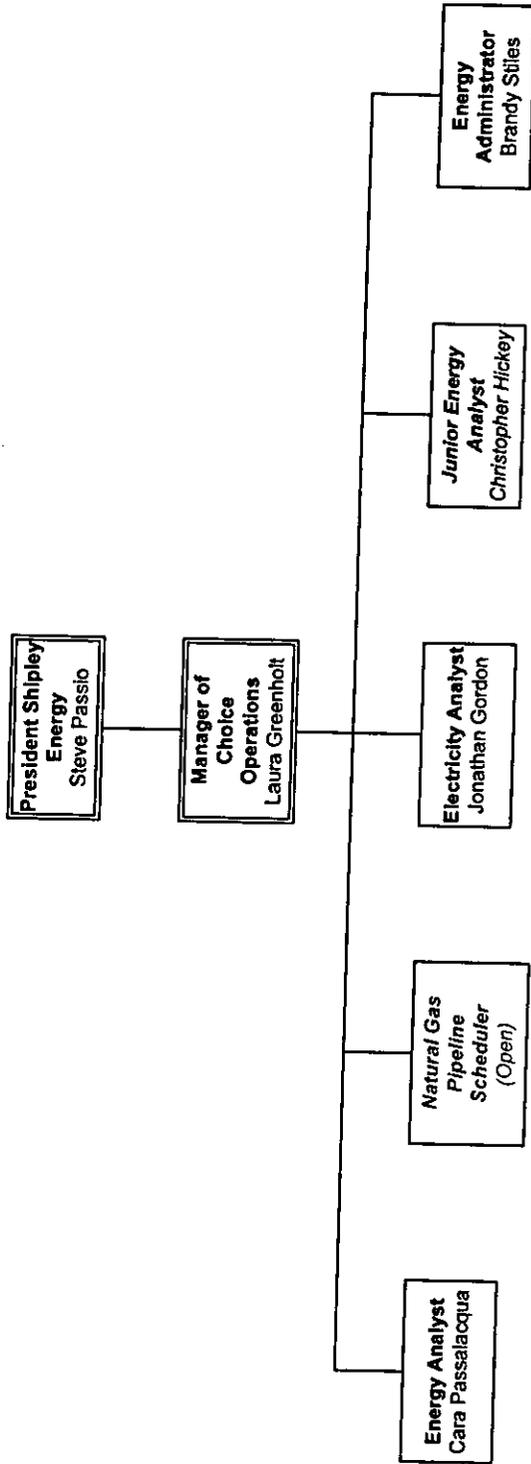
Shiple Energy, Manager of Choice Operations	2014-Present
Shiple Energy, Manager of Natural Gas Operations	2012-2014
Shiple Energy, Energy Supply Analyst	2009-2012
Hess Corporation, Natural Gas Scheduler	2007-2009
University of Delaware, BS, Operations Management and Marketing	2007

*Shiple Energy*

# Shiple Choice

September 2014

D-3  
Key Personnel



## Key Personnel

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Junior Energy Analyst

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Brandy Stiles

Energy Administrator

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D-4

FERC License Number

The Shipley Choice FERC identifying number is C003339.