

NE

FILE



14-1826-EL-AGG

October 13, 2014

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

Telephone: (614) 466-3016

RE: I. C. Thomasson Associates' Certification Application for Aggregators/Power Brokers

To Whom it May Concern:

Enclosed are one original and three copies of I. C. Thomasson Associates' (ICT) Certification Application for Aggregators/Power Brokers and related attachments.

Please give me a call if you have any questions.

Sincerely,

I. C. Thomasson Associates, Inc.

A handwritten signature in black ink, appearing to read "Cliff Foster", is written over a series of horizontal lines.

Cliff Foster
CEO - Energy Services Division

Enclosures: One (1) original application with attachments
Three (3) copies of the original application with attachments

RECEIVED-DOCKETING DIV
2014 OCT 16 PM 12:00
PUCO

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 Date Processed **OCT 16 2014**

I. C. Thomasson Associates, Inc. * 2950 Kraft Drive, Suite 500 * Nashville, TN * 37204-0527

Office: 615-346-3400 * Fax: 615-346-3550 * www.icthomasson.com



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	14-1826-EL-AGG	August 2004

14-1826-EL-AGG

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

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

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

A. APPLICANT INFORMATION

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

Legal Name I. C. Thomasson Associates, Inc.
Address 2950 Kraft Drive, Suite 500 Nashville, TN 37204
Telephone # (615) 346-3400 Web site address (if any) www.icthomasson.com

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

Legal Name I. C. Thomasson Associates, Inc.
Address 2950 Kraft Drive, Suite 500 Nashville, TN 37204
Telephone # (615) 346-3400 Web site address (if any) www.icthomasson.com

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

I. C. Thomasson Associates, Inc.

A-4 Contact person for regulatory or emergency matters

Name Clifton Foster
Title CEO - Energy Services Division

Business address 2950 Kraft Drive, Suite 500 Nashville, TN 37204
Telephone # (615) 346-3400 Fax # (615) 346-3550
E-mail address (if any) cfoster@icthomasson.com

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

Name Clifton Foster
Title CEO - Energy Services Division
Business address 2950 Kraft Drive, Suite 500 Nashville, TN 37204
Telephone # (615) 346-3400 Fax # (615) 346-3550
E-mail address (if any) cfoster@icthomasson.com

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

Customer Service address 2950 Kraft Drive, Suite 500 Nashville, TN 37204
Toll-free Telephone # (800) 467-6821 Fax # (615) 346-3550
E-mail address (if any) tbartlett@icthomasson.com

A-7 Applicant's federal employer identification number # 620721262

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

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

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

- | | | | | |
|--|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="checkbox"/> First Energy | | | | |
| <input type="checkbox"/> Ohio Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> 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"/> 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-10 Provide the approximate start date that the applicant proposes to begin delivering services
November 1, 2014

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

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

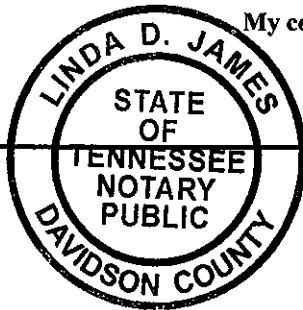
[Signature] - PRES.
Signature of Applicant & Title

Sworn and subscribed before me this 13th day of October, 2014
Month Year

Linda D. James
Signature of official administering oath

LINDA D. JAMES, NOTARY PUBLIC
Print Name and Title

My commission expires on 03/07/17



AFFIDAVIT

State of Tennessee :

(Town) ss.

County of Davidson :

Joseph J. Wimberly, IV, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President (Office of Affiant) of I.C. Thomasson Associates, Inc. (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.

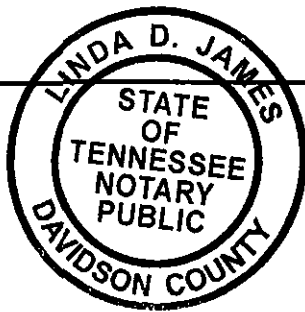
J. W. Smith - PRES.
Signature of Affiant & Title

Sworn and subscribed before me this 13th day of October, 2014
Month Year

Linda D. James
Signature of official administering oath

LINDA D. JAMES, NOTARY PUBLIC
Print Name and Title

My commission expires on 03/07/17



Section A
“Applicant Information”

Exhibit A-11
**“Principal Officers, Directors &
Partners”**

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

OFFICERS AND BOARD OF DIRECTORS

Individuals that directly own ten percent (10%) or more of the ownership interests in ICT

1. Name: George R. Bratton, Jr.
 Title: Chairman of the Board, Board of Directors (since 1996)
 Address: 2950 Kraft Drive, Suite 500
 Nashville, TN 37204
 (615) 346-3400
2. Name: Joseph J. Wimberly IV
 Title: President, Board of Directors (since 1996)
 Address: 2950 Kraft Drive, Suite 500
 Nashville, TN 37204
 (615) 346-3400
3. Name: J. Cliff Harville
 Title: Vice President, Board of Directors (since 1996)
 Address: 2950 Kraft Drive, Suite 500
 Nashville, TN 37204
 (615) 346-3400
4. Name: William T. Tinnell
 Title: Treasurer, Board of Directors (since 1996)
 Address: 2950 Kraft Drive, Suite 500
 Nashville, TN 37204
 (615) 346-3400
5. Name: Albert E. Green
 Title: Secretary, Board of Directors (since 1996)
 Address: 2950 Kraft Drive, Suite 500
 Nashville, TN 37204
 (615) 346-3400

Exhibit A-12
“Corporate Structure”

I. C. THOMASSON ASSOCIATES, INC.
Management Organizational Chart (Partial)

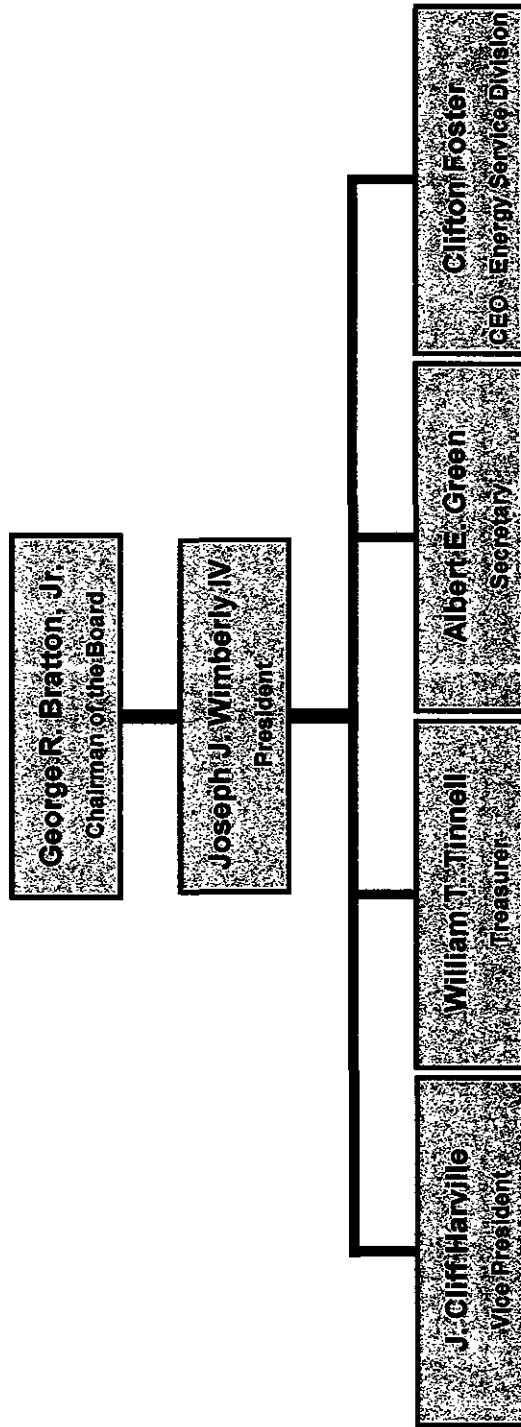


Exhibit A-13
“Company History”



Corporate Headquarters

2950 Kraft Dr., Suite 500
Nashville, TN 37204
615-346-3400

Branch Offices

1114 Clinch Avenue
Suite 200
Knoxville, TN 37916
865-525-3488

8186 Woodland Center Blvd
Tampa, FL 33614
813-882-4415

128 South First Street
Brookhaven, MS 39601
601-823-0038

840 East River Place
Suite 600
Jackson, MS 39202-3441
601-949-6970

9900 Corp Campus Drive
Suite 3000
Louisville, KY 40223
502-657-6022

Professionals

Mechanical Engineers	35
Electrical Engineers	16
Fire Protection Engineer	3
Controls Engineer	1
Engineering Interns	15
RCDD	2
Project Managers	13
Construction Inspectors	4
CADD Technician	54
Administrative	20

Total **163**

Overview

- Employee-owned multidisciplinary engineering and consulting firm established by Mr. I. C. Thomasson in 1942
- Mechanical, electrical, plumbing, fire protection, information technology, energy, and environmental engineering services
- 55 professional engineers on staff
- 18 LEED® accredited professionals
- Professional engineering licenses in 46 states, plus Washington DC, Saskatchewan-Canada and Manitoba-Canada

Commitment

The firm is committed to providing competitively priced, timely, quality engineering and consulting services in a professional manner that exceeds our client's expectations. Each team member has the experience to perform the assigned tasks and the empowerment to make the decisions necessary to fulfill the firm's obligations. Performing in specialized teams allows members to provide the attention and dedication of a small firm, while having direct access to the resources of a large firm.

Capabilities & Experience

The capabilities of the firm are exemplified in the magnitude and diversity of the projects completed. Since its establishment, the firm has provided professional services on over 13,000 projects in all major market segments. On a number of these projects, the firm's expertise and quality of service has been recognized through awards from professional associations, community groups, private entities, and government departments. The firm recognizes the value of our sterling reputation in the industry and is dedicated to protecting this attribute through the continuous improvement in the services provided to our clients.

Our Clients

The firm takes pride in the fact that the majority of our work is performed for clients we have worked for in the past. We are proud of the contribution we have made to the success of our clients and value our mutually beneficial relationships. Through these relationships, we strive to be recognized as an integral member of our client's team and an extension of their staff. We also welcome the opportunity to foster relationships with new clients with the desire to achieve the same goal.

I. C. THOMASSON ASSOCIATES, INC.

www.icthomasson.com

Exhibit A-14

**“Articles of Incorporation and
Bylaws”**

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 05/27/2004
REQUEST NUMBER: 04148060

CHARTER/QUALIFICATION DATE: 12/30/1964
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0031297
JURISDICTION: TENNESSEE

TO:
I.C. THOMASSON ASSOCIATES, INC.
ATN: B DAVENPORT
PO BOX 40527
NASHVILLE, TN 37204-0527

REQUESTED BY:
I.C. THOMASSON ASSOCIATES, INC.
ATN: B DAVENPORT
PO BOX 40527
NASHVILLE, TN 37204-0527

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"I. C. THOMASSON ASSOCIATES, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
BV65P3227	12/30/1964	CHART-PROFIT									
BP55P4068	11/25/1974	AMEND-CHARTER					X				
089 00610	07/24/1979	AMEND-CHARTER	X				X				
298 00014	07/01/1982	AMEND-CHARTER			X						
3146-1183	03/27/1996	AN RPT/AGENT						X	X		
3648-0156	03/17/1999	AN RPT/AGENT					X	X			
3813-0147	01/31/2000	AMD RESTATE CHT			X				X		
4534-3176	06/24/2002	MERGER									

FOR: REQUEST FOR COPIES

ON DATE: 05/27/04

FROM:
I.C. THOMASSON ASSOCIATES, INC. KRAFT DR
PO BOX 40527
NASHVILLE, TN 37204-0527

FEEs
RECEIVED: \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003522071
ACCOUNT NUMBER: 00414758



SS-4458

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Charter Form
Chapter 30, Acts of 1909

STATE OF TENNESSEE

Certificate of Incorporation

Name. First. The name of this corporation is
I. C. THOMASSON & ASSOCIATES, INC.

Address. Second. The address of the principal office of this corporation in the State of Tennessee is
809 Sixteenth Avenue, South, Nashville.

Business. Third. The general nature of the business to be transacted by this corporation is
the general practice of engineering.

Stock, with
Classifica-
tions and
Distinguish-
ing Charac-
teristics,
if any.

Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having a par value of \$100 per share.

Initial
Capital.

Fifth. The amount of capital with which this corporation will begin business shall be (not less than One Thousand) One Thousand Dollars; and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this corporation shall be enforceable and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the preceding section hereof shall have been subscribed for.

Duration.

Sixth. The time of existence of this corporation shall be perpetual.

Other Pro-
visions.
(See Section 5,
Sub-section 7,
of the
Corporation
Act of 1929.)

Seventh.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Charter of Incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

Witness our hands this the 29th day of December, 1964.

Subscribing Witness:

I. C. Thomason
Donald E. Nichols
Thomas C. Seckman

STATE OF TENNESSEE, COUNTY OF _____

Personally appeared before me _____

(Clerk of the County Court or Notary Public) the within named incorporators,

I. C. Thomason, Donald E. Nichols and Thomas C. Seckman,

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in _____, Tennessee, this

29th day of December, 1964.

Thomas C. Seckman
(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires 30th day of July, 1966.

(Official Title) *Notary Public*

(Certificate of Probate for Subscribing Witness, if not Acknowledged by all of the Incorporators.)

STATE OF TENNESSEE, COUNTY OF _____

Personally appeared before me _____

of said County, the within named _____

the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application for a Charter of Incorporation for the purposes therein contained and expressed; and the said _____, subscribing witness to the signatures subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators.

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in _____, Tennessee, this

_____ day of _____, 19_____

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires _____ day of _____, 19_____

(Official Title) _____

I, JOE C. CARR, Secretary of State, do certify that this
Charter, with certificate attached, the foregoing of which is a
true copy, was this day registered and certified to by me.

This the 30th day of December, 1964.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$20.00

ARTICLES OF AMENDMENT TO THE CHARTER
OF
I. C. THOMASSON & ASSOCIATES, INC.

CHANGING THE PRINCIPAL OFFICE

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is
I. C. THOMASSON & ASSOCIATES, INC.

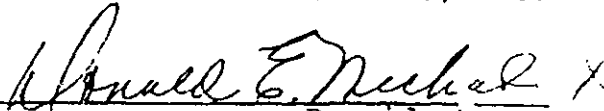
2. The amendment adopted is:

The address of the principal office of the corporation in the State of Tennessee shall be
2120 8th Avenue South, Nashville, Davidson County,
Tennessee, 37204.

3. The amendment was duly adopted at a meeting of the directors on November 21 , 1974.

Dated: November 21, , 1974.

I. C. THOMASSON & ASSOCIATES, INC.

By Ronald E. Nichol 
President

I, JOE C. CARR, Secretary of State, do hereby certify
that this amendment to charter, with certificate attached, the foregoing
of which is a true copy, was this day registered and certified to by me.
This the 25th day of November, 1974.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00

FILED
SECRETARY OF STATE

00089 00610

1979 JUL 24 AM 9:50

ARTICLES OF AMENDMENT TO THE CHARTER

OF

I. C. THOMASSON & ASSOCIATES, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is I. C. THOMASSON & ASSOCIATES, INC.

2. The amendments adopted are:

(a) Paragraph "First" of the charter is deleted and the following inserted:

"First. The name of the corporation is I. C. THOMASSON ASSOCIATES, INC."

(b) Paragraph "Second" of the charter is deleted and the following inserted:

"Second The address of the principal office in the State of Tennessee shall be 2120 Eighth Avenue, South, Nashville, Tennessee 37204."

3. The amendment was duly adopted at a meeting of the shareholders on May 7, 1979.

4. The amendment is to be effective when these articles are filed by the Secretary of State.

Dated June 12, 1979.

I. C. THOMASSON & ASSOCIATES, INC.

By Ross T. Malloy
Ross T. Malloy, Secretary-
Treasurer

31297
FILED
SECRETARY OF STATE

1982 JUN -1 PM 2:52 ARTICLES OF AMENDMENT TO CHARTER

OF

I. C. THOMASSON ASSOCIATES, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter:

1. The name of the Corporation is:

I. C. THOMASSON ASSOCIATES, INC.

2. The amendment adopted is:

Paragraph Fourth of the Charter is deleted and a new Paragraph Fourth is inserted as follows:

"Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having a par value of Ten (\$10.00) Dollars per share."

This amendment was duly adopted at a meeting of the Stockholders on the 16th day of October, 1980.

3. If a corporation for profit, the manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected as follows:

Not applicable.

4. This amendment shall be effective when these Articles of Amendment are filed by the Secretary of State.

Dated this 18th day of June, 1982.

I. C. THOMASSON ASSOCIATES, INC.

BY:

Donald E. Nichols
President

**CORPORATION ANNUAL REPORT
STATE OF TENNESSEE
SECRETARY OF STATE
SUITE 1800, JAMES K. POLK BUILDING
NASHVILLE, TN 37243-0308**

FILING FEE - \$10.00; PRIVILEGE TAX - \$10.00; TOTAL AMOUNT DUE - \$20.00

CURRENT FISCAL YEAR CLOSING MONTH: **12** IF DIFFERENT, _____
CORRECT MONTH IS: _____ THIS REPORT IS DUE ON OR BEFORE **04/01/96**

(1) SECRETARY OF STATE CONTROL NUMBER: **0031297** OR FEDERAL EMPLOYER IDENTIFICATION NUMBER: **62-0721262**

(2A.) NAME AND MAILING ADDRESS OF CORPORATION:

**I. C. THOMASSON ASSOCIATES, INC.
PO BOX 40527
NASHVILLE, TN 37204**

(2B.) STATE OR COUNTRY OF INCORPORATION:

TENNESSEE

(2C.) ADD OR CHANGE MAILING ADDRESS:

D 12/30/1964 FOR PROFIT

(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE:

2120 EIGHTH AVE., 50, NASHVILLE, TN 37204

B. CHANGE OF PRINCIPAL ADDRESS:

STREET

CITY

STATE

FILED
STATE OF TENNESSEE
96 MAR 27 PM 2:2
NILEY J. WIMBERLY
SECRETARY OF STATE

**** BLOCKS 4A AND 4B MUST BE COMPLETED ON THE ANNUAL REPORT WILL BE RETURNED ****

(4) A. NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF THE PRESIDENT, SECRETARY, TREASURER, AND PRINCIPAL OFFICERS.
(ATTACH ADDITIONAL SHEET IF NECESSARY.)

TITLE	NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
PRESIDENT	Joseph J. Wimberly III	P.O. Box 40527	Nashville, TN 37204-0527
SECRETARY	Albert E. Green	P.O. Box 40527	Nashville, TN 37204-0527
Treas.	William T. Tinn	P.O. Box 40527	Nashville, TN 37204-0527
V.P.	J. Cliff Harville	P.O. Box 40527	Nashville, TN 37204-0527

B. BOARD OF DIRECTORS (NAMES, BUSINESS ADDRESSES INCLUDING ZIP CODES) (ATTACH ADDITIONAL SHEET IF NECESSARY.)

NAME AS ABOVE Plus others listed below:	NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
<input type="checkbox"/> NONE			
OR LIST BELOW:	NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
	Joseph J. Wimberly III	P.O. Box 40527	Nashville, TN 37204-0527
	George R. Bratton Jr.	P.O. Box 40527	Nashville, TN 37204-0527
	Robert O. Winfree	P.O. Box 40527	Nashville, TN 37204-0527

(5) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:

JOSEPH J. WIMBERLY, III

B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS:

2120 8TH AVE 50, NASHVILLE, TN 37204

(6) INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR 1 REGISTERED OFFICE.

(BLOCK 5A AND/OR 5B.) THERE IS AN ADDITIONAL \$10.00 FILING FEE AND (3) 00 PRIVILEGE TAX FOR A TOTAL OF \$20.00 REQUIRED FOR CHANGES MADE TO THIS INFORMATION.

A. CHANGE OF REGISTERED AGENT: **Joseph J. Wimberly III**

B. CHANGE OF REGISTERED OFFICE: **None**

STREET CITY STATE ZIP CODE + 4 COUNTY
2120 8th Ave., South Nashville TN 37204-0527 Davidson

(7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS. OUR RECORDS REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A MUTUAL BENEFIT CORPORATION AS INDICATED BELOW:

IF BLANK OR CHANGE, PLEASE CHECK APPROPRIATE BOX:

☐ PUBLIC
☐ MUTUAL

B. IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX UNLESS OTHERWISE INDICATED.

☐ RELIGIOUS

(8) SIGNATURE

Joseph J. Wimberly III

(9) DATE

3/26/96

(10) TYPEPRINT NAME OF SIGNER: **Joseph J. Wimberly III**

(11) TITLE OF SIGNER: **President**

875 413 13 1 5 1

**CORPORATION ANNUAL REPORT for I. C. THOMASSON ASSOCIATES, INC.
STATE OF TENNESSEE
SECRETARY OF STATE**

March 15, 1999

4. Additional Officer(s) - Name and Address:

**George R. Bratton, Jr., Chairman of the Board
P. O. Box 40527, Nashville, TN 37204**

AMENDED AND RESTATED

CHARTER

OF

I.C. THOMASSON ASSOCIATES, INC.

RECEIVED
STATE OF TENNESSEE

00 JAN 31 AM 11:45

RILEY DARNELL
SECRETARY OF STATE

Pursuant to Section 48-20-107 of the Tennessee Business Corporation Act, I.C. Thomasson Associates, Inc., a Tennessee corporation, hereby adopts the following Amended and Restated Charter, which supersedes the original Charter in its entirety:

ARTICLE I

GENERAL PROVISIONS

1. Name. The name of the corporation (the "Corporation") is: I.C. Thomasson Associates, Inc.
2. Shares. The Corporation is authorized to issue 100,000 shares of common stock, no par value per share. All shares shall be a single class with identical preferences, limitations, and relative rights, and shall have unlimited voting rights.
3. Registered Office and Agent. The Corporation's registered office in the State of Tennessee is at 2950 Kraft Drive, Suite 500, Nashville, Tennessee 37204-0527, which is located in Davidson County, and the name of its registered agent at that office is George R. Bratton, Jr.
4. Principal Office. The principal office of the Corporation is located at 2950 Kraft Drive, Suite 500, Nashville, Tennessee 37204-0527.
5. For Profit. The Corporation is for profit.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in any lawful activity for which corporations may be organized under the Tennessee Business Corporation Act.

ARTICLE III

ORGANIZATION AND GOVERNANCE

1. Bylaws. The board of directors of the Corporation may make, alter or repeal bylaws of the Corporation.

003. JAN 24 11 45 AM '11
DIRECTOR'S LIABILITY. Directors shall not have personal liability to the Corporation or the Corporation's shareholders for monetary damages for a breach of fiduciary duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (A) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (B) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (C) under Section 48-18-304 of the Tennessee Business Corporation Act.

If the Tennessee Business Corporation Act is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended.

4. Indemnification. To the fullest extent permitted by the provisions of Sections 48-18-501 et seq. of the Tennessee Business Corporation Act, as amended or modified from time to time, the Corporation shall indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if (a) he conducted himself in good faith; and (b) he reasonably believed: (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the director did not meet the standard of conduct previously set forth in this paragraph. The Corporation shall not indemnify a director in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. The Corporation shall pay for or reimburse the reasonable expenses, including reasonable attorney fees, incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if (a) the director furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct previously set forth herein and in Section 48-18-502 of the Tennessee Business Corporation Act, (b) the director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law of the State of Tennessee then in effect. The indemnification and advancement of expenses will be undertaken in accordance with Sections 48-18-501 et seq. of the Tennessee Business Corporation Act.

To the fullest extent permitted by the provisions of Section 48-18-507 of the Tennessee Business Corporation Act, as amended or modified from time to time, the Corporation shall

Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the Amended and Restated Charter or the Amended and Restated Bylaws of the Corporation is inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraphs with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Dated: 1/17/00

By: J. J. Wimberly President

RECEIVED
STATE OF TENNESSEE
JAN 31 AM 11:46
SECRETARY OF STATE

CERTIFICATE

The undersigned, as the duly elected and acting President of the Corporation, does hereby certify the following:

1. The amendments to the original Charter of the Corporation contained in the Amended and Restated Charter attached hereto require approval of the Shareholders of the Corporation.
2. The Shareholders of the Corporation adopted the amendments and the Amended and Restated Charter attached hereto by a majority of the Shareholders entitled to vote at a meeting held on the 17th day of January, 2000.
3. The Amended and Restated Charter attached hereto contains all the requirements of a charter as set out in the Tennessee Business Corporation Act and the statements made therein are accurate and complete in all respects.
4. The Amended and Restated Charter attached hereto supersedes the original charter and all prior amendments thereto.

I.C. THOMASSON ASSOCIATES, INC.

1/17/00
Signature Date

By:

J. Wimberly, IV, President

4534 1176

**ARTICLES OF MERGER
OF ICTJR, INC. WITH AND INTO
I.C. THOMASSON ASSOCIATES, INC.**

RECEIVED
OF TENNESSEE
JUN 28 PM 3:42
SECRETARY OF STATE

ARTICLES OF MERGER of ICTJR, Inc., a corporation organized and existing under the laws of Tennessee, with and into I.C. Thomasson Associates, Inc., a corporation organized and existing under the laws of Tennessee (under SECTION 48-21-107 OF THE TENNESSEE BUSINESS CORPORATION ACT).

(1) The name and state of incorporation of each of the constituent corporations are as follows:

- (a) ICTJR, Inc., a Tennessee corporation; and
- (b) I.C. Thomasson Associates, Inc., a Tennessee corporation.

(2) A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors and Shareholder(s) of each of the constituent corporations, ICTJR, Inc. and I.C. Thomasson Associates, Inc., in accordance with the provisions of T.C.A. § 48-21-104.

(3) The name of the surviving corporation is I.C. Thomasson Associates, Inc.

(4) The charter, as amended from time to time, of I.C. Thomasson Associates, Inc. shall be the charter of the surviving corporation.

(5) A copy of the Plan and Agreement of Merger is attached as Exhibit A.

(6) The effective time of the merger of ICTJR, Inc. with and into I.C. Thomasson Associates, Inc. shall be the time on which these Articles of Merger are filed with the Secretary of State of Tennessee.

IN WITNESS WHEREOF, ICTJR, Inc. and I.C. Thomasson Associates, Inc. have caused these Articles of Merger to be executed by their duly authorized representatives this 24 day of June, 2002.

ICTJR, INC.

By: Joseph J. Wambach

Title: PRES.

I.C. THOMASSON ASSOCIATES, INC.

By: Joseph J. Wambach

Title: PRES.

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EXHIBIT A
PLAN AND AGREEMENT OF MERGER
OF ICTJR, INC. WITH AND INTO
I.C. THOMASSON ASSOCIATES, INC.

THIS AGREEMENT, dated as of the 24 day of June, 2002, is between and among I.C. Thomasson Associates, Inc., a Tennessee corporation ("I.C. Thomasson" or the "Surviving Corporation"), Thomasson Holdings, Inc., a Tennessee corporation ("Holdings") and ICTJR, Inc., a Tennessee corporation ("ICTJR", collectively with I.C. Thomasson and Holdings the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations has deemed it desirable, upon the terms and subject to the conditions herein stated, that ICTJR be merged with and into I.C. Thomasson and that I.C. Thomasson be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

Section 1. Terms and Conditions of Merger.

1.1 On the Effective Date of the Merger (as herein defined), ICTJR shall be merged with and into I.C. Thomasson, with I.C. Thomasson being the surviving corporation and continuing to be a corporation organized and governed by the laws of the State of Tennessee.

1.2 Upon the Effective Date of the Merger, each then outstanding share of Common Stock of ICTJR owned by Holdings and of I.C. Thomasson owned by its individual shareholders shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled.

1.3 Upon the Effective Date of the Merger, each then outstanding share of Common Stock of I.C. Thomasson shall be converted into the right to receive one share of Holdings for each share of I.C. Thomasson, upon the delivery of the individual shareholder's stock certificate(s) of I.C. Thomasson duly endorsed to Holdings.

1.4 Upon the Effective Date of the Merger, I.C. Thomasson shall issue 10,000 shares of no par value Common Stock of I.C. Thomasson to Holdings.

1.5 Upon the Effective Date of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the laws of the State of Tennessee. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date of the Merger:

(a) the separate existence of ICTJR shall cease, except insofar as its existence shall be continued by operation of the last sentence of subsection (b) below, by operation of Section 1.6 hereof and by operation of the laws of the State of Tennessee, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all of the restrictions, disabilities, duties, obligations and liabilities of ICTJR; and

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(b) all and singular, the rights, privileges, powers and franchises of ICTJR, all property, real, personal and mixed, and all debts due to ICTJR, and all other things in action of or belonging to ICTJR shall be vested in the Surviving Corporation and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of ICTJR, and the title to any real estate vested by deed or otherwise in ICTJR shall not revert or be in any way impaired, provided that all rights of creditors and all liens upon any property of ICTJR shall be preserved unimpaired, and all debts, liabilities and duties of ICTJR shall upon the Effective Date of the Merger attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against ICTJR at the Effective Date of the Merger may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place.

1.6 If at any time after the Effective Date of the Merger, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments and assurances or any further actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of ICTJR or otherwise to carry out the provisions of this Plan, the appropriate officers of ICTJR shall execute or cause to be executed, and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurance and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in the Surviving Corporation, or otherwise carry out the provisions of this Plan. In the event if such officers of ICTJR refuses or is unable to act, ICTJR hereby irrevocably appoints officer of the Surviving Corporation as its attorney-in-fact (which appointment shall be coupled with an interest and shall survive the Merger) on its behalf to execute such documents and to take such other actions as such officer shall deem necessary or desirable to effectuate the provisions of this Plan.

Section 2. Effectuation of the Merger.

2.1 This Agreement shall be submitted to the shareholders entitled to vote thereon of each of the Constituent Corporations as provided by the applicable laws of the State of Tennessee, or such shareholders may adopt the Agreement by written consent action in accordance with Tennessee law. If this Agreement is duly adopted by the requisite votes of such shareholders and is not terminated as contemplated by Section 4, Articles of Merger executed in accordance with the law of the State of Tennessee shall be filed with the Tennessee Secretary of State.

The Merger shall become effective on the time and date specified in the Articles of Merger filed with the Tennessee Secretary of State, herein sometimes referred to as the "Effective Date of the Merger".

Section 3. Charter and By-Laws; Capital.

3.1 The Charter of I.C. Thomasson is hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and from and after the Effective Date of the Merger, and until further amended as provided by law, shall be, and may be separately certified as, the Charter of the Surviving Corporation.

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3.2 The By-Laws of I.C. Thomasson in effect on the Effective Date of the Merger shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and applicable law.

3.3 The officers and directors of I.C. Thomasson as of the Effective Date of the Merger shall be the officers and directors of the Surviving Corporation.

Section 4. Amendment and Termination.

4.1 At any time prior to the filing of the Articles of Merger with the Tennessee Secretary of state, this Agreement may be amended by the Boards of Directors of the Constituent Corporations to the extent permitted by Tennessee law notwithstanding favorable action on the Merger by the shareholders of any or all of the Constituent Corporations.

IN WITNESS WHEREOF, ICTJR, Inc., Thomasson Holdings, Inc. and I.C. Thomasson Associates, Inc. have each caused this Agreement to be executed by its authorized officer, all as of the date first above written.

ICTJR INC.

By: Joseph J. Wimber

Title: PRES

I.C. THOMASSON ASSOCIATES, INC.

By: Joseph J. Wimber

Title: PRES

THOMASSON HOLDINGS, INC.

By: Joseph J. Wimber

Title: PRES

AMENDED AND RESTATED
BYLAWS
OF
I.C. THOMASSON ASSOCIATES, INC.

ARTICLE I

MEETINGS OF SHAREHOLDERS

1. Annual Meeting. The annual meeting of the shareholders shall be held on the second Monday in March of each year at the principal office of the Corporation, or such other place as the Board of Directors shall designate, and at such time as shall be stated in the notice of the meeting.

2. Special Meetings. Special meetings of the shareholders may be called by the chairman of the board of directors, the president or a majority of the board of directors. Special meetings of the shareholders shall be called by the Secretary of the Corporation upon the written demand by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at such meeting. Such demand shall state the purpose of such meeting and the matters proposed to be acted on at such meeting. The place of said meetings shall be the principal office of the Corporation, unless otherwise designated by the directors.

3. Notice of Meetings. Written or printed notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by mail or at the direction of the chairman of the board of directors, president, secretary, officer, or person calling the meeting to each shareholder entitled to vote at the meeting. If mailed, such notice shall be delivered not less than ten (10) days nor more than two (2) months before the date of the meeting, and shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. The person giving such notice shall certify that the notice required by this paragraph has been given.

4. Notice of Right to Dissent. If shareholders are to vote at a meeting on a corporate action which would give rise to a dissenter's right to payment for his shares in accordance with the Tennessee Business Corporation Act, notice of such meeting shall be given to every shareholder who will be entitled to dissent from such action and to receive payment for his shares whether or not entitled to vote thereon. Such notice shall be given in accordance with the provisions of this Article and shall also contain a statement, displayed with reasonable prominence, that upon compliance with the Tennessee Business Corporation Act, dissenting shareholders are entitled to be paid the fair value

of their shares as provided in said Act, and shall be accompanied by a copy of the pertinent provisions of the Tennessee Business Corporation Act.

5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. In lieu of setting a record date, the board of directors of the Corporation may provide that the stock transfer book shall be closed for a stated period not to exceed in any case thirty (30) days. If the stock transfer book shall be closed for the purpose of determining shareholders, such books shall be closed for at least ten (10) days immediately proceeding such meeting.

6. Voting Lists. The officer or agent having charge of the stock transfer books for common shares of the Corporation shall make available, within two (2) business days after notice of a meeting is given, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, by voting group (and within each voting group by class or series of shares) with the address of and the number of shares held by each shareholder, which list, for a period beginning within two (2) business days after notice of such meeting is given shall be kept on file at the principal office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held and shall be subject to inspection upon written demand by any shareholder or any shareholder's agent or attorney at any time during usual business hours. Such list shall be kept open at the time and place of the meeting and be subject to the inspection of any shareholder during the entire time of the meeting. In the event of any challenge to the right of any person to vote at the meeting, the presiding officer at such meeting may rely on said list as proper evidence of the right of parties to vote at such meeting.

7. Quorum Requirements. A majority of the shares entitled to vote shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. When a quorum is present at any meeting a majority in interest of the stock there represented shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the charter, these bylaws, or by the laws of Tennessee, a larger or different vote is required, in which case such express provision shall govern the decision of such question.

8. Voting and Proxies. Every shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Corporation at the time of any regular or special meeting. Every shareholder entitled to vote at a meeting may do so either in person or by written proxy, which proxy shall be filed with the secretary of the meeting before being voted. Such proxy shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid

after the final adjournment thereof. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy.

9. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if all shareholders entitled to vote on the action consent to taking such action without a meeting. If all shareholders entitled to vote on the action consent to taking such action without a meeting, then the affirmative vote of the number of shares necessary to authorize such action at a meeting is the act of the shareholders.

The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder entitled to vote on the action, indicating each signing shareholder's vote or abstention on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

10. VOTING BY BALLOT. Voting on any question or in any election may be by viva voce unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

ARTICLE II

BOARD OF DIRECTORS

1. Qualification and Election. Except as provided herein, directors shall be elected by a plurality of the votes cast at the annual meetings of the shareholders. Each director shall hold office until the expiration of the term for which he is elected, and thereafter until his successor has been duly elected and qualified. Directors need not be shareholders or Tennessee residents. Each director shall be a licensed engineer, except that a non-licensed person may be elected as a director by seventy percent (70%) of the votes cast at a meeting of shareholders.

2. Number. The number of directors constituting the whole Board of Directors shall be not less than one nor more than twelve as may from time to time be determined by resolution of the whole Board of Directors hereinafter provided. The number of directors shall be fixed at six. The directors by resolution shall have power from time to time, when the shareholders as such are not assembled in a meeting, to increase or decrease their own number, within the maximum and minimum limits above specified from the number previously determined, provided that no such decrease would terminate or shorten the term of office of any director then in office. If the number of directors be at any time increased by action of the Board of Directors, the additional directors may be elected by a majority of the directors in office at the time of the increase or if not so elected prior to the next meeting of shareholders convened for the election of directors they shall be elected by the shareholders.

3. Powers of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

4. Meetings. The annual meeting of the board of directors shall be held immediately after the adjournment of the annual meeting of the shareholders. The board may also designate more frequent intervals for regular meetings. Special meetings may be called at any time by the chairman of the board, the president, or any two (2) directors.

5. Notice of Directors' Meetings. The annual and all regular board meetings may be held without notice. Special meetings shall be held upon notice sent by any usual means of communication not less than two (2) days before the meeting as permitted by law.

6. Quorum and Vote. The presence of a majority of the directors shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one adjournment. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the vote of a greater number is required by the charter, these bylaws, or by the laws of Tennessee.

7. Vacancies. Any vacancy occurring on the board of directors may be filled by the shareholders or the board of directors.

8. Compensation. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as a director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

9. Resignation and Removal. A director may resign at any time by delivering a written notice to the Corporation. If a resignation is made effective at a later date than when notice is given, and the Corporation accepts the later effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

The shareholders may remove one (1) or more of the directors with or without cause. Any or all of the directors may be removed for cause by a vote of a majority of the entire board of directors. A director may be removed only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of directors.

10. Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) the director objects at the beginning of the meeting to holding it or transacting business at the meeting, (2) his dissent or abstention was entered in the minutes of the meeting, or (3) the director delivers written notice of the director's dissent or abstention to the

presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

11. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if all directors consent to taking such action without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of a majority of the directors is the act of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, indicating each signing director's vote or abstention on the action, and shall be included in the minutes or filed with the records reflecting the action taken.

12. Executive and Other Committees. The board of directors, by a resolution adopted by a majority of its members, may name an executive committee and other committees, consisting of one or more directors, and may delegate to such committee or committees any and all such authority as it deems desirable and as is permissible under Tennessee law. The members of such committee shall serve at the pleasure of the board of directors.

ARTICLE III

OFFICERS

1. Number. The Corporation shall have a chairman of the board, a president, a secretary, and a treasurer, and such other officers as the board of directors shall from time to time deem necessary. Any two or more offices may be held by the same person, except the offices of president and secretary.

2. Election and Term. The officers shall be elected by the board at its annual meeting. Each officer shall serve until the expiration of the term for which he is elected, and thereafter until his successor has been elected and qualified.

3. Resignation and Removal. An officer may resign at any time by delivering notice to the Corporation. If a resignation is made effective at a later date than when notice is given, and the Corporation accepts the later effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

The Board of Directors may remove any officer at any time with or without cause and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer; provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Duties. All officers shall have such authority and perform such duties in the management of the Corporation as are normally incident to their offices and as the board of directors may from time to time provide.

ARTICLE IV

INDEMNIFICATION AND ADVANCE OF EXPENSES

To the fullest extent permitted by the provisions of section 48-18-501 et seq. of the Tennessee Business Corporation Act, as amended or modified from time to time, the Corporation shall indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if (a) he conducted himself in good faith; and (b) he reasonably believed: (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the director did not meet the standard of conduct previously set forth in this paragraph. The Corporation shall not indemnify a director in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. The corporation shall pay for or reimburse the reasonable expenses, including reasonable attorney fees, incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if (a) the director furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct previously set forth herein and in section 48-18-502 of the Tennessee Business Corporation Act, (b) the director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law of the State of Tennessee then in effect. The indemnification and advancement of expenses will be undertaken in accordance with section 48-18-501 et seq. of the Tennessee Business Corporation Act.

To the fullest extent permitted by the provisions of Section 48-18-507 of the Tennessee Business Corporation Act, as amended or modified from time to time, the Corporation shall indemnify and advance expenses to an officer to the same extent as to a director.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Amended and Restated Charter or the Amended and Restated Bylaws of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraphs with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE V

CAPITAL STOCK

1. Stock Certificates. Each shareholder shall be entitled to a certificate or certificates which shall represent and certify the number of shares of each class of stock held by him in the Corporation. Each certificate shall be signed by the chief executive officer, the president or a vice president and countersigned by the secretary or an assistant secretary or the treasurer or an assistant treasurer and may be sealed with the seal, if any, of the Corporation. The signatures may be either manual or facsimile. Certificates shall be consecutively numbered; and if the Corporation shall, from time to time, issue several classes of stock, each class may have its own number series. A certificate is valid and may be issued whether or not an officer who signed it is still an officer when it is issued. Each certificate representing shares which are restricted as to their transferability or voting powers, which are preferred or limited as to their dividends or as to their allocable portion of the assets upon liquidation or which are redeemable at the option of the Corporation, shall have a statement of such restriction, limitation, preference or redemption provision, or a summary thereof, plainly stated on the certificate. If the Corporation has authority to issue stock of more than one class, the certificate shall contain on the face or back a full statement or summary of the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions; qualifications and terms and conditions of redemption of each class of stock and, if the Corporation is authorized to issue any preferred or special class in series, the differences in the relative rights and preferences between the shares of each series to the extent they have been set and the authority of the Board of Directors to set the relative rights and preferences of subsequent series. In lieu of such statement or summary, the certificate may state that the Corporation will furnish a full statement of such information to any stockholder upon request and without charge. If any class of stock is restricted by the Corporation as to transferability, the certificate shall contain a full statement of the restriction or state that the Corporation will furnish information about the restrictions to the stockholder on request and without charge.

2. Transfers. Upon surrender to the Corporation or the transfer agent of the Corporation of a stock certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

The Corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Tennessee.

Notwithstanding the foregoing, transfers of shares of any class of stock will be subject in all respects to the charter of the Corporation and all of the terms and conditions contained therein.

3. Replacement Certificate. Any officer designated by the Board of Directors may direct a new certificate to be issued in place of any certificate previously issued by the Corporation alleged to have been lost, stolen or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing the issuance of a new certificate, an officer designated by the Board of Directors may, in his discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or the owner's legal representative to advertise the same in such manner as he shall require and/or to give bond, with sufficient surety, to the Corporation to indemnify it against any loss or claim which may arise as a result of the issuance of a new certificate.

ARTICLE VI

DIVIDENDS

The board of directors may from time to time declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by the Tennessee Business Corporation Act and by its charter.

ARTICLE VII

MISCELLANEOUS

1. Waiver of Notice. Whenever any notice whatever is required to be given by these bylaws, or the charter of this Corporation, or any corporation laws of the State of Tennessee, a waiver thereof in writing signed by the person or persons entitled to such notice and filed with the minutes of the corporate records, whether before or after the time stated therein, shall be deemed equivalent thereto. Where the person or persons entitled to such notice sign the minutes of any shareholder's or director's meeting, which minutes contain the statement that said person or persons have waived notice of the meeting, then such person or persons are deemed to have waived notice in writing.

2. Fiscal Year. The books of the Corporation shall be on a calendar or fiscal year basis as determined by resolution of the board of directors.

3. Corporate Seal. This Corporation may or may not have a seal and in any event the failure to affix a corporate seal to any instrument executed by the Corporation shall not affect the validity thereof. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the board of directors.

4. Amendment of Bylaws. Except as otherwise permitted by law, these bylaws may be amended, added to, or repealed either by: (1) a majority vote of the shares represented at any duly constituted shareholders' meeting, or (2) a majority vote of the entire board of directors. Any change in the bylaws made by the board of directors, however, may be amended or repealed by the shareholders.

CERTIFICATION

I certify that these Amended and Restated Bylaws were adopted by the Shareholders of the Corporation at a meeting held on January 17, 2000.


_____, Secretary

Exhibit A-15
"Secretary of State"

[Print this report](#)

Corporation Details

Corporation Details		
Entity Number	745254	
Business Name	I. C. THOMASSON ASSOCIATES, INC.	
Filing Type	FOREIGN CORPORATION	
Status	Active	
Original Filing Date	03/15/1989	
Expiry Date		
Location:	County:	State: TENNESSEE
Agent/Registrant Information		
NATIONAL REGISTERED AGENTS, INC. 1300 EAST NINTH STREET CLEVELAND, OH 44114 Effective Date: 02/06/2013 Contact Status: Active		
Filings		
Filing Type	Date of Filing	Document Number/Image
FOREIGN LICENSE/FOR-PROFIT	03/15/1989	G586 1807
FORM 7 NO FEE ASSESSED	09/30/1989	F925 0784
FORM 7 NO FEE ASSESSED	12/01/1995	5357 0861
FORM 7 NO FEE ASSESSED	12/01/1995	5357 0861
FORM 7 NO FEE ASSESSED	12/01/1995	5357 0861
FORM 7 NO FEE ASSESSED	12/01/1995	5357 0861
FORM 7 NO FEE ASSESSED	12/01/1995	5357 0868
FORM 7 NO FEE ASSESSED	07/24/1996	5876 0134
FORM 7 NO FEE ASSESSED	04/05/1997	6103 1000
FOREIGN/AGENT CHANGE OF ADDRESS	03/18/2000	200009700050
FOREIGN/AGENT CHANGE OF ADDRESS	05/01/2000	200000000003
FOREIGN/AGENT CHANGE OF ADDRESS	08/11/2004	200422500932
DOMESTIC AGENT SUBSEQUENT APPOINTMENT	11/22/2006	200632602772
FOREIGN/AGENT CHANGE OF ADDRESS	02/06/2013	201303700038

Section B
**“Applicant Managerial Capability
and Experience”**

Exhibit B-1
“Jurisdictions of Operation”

PUBLIC UTILITIES COMMISSION OF OHIO
Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT is licensed and has provided or is actively providing natural gas aggregator, broker and/or consulting services in the following States:

- | | |
|--|---|
| 1. Maine
(Docket No. 99-334) | 4. New Jersey
(Energy Agent No. EA-0047)
(Private Aggregator No. PA-0047) |
| 2. Maryland
(License No. IR-1446) | |
| 3. Massachusetts
(License No. RA-031) | 5. Pennsylvania
(Docket No. A-2009-2126847) |
| | 6. Virginia
(License No. G-28)
(Aggregator No. A-31) |

ICT is licensed and has provided or is actively providing electricity aggregator, broker and/or consulting services in the following States:

- | | |
|--|---|
| 1. Connecticut
(Docket # 10-07-01) | 7. New Jersey
(Energy Agent No. EA-0047)
(Private Aggregator No. PA-0047) |
| 2. Delaware
(Order No. 7675)
(Docket No. 09-419) | |
| 3. Illinois
(Order No. 10-0268) | 8. Pennsylvania
(Docket No. A-2009-2130214) |
| 4. Maine
(Docket No. 2008-126) | 9. Texas
(Registration # 80354) |
| 5. Maryland
(License No. IR-1445) | 10. Virginia
(License No. E-24)
(Aggregator No. A-31) |
| 6. Massachusetts
(License No. EB-156) | |

In addition to the licenses stated, ICT retains Professional Engineering licenses in 46 states, the District of Columbia, and 2 Canadian Provinces.

Exhibit B-2
“Experience & Plans”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT has provided energy and engineering consulting services for over 75 years. ICT Energy Program, Marketing Methods, Contracting Methods, and manner of addressing inquiries and complaints are described below.

A. Program Description

ICT utilize a methodical Request-for-Proposal ("RFP") process, conducted in a collaborative manner with our customers, to obtain competitive bids from licensed energy suppliers. The process is conducted in two phases:

- Phase 1 – Assess the current energy supply contract obligations, future energy supply requirements, and current market opportunities
- Phase 2 – Competitively source future energy supply requirements

On Bid Day, ICT prepares and provides our customer with a Bid Evaluation Report ("BER") listing all bids as received from energy suppliers. ICT then reviews the BER with our customer and the customer selects the preferred supplier and bid. Following the customer's decision, ICT manages the execution of the energy supply contract between the client and the supplier.

B. Marketing Methods

ICT markets our services at educational seminars and trade association meetings. ICT also secures business as a sub-consultant through engineering consulting firms and management consulting firms.

C. Contracting Methods

Customers compensate ICT for our services through a Fixed Fee, usually paid on a progressive billing basis, or through an Administration Fee, which is paid by the supplier over the term of the contract. ICT Administration Fee will be transparent to the Customer.

All energy supply contracts will be directly between the customer and supplier. Therefore, the supplier's monthly invoices will be sent directly to the customer and the customer will pay the supplier directly. ICT will never be a "middleman" between the two parties and, as a result, ICT will never take title to the energy.

D. Customer Inquiries and Complaints

ICT's Account Manager's and Corporate office phone numbers and email addresses are provided to all customers. Customers can communicate inquiries or complaints through their Account Manager and/or directly with the ICT Corporate office. Inquiries or complaints may be communicated by phone, letter, or email. An ICT Associate will acknowledge receipt of an inquiry or complaint within 48 hours. The length of time required to fully address any inquiry or complaint will be dependent on the complexity of the inquiry or complaint. However, the desired completion timeline will be discussed and approved by the Customer early in the process.

Exhibit B-3
“Summary of Experience”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT provides energy supply consulting services to small and large commercial, institutional, and industrial clients in the States where ICT is licensed, as well as in some States where a license is not required. These ICT clients own or manage facilities primarily in the Northeastern and Mid-Atlantic regions of the U.S. However, ICT also provides energy supply consulting services to clients with facilities located in the Central and Southeastern regions of the U.S. On an annual basis, these ICT clients use approximately 2,750,000 Dekatherms of natural gas and approximately 500,000 MWh of electricity.

Exhibit B-4
**“Disclosure of Liabilities and
Investigations”**

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT does not have any existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations or any other matter that could adversely impact ICT's financial or operational status or ability to provide the services it is seeking to be certified to provide.

Section C
**“Applicant Financial Capability
and Experience”**

Exhibit C-1
“Annual Reports”

PUBLIC UTILITIES COMMISSION OF OHIO
Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

Exhibit C-1 is not applicable to ICT, since we do not prepare annual reports for Shareholders.

Exhibit C-2
“SEC Filings”

PUBLIC UTILITIES COMMISSION OF OHIO
Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT is a private, employee-owned consulting firm and, therefore, is not required to provide a 10-K/8-K report with the SEC. Thus, Exhibit C-2 is not applicable to ICT.

Exhibit C-3
“Financial Statements”

Form **1120****U.S. Corporation Income Tax Return**

OMB No. 1545-0123

For calendar year 2012 or tax year

beginning _____, ending _____

2012Department of the Treasury
Internal Revenue ServiceInformation about Form 1120 and its separate instructions is at www.irs.gov/form1120.

- A** Check if:
- 1a Consolidated return (attach Form 951) ☒
- b Life/nonlife consolidated return ☐
- 2 Personal holding co. (attach Sch. PH) ☐
- 3 Personal service corp. (see instructions) ☐
- 4 Schedule M-3 attached ☐

**TYPE
OR
PRINT**

Name

THOMASSON HOLDINGS, INC. & SUBSIDIARIES

Number, street, and room or suite no. If a P.O. box, see instructions.

P.O. BOX 40527

City or town, state, and ZIP code

NASHVILLE, TN 37204**B** Employer identification number**33-1004879****C** Date incorporated**06/01/2002****D** Total assets (see instructions)**\$ 2,353,614.****E** Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a Gross receipts or sales	1a	23,675,925.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a	1c	23,675,925.	
	2 Cost of goods sold (attach Form 1125-A)	2	11,109,851.	
	3 Gross profit. Subtract line 2 from line 1c	3	12,566,074.	
	4 Dividends (Schedule C, line 19)	4	10,803.	
	5 Interest	5	14,719.	
	6 Gross rents	6		
	7 Gross royalties	7		
	8 Capital gain net income (attach Schedule D (Form 1120))	8		
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9		
10 Other income (attach statement) SEE CONSOLIDATED INCOME AND DEDUCTIONS	10	81,445.		
11 Total income. Add lines 3 through 10	11	12,673,041.		
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (attach Form 1125-E)	12	3,263,313.	
	13 Salaries and wages (less employment credits)	13	3,784,976.	
	14 Repairs and maintenance	14	146,474.	
	15 Bad debts	15		
	16 Rents	16	854,813.	
	17 Taxes and licenses	17	1,100,246.	
	18 Interest	18		
	19 Charitable contributions	19	19,981.	
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	95,750.	
	21 Depletion	21		
	22 Advertising	22	94,974.	
	23 Pension, profit-sharing, etc., plans	23	304,246.	
	24 Employee benefit programs	24		
	25 Domestic production activities deduction (attach Form 8903)	25	16,184.	
	26 Other deductions (attach statement) SEE CONSOLIDATED INCOME AND DEDUCTIONS	26	2,724,481.	
	27 Total deductions. Add lines 12 through 26	27	12,405,438.	
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	267,603.	
29a Net operating loss deduction (see instructions)	29a	103,960.		
b Special deductions (Schedule C, line 20)	29b			
c Add lines 29a and 29b	29c	103,960.		
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28 (see instructions)	30	163,643.	
	31 Total tax (Schedule J, Part I, line 11)	31	47,071.	
	32 Total payments and refundable credits (Schedule J, Part II, line 21)	32	20,000.	
	33 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input checked="" type="checkbox"/>	33	342.	
	34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed	34	27,413.	
	35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid	35		
	36 Enter amount from line 35 you want credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	36		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer

Date

PRESIDENTMay the IRS discuss this return with the preparer shown below?
☒ Yes ☐ No**Paid**

Print/Type preparer's name

JAMES C. LUNDY, JR., CPA

Preparer's signature

Date

3/14/13Check if self-employed ☐

PTIN

P01373491**Preparer**

Firm's name

DGLF CPAS & BUSINESS ADVISORS

Firm's EIN

62-1397304**Use Only**

Firm's address

401 COMMERCE STREET, SUITE 1250

Phone no.

(615) 661-6599**NASHVILLE, TN 37219-2446**211501
12-28-12

JWA For Paperwork Reduction Act Notice, see instructions.

Form 1120 (2012)

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		7,623.		149,026.
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts	()		()	
3	Inventories				
4	U.S. government obligations	SEE		SEE	
5	Tax-exempt securities	STATEMENT OF		STATEMENT OF	
6	Other current assets (att. stmt.)	CONSOLIDATED		CONSOLIDATED	
7	Loans to shareholders	BEGINNING		ENDING	
8	Mortgage and real estate loans	BALANCE SHEET		BALANCE SHEET	
9	Other investments (att. stmt.)		2,089,038.		2,166,875.
10a	Buildings and other depreciable assets	593,141.		662,430.	
b	Less accumulated depreciation	(584,428.)	8,713.	(657,178.)	5,252.
11a	Depletable assets				
b	Less accumulated depletion	()		()	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	79,983.		79,983.	
b	Less accumulated amortization	(55,990.)	23,993.	(61,322.)	18,661.
14	Other assets (att. stmt.)		33,800.		13,800.
15	Total assets		2,163,167.		2,353,614.
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.)				10,873.
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (att. stmt.)				
22	Capital stock: a Preferred stock				
b	Common stock	1,606,219.	1,606,219.	1,606,219.	1,606,219.
23	Additional paid-in capital				
24	Retained earnings - Appropriated (attach statement)				
25	Retained earnings - Unappropriated		556,948.		736,522.
26	Adjustments to shareholders' equity (attach statement)				
27	Less cost of treasury stock		()		()
28	Total liabilities and shareholders' equity		2,163,167.		2,353,614.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more - see instructions

1	Net income (loss) per books	186,790.	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books	27,401.		Tax-exempt interest \$	
3	Excess of capital losses over capital gains	7,960.			
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$		b	Charitable contributions \$	1,281.
c	Travel and entertainment \$	36,903.			16,184.
		26,014.			
		62,917.	9	Add lines 7 and 8	17,465.
6	Add lines 1 through 5	285,068.	10	Income (page 1, line 28) - line 6 less line 9	267,603.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	556,948.	5	Distributions: a Cash	
2	Net income (loss) per books	186,790.		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
					7,216.
			7	Add lines 5 and 6	7,216.
4	Add lines 1, 2, and 3	743,738.	8	Balance at end of year (line 4 less line 7)	736,522.

Form **8879-C****IRS e-file Signature Authorization for Form 1120**

OMB No. 1545-1884

2013Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning _____, 2013, ending _____, 20____

▶ Do not send to the IRS. Keep for your records.

▶ Information about Form 8879-C and its instructions is at www.irs.gov/form8879c.

Name of corporation

THOMASSON HOLDINGS, INC. & SUBSIDIARIES

Employer identification number

33-1004879**Part I Tax Return Information** (Whole dollars only)

1	Total income (Form 1120, line 11)	1	13,371,364.
2	Taxable income (Form 1120, line 30)	2	37,894.
3	Total tax (Form 1120, line 31)	3	5,684.
4	Amount owed (Form 1120, line 34)	4	
5	Overpayment (Form 1120, line 35)	5	44,307.

Part II Declaration and Signature Authorization of Officer (Be sure to get a copy of the corporation's return)

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's 2013 electronic income tax return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the corporation's electronic income tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the corporation's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return and, if applicable, the corporation's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **DGLF CPAS & BUSINESS ADVISORS**

ERO firm name

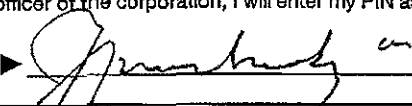
to enter my PIN **02070**

do not enter all zeros

as my signature on the corporation's 2013 electronically filed income tax return.

☐ As an officer of the corporation, I will enter my PIN as my signature on the corporation's 2013 electronically filed income tax return.

Officer's signature ▶



Date ▶

3/15/14

Title ▶

PRESIDENT**Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

62243937027

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2013 electronically filed income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶



Date ▶

3/13/14

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-C** (2013)

LHA

Form **1120****U.S. Corporation Income Tax Return**

For calendar year 2013 or tax year

OMB No. 1545-0123

2013Department of the Treasury
Internal Revenue Service

beginning _____, ending _____

Information about Form 1120 and its separate instructions is at www.irs.gov/form1120.**A Check if:**

- 1a Consolidated return (attach Form 951) ☒ **X**
- b Life/nonlife consolidated return ☐
- 2 Personal holding co. (attach Sch. PH) ☐
- 3 Personal service corp. (see instructions) ☐
- 4 Schedule M-3 attached ☐

**TYPE
OR
PRINT**

Name

THOMASSON HOLDINGS, INC. & SUBSIDIARIES

Number, street, and room or suite no. If a P.O. box, see instructions.

P.O. BOX 40527

City or town, state, or province, country and ZIP or foreign postal code

NASHVILLE, TN 37204**B Employer identification number****33-1004879****C Date incorporated****06/01/2002****D Total assets (see instructions)****\$ 2,380,640.****E Check if:** (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a Gross receipts or sales	1a	25,334,437.
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a	1c	25,334,437.
	2 Cost of goods sold (attach Form 1125-A)	2	12,026,660.
	3 Gross profit. Subtract line 2 from line 1c	3	13,307,777.
	4 Dividends (Schedule C, line 19)	4	13,764.
	5 Interest	5	23,947.
	6 Gross rents	6	
	7 Gross royalties	7	
	8 Capital gain net income (attach Schedule D (Form 1120))	8	19,012.
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	
10 Other income (attach statement) SEE CONSOLIDATED INCOME AND DEDUCTIONS	10	6,864.	
11 Total income. Add lines 3 through 10	11	13,371,364.	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (attach Form 1125-E)	12	3,652,907.
	13 Salaries and wages (less employment credits)	13	4,087,556.
	14 Repairs and maintenance	14	151,502.
	15 Bad debts	15	
	16 Rents	16	907,851.
	17 Taxes and licenses	17	1,151,965.
	18 Interest	18	
	19 Charitable contributions	19	4,211.
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	109,261.
	21 Depletion	21	
	22 Advertising	22	160,079.
	23 Pension, profit-sharing, etc., plans	23	437,334.
	24 Employee benefit programs	24	
	25 Domestic production activities deduction (attach Form 8903)	25	
	26 Other deductions (attach statement) SEE CONSOLIDATED INCOME AND DEDUCTIONS	26	2,670,804.
	27 Total deductions. Add lines 12 through 26	27	13,333,470.
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	37,894.
29a Net operating loss deduction (see instructions)	29a		
b Special deductions (Schedule C, line 20)	29b		
c Add lines 29a and 29b	29c		
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28 (see instructions)	30	37,894.
	31 Total tax (Schedule J, Part I, line 11)	31	5,684.
	32 Total payments and refundable credits (Schedule J, Part II, line 21)	32	50,000. ✓
	33 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input checked="" type="checkbox"/> X	33	9.
	34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed	34	0.
	35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid	35	44,307.
	36 Enter amount from line 35 you want Credited to 2014 estimated tax 2,500. Refunded	36	41,807.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer

Date

PRESIDENTMay the IRS discuss this return with the preparer shown below?
☒ Yes ☐ No**Paid**

Print/Type preparer's name

JAMES C. LUNDY, JR., CPA

Preparer's signature

Date

3/13/14Check if self-employed ☐

PTIN

P01373491**Preparer Use Only**Firm's name **DGLF CPAS & BUSINESS ADVISORS**Firm's EIN **62-1397304**Firm's address **401 COMMERCE STREET, SUITE 1250**

Phone no.

(615) 661-6599**NASHVILLE, TN 37219-2446**311801
12-18-13

JWA For Paperwork Reduction Act Notice, see separate instructions.

Form 1120 (2013)

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			149,027.		123,970.
2a Trade notes and accounts receivable					
b Less allowance for bad debts		()		()	
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (att. stmt.)					38,577.
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (att. stmt.)			2,166,875.		2,188,937.
10a Buildings and other depreciable assets	662,430.			623,539.	
b Less accumulated depreciation	(657,178)		5,252.	(621,512)	2,027.
11a Depletable assets					
b Less accumulated depletion	()			()	
12 Land (net of any amortization)					
13a Intangible assets (amortizable only)	79,983.			79,983.	
b Less accumulated amortization	(61,322)		18,661.	(66,654)	13,329.
14 Other assets (att. stmt.)			13,800.		13,800.
15 Total assets			2,353,615.		2,380,640.
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (att. stmt.)			10,873.		125,000.
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					
21 Other liabilities (att. stmt.)					
22 Capital stock: a Preferred stock					
b Common stock	1,606,219.	1,606,219.		1,606,219.	1,606,219.
23 Additional paid-in capital					
24 Retained earnings - Appropriated (attach statement)					
25 Retained earnings - Unappropriated			736,523.		649,421.
26 Adjustments to shareholders' equity (attach statement)					
27 Less cost of treasury stock			()		()
28 Total liabilities and shareholders' equity			2,353,615.		2,380,640.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more - see instructions

1 Net income (loss) per books	-87,102.	7 Income recorded on books this year not included on this return (itemize):	
2 Federal income tax per books	76,607.	Tax-exempt interest \$	
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize):			
5 Expenses recorded on books this year not deducted on this return (itemize):		8 Deductions on this return not charged against book income this year (itemize):	
a Depreciation	\$	a Depreciation	\$
b Charitable contributions	\$ 10,039.	b Charitable contributions	\$
c Travel and entertainment	\$ 35,670.		23,334.
	26,014.		
6 Add lines 1 through 5	71,723.	9 Add lines 7 and 8	23,334.
	61,228.	10 Income (page 1, line 28) - line 6 less line 9	37,894.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	736,523.	5 Distributions: a Cash	
2 Net income (loss) per books	-87,102.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
4 Add lines 1, 2, and 3	649,421.	7 Add lines 5 and 6	
		8 Balance at end of year (line 4 less line 7)	649,421.

Balance Sheet

Thursday, September 18, 2014

2:36:12 PM

L. C. Thomasson Associates, Inc.

As of period 8/31/2014

		Balance
12000	BANK --MAIN ACCT.	6,154,648.03
12100	BANK-A/P & PAYROLL	(960,124.91)
12200	BANK--MANUAL CHECKS	664,153.87
	Subtotal	5,858,676.99
13210	GOODWILL-TFS PURCHASE	13,328.87
	Subtotal	13,328.87
15100	SECURITY DEPOSITS	13,800.00
15300	CORPORATE TAX DEPOSITS	10,000.00
	Subtotal	23,800.00
16000	COMPUTER EQUIPMENT	334,585.80
16100	COPIERS, PRINTERS, ETC	48,123.07
16200	FURNITURE	38,008.00
16300	AUTOMOBILES	234,536.22
	Subtotal	655,253.09
17000	ACC DEPR COMPUTERS	(310,643.65)
17100	ACC DEPR COPIERS	(38,670.28)
17200	ACC DEPR FURNITURE	(37,661.66)
17300	ACC DEPR AUTOMOBILES	(234,536.22)
	Subtotal	(621,511.81)
	Total Assets	5,929,547.14
25000	SALARIES ACCRUED	
	Subtotal	
	Total Liabilities	
30000	CAPITAL STOCK	5,434.00
	Subtotal	5,434.00
33000	RET EARNINGS PRIOR YRS	116,667.20
	Subtotal	116,667.20
34000	CURRENT YR, R.E.	5,807,445.93
	Subtotal	5,807,445.93
	Total Net Worth	5,929,547.14
	Total Liabilities and Net Worth	5,929,547.14

Income Statement

Thursday, September 18, 2014
2:36:23 PM

I. C. Thomasson Associates, Inc.

As of period 8/31/2014

		Current	% of Rev Current	Year-to-Date	% of Rev YTD
40010	PROFESSIONAL FEES	2,151,210.89	99.71%	19,190,264.10	99.56%
	Subtotal	2,151,210.89	99.71%	19,190,264.10	99.56%
41000	MISCELLANEOUS INCOME	5,536.74	.26%	81,107.50	.42%
	Subtotal	5,536.74	.26%	81,107.50	.42%
42000	INTEREST INCOME	661.65	.03%	2,786.37	.01%
	Subtotal	661.65	.03%	2,786.37	.01%
	Total Revenue	2,157,409.28	100.00%	19,274,157.97	100.00%
51000	TRAVEL-BILLABLE	64,637.19	3.00%	408,494.57	2.12%
	Subtotal	64,637.19	3.00%	408,494.57	2.12%
52000	PRINTING-REIMB.			18,582.67	.10%
	Subtotal			18,582.67	.10%
53000	CONSULTANTS	55,824.39	2.59%	276,373.06	1.43%
	Subtotal	55,824.39	2.59%	276,373.06	1.43%
	Total Reimbursables	120,461.58	5.58%	703,450.30	3.63%
	Revenue Less Reimbursables	2,036,947.70	94.42%	18,570,707.67	96.35%
50000	WAGES-DIRECT	808,057.49	37.45%	6,365,374.98	33.03%
	Subtotal	808,057.49	37.45%	6,365,374.98	33.03%
57100	CONSULTANT-DIRECT	55,096.70	2.55%	459,043.86	2.38%
57200	TRAVEL & SUBS-DIRECT	23,879.37	1.11%	138,298.10	.72%
57300	REPRODUCTION -DIRECT			1,304.30	.01%
57500	PROJECT DESIGN ERRORS	1,200.00	.06%	22,986.51	.12%
	Subtotal	80,176.07	3.72%	621,632.77	3.23%
	Total Directs	888,233.56	41.17%	6,987,007.75	36.25%
	Revenue Less Reimbursables, Directs	1,148,714.14	53.25%	11,583,699.92	60.10%
60000	HOLIDAY WAGES			141,963.19	.74%
60100	VACATION WAGES	47,181.83	2.19%	380,623.91	1.97%
60200	SICK LEAVE WAGES	14,671.12	.68%	144,275.53	.75%
60300	WAGES INDIRECT	198,788.73	9.21%	1,617,332.78	8.39%
60400	TRAVEL-SALES/MARKETING	9,384.02	.43%	72,663.82	.38%
60500	TRAVEL---MEALS	2,827.21	.13%	26,046.75	.14%
60600	TAXES-PAYROLL	76,887.28	3.56%	643,413.44	3.34%
60700	TAXES-SALES/MISC.			17,895.64	.09%
60800	INSURANCE-MEDICAL	89,254.14	4.14%	912,588.64	4.73%
	Subtotal	438,994.33	20.35%	3,956,803.70	20.53%
61100	TELEPHONE	12,370.95	.57%	80,299.66	.42%
61300	DUES & REGISTRATIONS	9,110.17	.42%	110,586.43	.57%
61500	POSTAGE/FEDX ETC.	1,248.95	.06%	12,605.54	.07%
61600	ENTERTAINMENT	1,000.00	.05%	8,718.69	.05%
61700	OFFICE SUPPLIES	13,638.88	.63%	99,152.89	.51%
61800	PRINTING-OUTSIDE			180.42	

		% of Rev		% of Rev	
		Current	Current	Year-to-Date	YTD
61900	PROFESSIONAL SERVICES	11,124.82	.52%	78,749.26	.41%
	Subtotal	48,493.77	2.25%	390,292.89	2.02%
62000	SEMINARS /TRAINING	1,792.87	.08%	30,820.97	.16%
62100	MARKETING	10,320.16	.48%	70,904.77	.37%
62200	BUILDING RENT	71,412.00	3.31%	572,036.00	2.97%
62300	BUILDING MAINTENANCE	1,281.61	.06%	28,601.35	.15%
62400	BUILDING UTILITIES	8,837.89	.41%	61,624.80	.32%
62600	INSURANCE GENERAL			6,722.00	.03%
62800	COMPUTER/EQUIPMENT MAINT.	5,085.81	.24%	195,348.47	1.01%
	Subtotal	98,730.34	4.58%	966,058.36	5.01%
63000	CONTRIBUTIONS	350.00	.02%	17,975.00	.09%
63100	BONUSES	4,500.00	.21%	36,448.80	.19%
63200	PROFIT SHARING	28,802.30	1.34%	228,302.93	1.18%
63400	DENTAL INS	11,509.02	.53%	69,200.89	.36%
63500	TAMPA EXPENSES	194.76	.01%	1,158.68	.01%
63700	EQUIPMENT MAINTENANCE	3,491.36	.16%	35,887.87	.19%
63800	EQUIPMENT LEASING	6,081.95	.28%	6,081.95	.03%
63900	NON DED-STADIUM	4,274.56	.20%	39,949.29	.21%
63910	NON DED-OFFICER LIFE	8,923.38	.41%	28,093.62	.15%
	Subtotal	68,127.33	3.16%	463,099.03	2.40%
	Total Indirects	654,345.77	30.33%	5,776,253.98	29.97%
	Total Operating Expenses	1,663,040.91	77.09%	13,466,712.04	69.87%
	Total Operating Profit/Loss	494,368.37	22.91%	5,807,445.93	30.13%

Exhibit C-4
“Financial Arrangements”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT provides energy supply consulting services to clients but never takes title to or receives payment directly from customers for energy consumed. Therefore, ICT is not required to develop financial arrangements to conduct competitive retail natural gas services as a business activity. However, ICT does offer the attached letter from our financial institution to verify our financial standings.



Bryan L. Bean
First Vice President

SunTrust Bank
Commercial Banking
401 Commerce Street, Ste 4400
Nashville, TN 37219
Tel 615 748.4650
Cell 615.342.9716
Bryan.Bean@SunTrust.com

July 28, 2014

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

Re: I.C. Thomasson Associates, Inc.

To Whom It May Concern,

This letter is intended to serve as a summary of the relationship between I.C. Thomasson Associates, Inc. and SunTrust Bank.

I.C. Thomasson, Inc. has been a customer of our bank since 1983 and all dealings have been handled satisfactorily. At least one depository relationship has been in place since our relationship began and all accounts have been handled in an exemplary manner. Currently, the bank manages six and seven-figure checking and savings for I.C. Thomasson.

Presently there is no debt, short or long-term, issued to I.C. Thomasson by SunTrust.

In summary, the firm is in excellent standing with SunTrust Bank, and represents a very important relationship to us.

If you have any further questions, please do not hesitate to reach out to me.

Sincerely,

Bryan L. Bean
First Vice President

Exhibit C-5
“Forecasted Financial Statements”

PUBLIC UTILITIES COMMISSION OF OHIO
Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT audited tax forms for the last 2 years (i.e. 2012 & 2013) are provide in response to Question C-3. The Certified Public Accounting Firm's contact information is provided in these reports.

As a private, employee-owned firm, ICT does not prepare Forecasted Financial Statements. However, the previous years' CFS provided in response to Question C-3 is indicative for future years' financial projections.

For further clarification, ICT is an energy and engineering consulting firm that never takes title to the energy and, therefore, never receives energy suppliers' payments from customers for energy consumed. This minimizes the customers' liability as it relates to the energy supply consulting services provided by ICT.

Exhibit C-6
“Credit Rating”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT credit rating from Dun & Bradstreet is a 3A2, included in Exhibit C-7 in the Dun & Bradstreet Credibility Corp report, page 8. ICT only has one credit rating. ICT has communicated this with the Commission of Ohio and was approved to provide only one credit rating for this application.

Exhibit C-7
“Credit Report”



I. C. Thomasson Associates, Inc. DUNS: 04-811-6891

Dashboard

Company Info

2950 Kraft Dr Ste 500
Nashville, TN 37204

Phone: (615) 346-3400

URL: www.ichomasson.com

Scores

PAYDEX®	Delinquency Predictor		Financial Stress		Supplier Eval. Risk Rating	Credit Limit Rec.	DandB Rating
Score	Score	Class	Score	Class	Rating	Recommendation	Rating
80 ▲	425 ▲	5	1584 ▲	1	2 ▲	\$2.5K	3A2

Recent Alerts

INQUIRY 08/13/14 **1 New Inquiry**

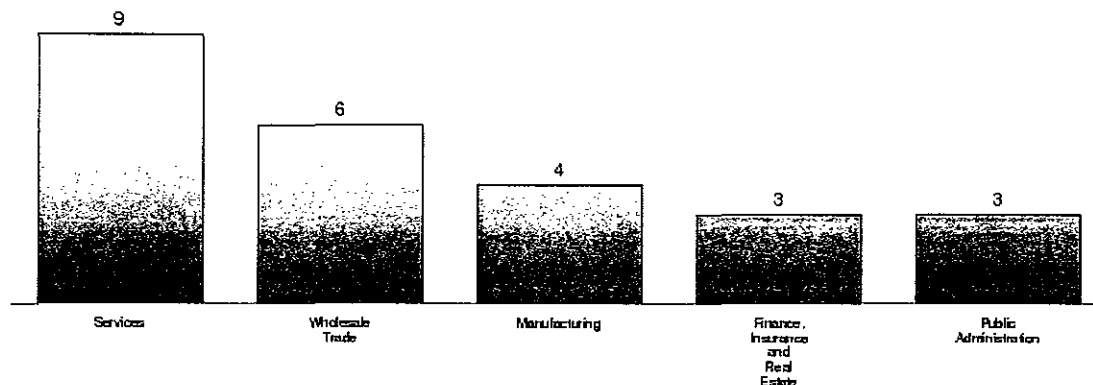
INQUIRY 07/26/14
1 New Inquiry

Inquiries

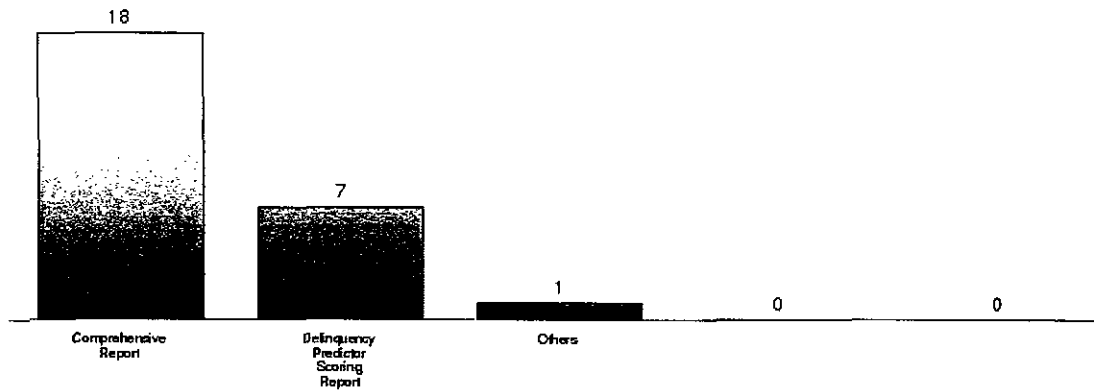
Most Recent

Date	SIC / Sector	Report type
08/11/14	Public Administration	Comprehensive Report
07/24/14	Services	Comprehensive Report
07/15/14	Manufacturing	Comprehensive Report
07/15/14	Services	Comprehensive Report
07/15/14	Manufacturing	Comprehensive Report

Top 5 Inquiries by SIC / Sector (12 Months)



Top 5 Inquiries by Report Type (12 Months)



Scores

PAYDEX®

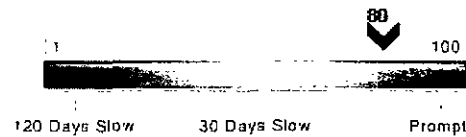
80



3 Month PAYDEX®

80

ON TERMS



Understanding My Score

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

Recent Payments

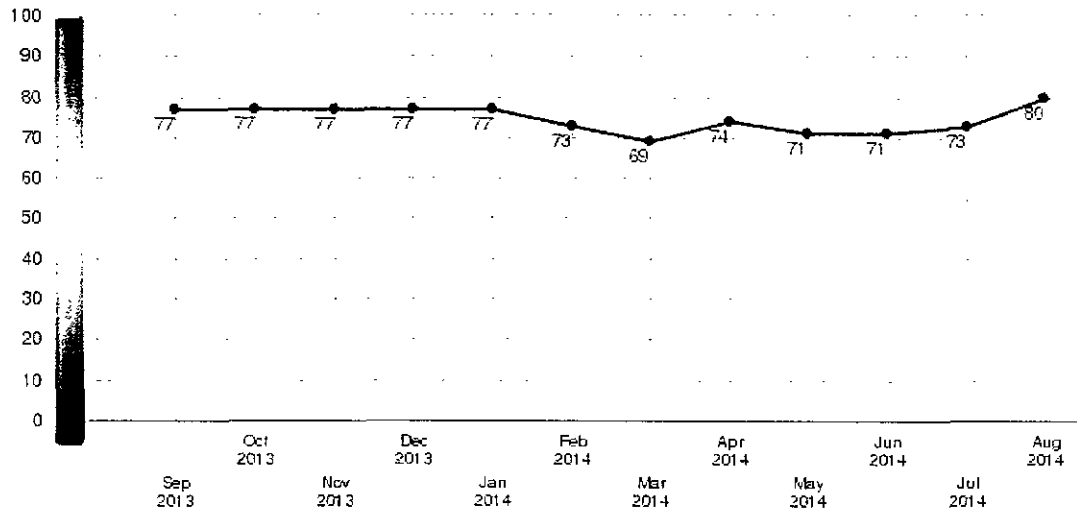
Total (Last 12 Months): 65

Date	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/f (Mo.)
08/2014	Ppt	\$65,000	\$0	\$0	N45	1 mo
08/2014	Ppt	\$50,000	\$50,000	\$0	N30	1 mo
08/2014	Ppt	\$45,000	\$15,000	\$0	N90	1 mo
08/2014	Ppt	\$45,000	\$15,000	\$0	N90	1 mo
08/2014	Ppt	\$15,000	\$0	\$0	N30	2-3 mos

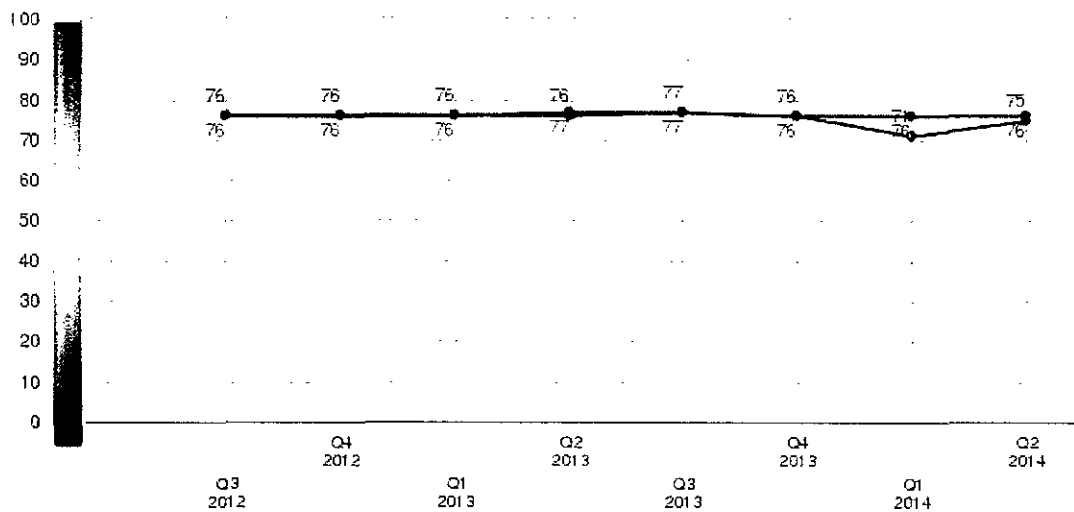
Key

PAYDEX®	Payment Practices	PAYDEX®	Payment Practices
100	Anticipate	40	60 Days Beyond Terms
90	Discount	30	90 Days Beyond Terms
80	Prompt	20	120 Days Beyond Terms
70	15 Days Beyond	1-19	Over 120 Days Beyond Terms
60	22 Days Beyond Terms	UN	Unavailable
50	30 Days Beyond Terms		

Trends



Industry Comparison



- My Company (80)
- Industry Median: (76)

Based on payments collected over the last 4 quarters.

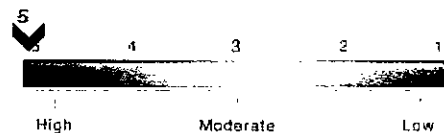
- Current PAYDEX® for this business is 80, or equal to ON TERMS
- The present industry median score is 76, or equal to 6 days beyond terms.

Delinquency Predictor Score

Score
425 ▲

Class
5

Percentile
8%



High risk of severe payment
delinquency over next 12 months

Understanding My Score

The D&B Delinquency Predictor (formerly the Commercial Credit Score) predicts the likelihood that a company will pay in a severely delinquent manner (91+ days past term) over the next 12 months, seek legal relief from creditors, or cease operations without paying all creditors in full over the next 12 months based on the information in D&B's database. A severely delinquent firm is defined as a business with at least 10% of its dollars 91+ days slow.

Incidence of Delinquent Payment:

Among Companies with this Classification: **53.10%**

Factors Affecting Your Score:

Proportion of past due balances to total amount owing

Increase in proportion of delinquent payments in recent payment experiences

Proportion of slow payments in recent months

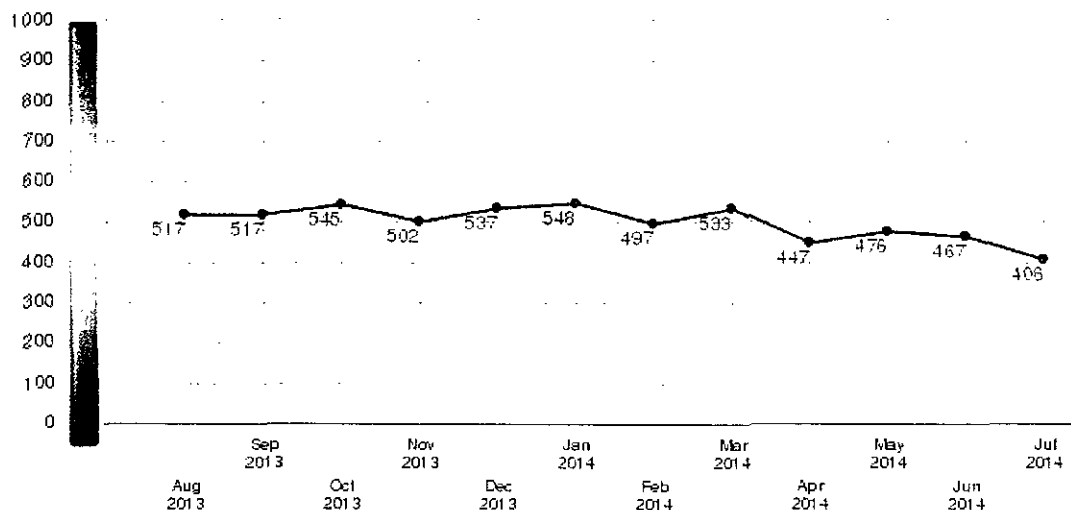
Evidence of open suits

Higher risk industry based on delinquency rates for this industry

Key

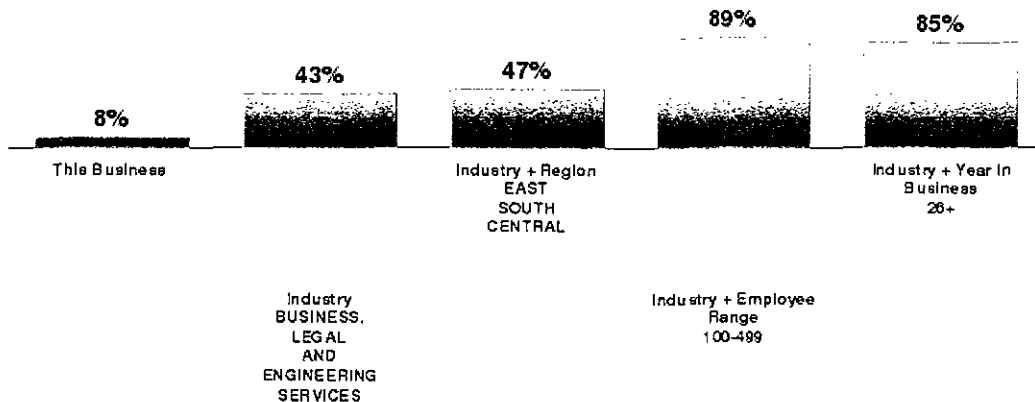
Risk Class	% of Businesses within this Class	Percentile	Score
1	10%	91-100	580-670
2	20%	71-90	530-579
3	40%	31-70	481-529
4	20%	11-30	453-480
5	10%	1-10	101-452

Trends - Scores, 12 Month



• My Company (425)

Industry Comparison

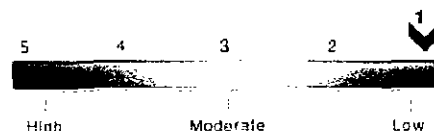


This business has a Credit Score Percentile that shows:

- 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.

Financial Stress Score

Score **1584** ▲ Class **1** Nat'l % **97%**



Low risk of severe financial stress,
such as bankruptcy, over the next 12
months

Understanding My Score

Incidence of Financial Stress:

Among Companies with this Classification: **0.03** (84 per 10000)

Factors Affecting Your Score:

UCC Filings reported.

Low proportion of satisfactory payment experiences to total payment experiences.

Unstable Paydex over last 12 months.

- The Financial Stress Class Summary Model 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&B's extensive data files.

Notes:

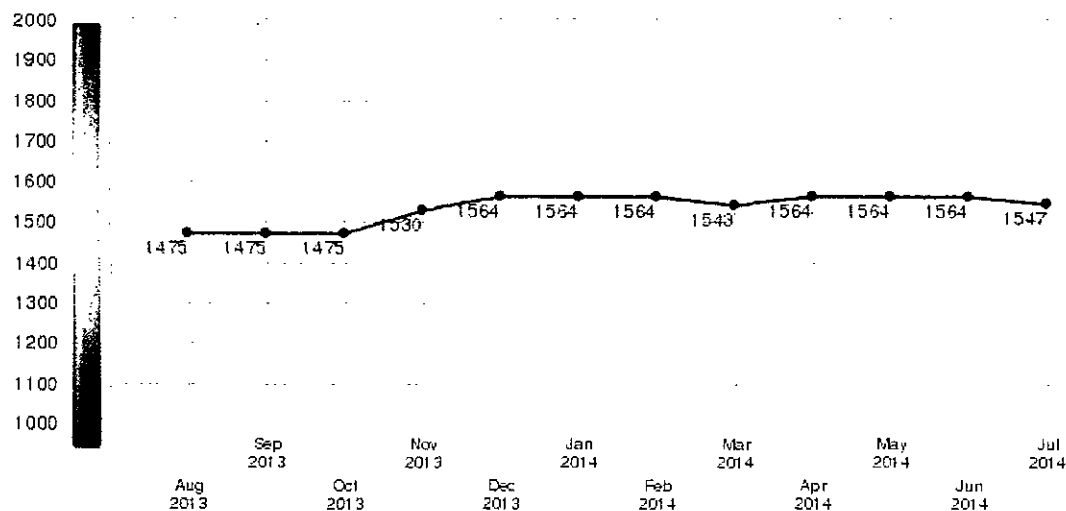
- The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The Incidence of Financial Stress shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Incidence of Financial Stress - 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.
- All Financial Stress Class, Percentile, Score and Incidence statistics are based on sample data from

Key

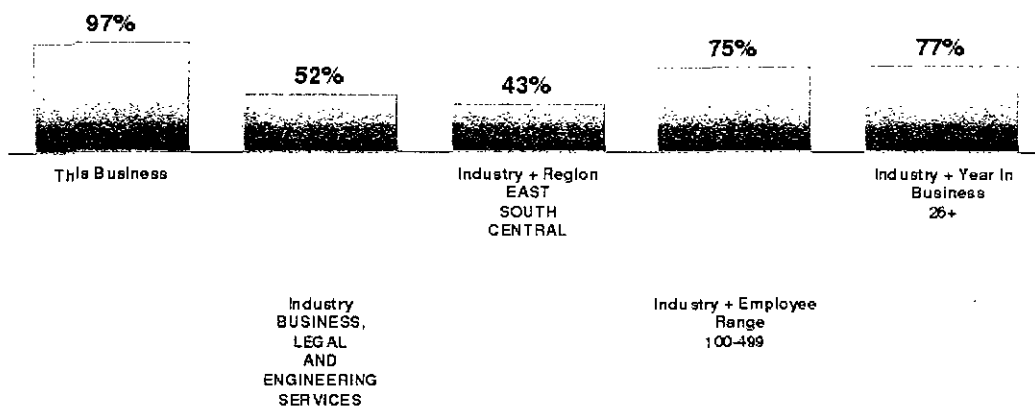
Score	Class	Percentile	Incidence of Financial Stress
1570-1875	1	95-100	6.0%
1510-1569	2	69-94	10.6%
1450-1509	3	34-68	18.4%
1340-1449	4	2-33	31.5%
1001-1339	5	1	70.0%

Trends - Scores, 12 Month



- My Company (1,584)

Industry Comparison



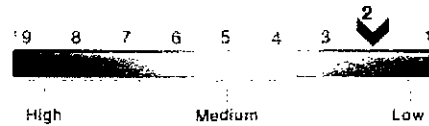
Based on payments collected over the last 4 quarters.

- 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.

Supplier Evaluation Risk Rating

2 ▲



Moderate risk of supplier experiencing severe financial stress over the next 12 months.

Understanding My Score

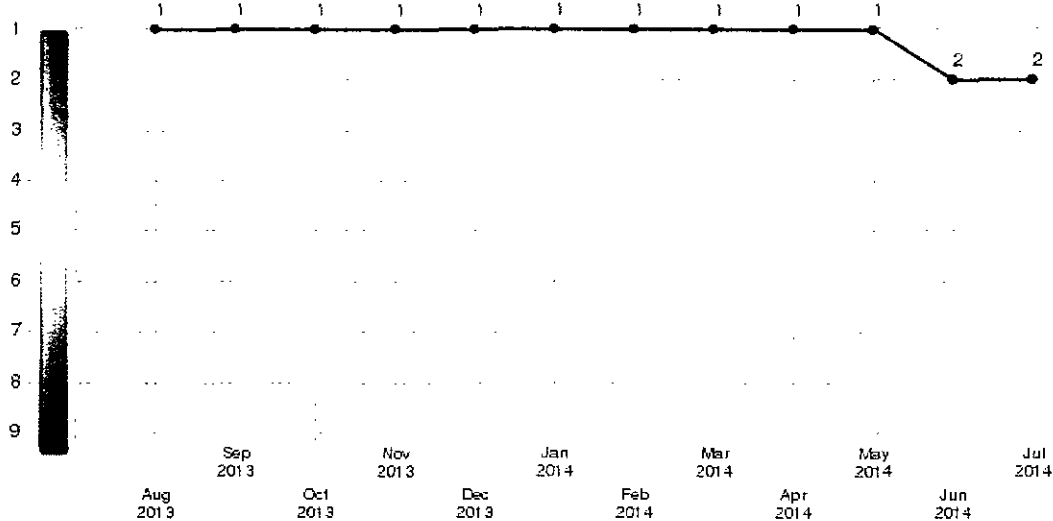
The Supplier Evaluation Risk (SER) Rating predicts the likelihood that a supplier will cease business operations or become inactive over the next 12 month period based on the depth of predictive data attributes available on the business. The SER Rating scoring system uses statistical probabilities to classify public and private companies into a 1-9 risk rating, where 1 represents low risk and 9 represents high risk.

Factors Affecting This Company's Score:

Proportion of past due balances to total amount owing

Higher risk industry based on inactive rate for this industry

Trends



- My Company (2)

Credit Limit Recommendation

Risk Category

4

High-Mod

Conservative Credit Limit

\$2.5k

Aggressive Credit Limit

\$10k



Understanding My Score

D&B's Credit Limit Recommendation is intended to help you more easily manage your credit decisions. It provides two recommended dollar guidelines:

A conservative limit, which suggests a dollar benchmark if your policy is to extend less credit to minimize risk.

An aggressive limit, which suggests a dollar benchmark if your policy is to extend more credit with potentially more risk.

The dollar guideline amounts are based on a historical analysis of credit demand of customers in D&B's U.S. payments database which have a similar profile to your business.

D&B Rating®

Rating
3A2

Financial Strength: **3A indicates \$1 to \$10,000,000**
Composite Credit Appraisal: **2 is good**

D&B Rating	Date Applied
3A2	2014-05-12
BB2	2013-10-03
1R3	2012-10-15
4A1	2011-04-11
1R2	2003-10-09
3A1	2002-10-26
1R2	2002-10-16
3A2	2001-04-21
3A1	1998-03-19
CB1	1997-04-24

Understanding My Score

Factors Affecting Your Score

of Employees Total: **160 (120 here)**

Worth: **\$2,370,054**

Working Capital: **\$1,854,227**

Payment Activity (based on 65 experiences):

Average High Credit: **\$10,854**

Highest Credit: **\$65,000**

Total Highest Credit: **\$252,750**

Note: The Worth amount in this section may have been adjusted by D&B to reflect typical deductions, such as certain intangible assets.

Inquiries

12 Month Summary

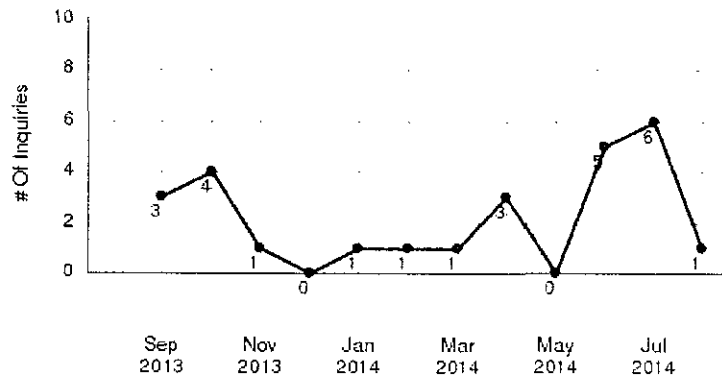
Over the past 12 months ending 8-2014, 26 individual requests for information on your company were received; this represents a 100.00% decrease over the prior 12 month period. The 26 inquiries were made by 16 unique companies indicating that some companies have inquired on your business multiple times and may be monitoring you. Of the total products purchased, 9, or 34.62% came from the Services sector; 6, or 23.08% came from the Wholesale Trade sector; 4, or 15.38% came from the Manufacturing sector.

12 Mo. Total: 26

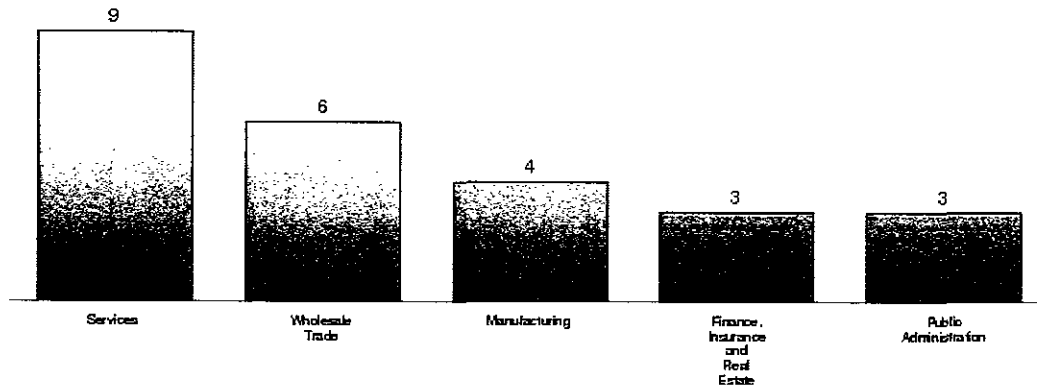
12 Mo. Unique Companies: 16

Date ▼	Report type	SIC / Sector
08/11/14	Comprehensive Report	Public Administration
07/24/14	Comprehensive Report	Services
07/15/14	Comprehensive Report	Manufacturing
07/15/14	Comprehensive Report	Services
07/15/14	Comprehensive Report	Manufacturing
07/15/14	Comprehensive Report	Manufacturing
07/10/14	Comprehensive Report	Manufacturing
06/26/14	Comprehensive Report	Public Administration
06/06/14	Comprehensive Report	Services
06/06/14	Others	Services
06/06/14	Delinquency Predictor Scoring Report	Services
06/04/14	Comprehensive Report	Wholesale Trade
04/10/14	Comprehensive Report	Services
04/10/14	Comprehensive Report	Services
04/10/14	Comprehensive Report	Services
03/17/14	Comprehensive Report	Services
02/14/14	Comprehensive Report	Construction
01/03/14	Comprehensive Report	Wholesale Trade
11/05/13	Comprehensive Report	Finance, Insurance and Real Estate
10/31/13	Comprehensive Report	Finance, Insurance and Real Estate
10/29/13	Delinquency Predictor Scoring Report	Finance, Insurance and Real Estate
10/28/13	Delinquency Predictor Scoring Report	Wholesale Trade
10/28/13	Delinquency Predictor Scoring Report	Wholesale Trade
09/17/13	Delinquency Predictor Scoring Report	Public Administration
09/10/13	Delinquency Predictor Scoring Report	Wholesale Trade
09/10/13	Delinquency Predictor Scoring Report	Wholesale Trade

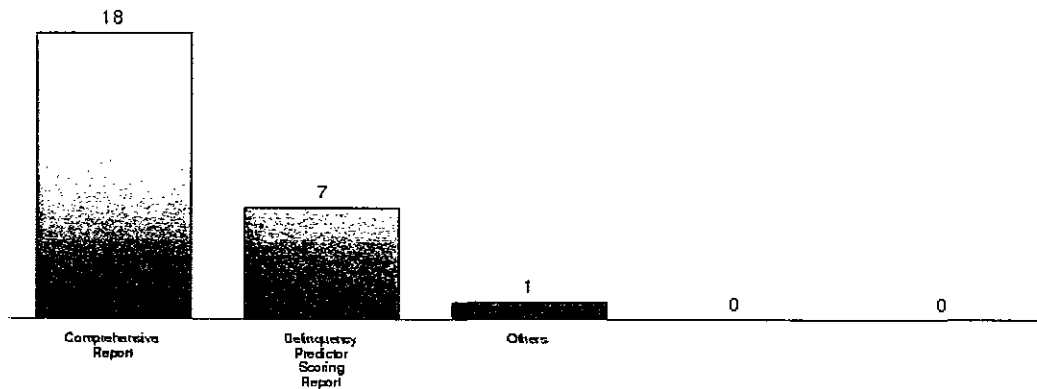
Trends - 12 Month



Top 5 Inquiries by Report Type (12 Months)



Top 5 Report Types Graph(12 Months)



All Inquiries by Industry and SIC / Sector

SIC/Sector	Sep 2013 to Nov 2013	Dec 2013 to Feb 2014	Mar 2014 to May 2014	Jun 2014 to Aug 2014	Total Inquiries
Construction	0	1	0	0	1
Finance, Insurance and Real Estate	3	0	0	0	3
Manufacturing	0	0	0	4	4
Public Administration	1	0	0	2	3
Services	0	0	4	5	9
Transportation, Communications, Electric, Gas and Sanitary Services	0	0	0	0	0
Wholesale Trade	4	1	0	1	6

Inquiries by Report Type

Report Type	Sep 2013 to Nov 2013	Dec 2013 to Feb 2014	Mar 2014 to May 2014	Jun 2014 to Aug 2014	Total
Comprehensive Report	2	2	4	10	18
Delinquency Predictor Scoring Report	6	0	0	1	7
Others	0	0	0	1	1
Payment Analysis Report	0	0	0	0	0

Payments

Currency: Shown in USD unless otherwise indicated

Payments Summary

Current 80 Equal to ON TERMS
PAYDEX®:
Industry Median: 76 Equal to 6 DAYS BEYOND terms
Payment Trend: ▲ Up, compared to payments three months ago

Total payment Experiences in D&Bs File (HQ): 65
Payments Within Terms (not dollar weighted): 100
Total Placed For Collection: NA
Average Highest Credit: 10,854
Largest High Credit: 65,000
Highest Now Owing: 50,000
Highest Past Due: NA

Payments Summary by Industry

Total (Last 12 Months): 65

	Total Received	Total Dollar Amount	Largest High Credit Payment summary	Within Terms	Days Slow			
					31	30-80	81-90	90
Top Industries								
Engineering services	2	\$90,000	\$45,000	100%	0	0	0	0
Mfg photograph equip	2	\$3,500	\$2,500	100%	0	0	0	0
Telephone communictns	2	\$1,250	\$1,000	100%	0	0	0	0
Admin social programs	2	\$500	\$250	100%	0	0	0	0
Public finance	2	\$100	\$50	100%	0	0	0	0
Architectural service	1	\$65,000	\$65,000	100%	0	0	0	0
Ret furniture	1	\$50,000	\$50,000	100%	0	0	0	0
Lithographic printing	1	\$15,000	\$15,000	100%	0	0	0	0
Short-term busn credit	1	\$10,000	\$10,000	100%	0	0	0	0
Whol office equipment	1	\$5,000	\$5,000	100%	0	0	0	0
Radiotelephone commun	1	\$5,000	\$5,000	100%	0	0	0	0
Data processing svcs	1	\$1,000	\$1,000	100%	0	0	0	0
Misc business service	1	\$1,000	\$1,000	100%	0	0	0	0
Reg misc coml sector	1	\$750	\$750	100%	0	0	0	0
Drywall/insulate work	1	\$750	\$750	100%	0	0	0	0
Mfg signs/ad specltys	1	\$500	\$500	100%	0	0	0	0
Management services	1	\$250	\$250	100%	0	0	0	0
Whol electrical equip	1	\$50	\$50	100%	0	0	0	0
Newspaper-print/publ	1	\$0	\$0	0%	0	0	0	0
Misc business credit	1	\$0	\$0	0%	0	0	0	0
Other Categories								
Cash experiences	37	\$2,900	\$750	--	--	--	--	--
Unknown	3	\$200	\$100	--	--	--	--	--
Unfavorable comments	0	\$0	\$0	--	--	--	--	--
Placed for collections with D&B:	0	\$0	\$0	--	--	--	--	--
Other	0	N/A	\$0	--	--	--	--	--
Total in D&B's file	65	\$252,750	\$65,000	--	--	--	--	--

Payments Beyond Terms

We currently don't have enough data to display this section.

All Payments

Total (Last 12 Months): 65

Date ▼	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/f (Mo.)
08/2014	Ppt	\$65,000	\$0	\$0	N45	1 mo
08/2014	Ppt	\$50,000	\$50,000	\$0	N30	1 mo

Date ▼	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/f (Mo.)
08/2014	Ppt	\$45,000	\$15,000	\$0	N90	1 mo
08/2014	Ppt	\$45,000	\$15,000	\$0	N90	1 mo
08/2014	Ppt	\$15,000	\$0	\$0	N30	2-3 mos
08/2014	Ppt	\$5,000	\$1,000	\$0	N30	1 mo
07/2014	Ppt	--	\$0	\$0	--	6-12 mos
07/2014	Ppt	\$5,000	\$5,000	\$0	--	1 mo
07/2014	Ppt	\$1,000	\$1,000	\$0	--	1 mo
07/2014	Ppt	\$1,000	\$100	\$0	--	6-12 mos
07/2014	Ppt	\$250	\$0	\$0	--	6-12 mos
07/2014	Ppt	\$50	\$0	\$0	N30	4-5 mos
07/2014	(013)	\$100	--	--	Cash account	1 mo
07/2014	(014)	\$50	\$0	\$0	--	4-5 mos
06/2014	Ppt	\$1,000	\$1,000	\$0	--	1 mo
06/2014	Ppt	\$750	\$0	\$0	--	6-12 mos
06/2014	(017)	\$50	--	--	Cash account	1 mo
06/2014	(018)	\$50	--	--	Cash account	1 mo
06/2014	(019)	\$50	--	--	Cash account	1 mo
06/2014	(020)	\$50	--	--	Cash account	1 mo
06/2014	(021)	\$50	--	--	Cash account	1 mo
05/2014	Ppt	\$50	--	--	--	1 mo
05/2014	Ppt	\$50	--	--	--	1 mo
05/2014	(024)	\$50	--	--	Cash account	1 mo
04/2014	(025)	\$100	--	--	Cash account	1 mo
04/2014	(026)	\$50	--	--	Cash account	1 mo
04/2014	(027)	\$50	--	--	Cash account	6-12 mos
03/2014	(028)	\$50	--	--	Cash account	1 mo
02/2014	(029)	\$750	--	--	Cash account	1 mo
01/2014	Ppt	\$10,000	\$500	\$0	--	1 mo
12/2013	Ppt	\$250	--	--	--	1 mo
12/2013	Ppt	\$250	--	--	--	1 mo
11/2013	Ppt	\$250	\$250	\$0	--	1 mo
10/2013	(034)	\$50	--	--	Cash account	1 mo
10/2013	(035)	\$50	--	--	Cash account	1 mo
10/2013	(036)	\$50	--	--	Cash account	1 mo
09/2013	(037)	\$50	--	--	Cash account	1 mo
07/2013	(038)	\$100	--	--	Cash account	1 mo
07/2013	(039)	\$100	--	--	Cash account	1 mo
07/2013	(040)	\$100	--	--	Cash account	1 mo
07/2013	(041)	\$100	--	--	Cash account	1 mo

Date ▼	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/f (Mo.)
07/2013	(042)	\$50	--	--	Cash account	1 mo
07/2013	(043)	--	\$0	\$0	--	6-12 mos
06/2013	(044)	\$50	--	--	Cash account	1 mo
06/2013	(045)	\$50	--	--	Cash account	1 mo
05/2013	Ppt	\$1,000	\$1,000	--	--	--
05/2013	(047)	\$750	--	--	--	1 mo
05/2013	(048)	\$50	--	--	Cash account	1 mo
05/2013	(049)	\$50	--	--	Cash account	1 mo
05/2013	(050)	\$50	--	--	Cash account	1 mo
05/2013	(051)	\$50	--	--	--	1 mo
05/2013	(052)	\$50	--	--	Cash account	1 mo
05/2013	(053)	\$50	--	--	Cash account	1 mo
05/2013	(054)	\$50	--	--	Cash account	2-3 mos
05/2013	(055)	\$50	--	--	Cash account	1 mo
04/2013	(056)	\$100	--	--	Cash account	1 mo
03/2013	(057)	\$50	--	--	Cash account	6-12 mos
02/2013	(058)	\$50	--	--	Cash account	6-12 mos
01/2013	(059)	\$50	--	--	Cash account	6-12 mos
01/2013	(060)	\$50	--	--	Cash account	6-12 mos
12/2012	Ppt	\$2,500	\$1,000	\$0	N30	1 mo
12/2012	(062)	\$100	\$0	\$0	N30	6-12 mos
11/2012	(063)	\$50	--	--	Cash account	6-12 mos
10/2012	(064)	\$50	--	--	Cash account	1 mo
08/2012	Ppt	\$500	\$0	\$0	--	6-12 mos

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

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

History & Operations

Currency: Shown in USD unless otherwise indicated

Company Overview

Company Name:	I. C. THOMASSON ASSOCIATES, INC.	URL:	www.ictthomasson.com
Doing Business As:	I. C. THOMASSON ASSOCIATES, INC.	Stock Symbol:	NA
Street Address:	2950 Kraft Dr Ste 500 Nashville, TN 37204	History:	NA
Phone:	(615) 346-3400	Operations:	profitable
Fax:	(615) 346-3550	Present Management Control:	NA
		Annual Sales:	NA

History

The following information was reported: **07/09/2014**

Officer(s):

GEORGE R BRATTON, CHB
JOSEPH J WIMBERLY IV, PRES
CLIFF HARVILLE, SR V PRES
WILLIAM TINNELL, TREAS
ALBERT GREEN, SEC

DIRECTOR(S):

THE OFFICER(S)

The Tennessee Secretary of State's business registrations file showed that I. C. Thomasson Associates, Inc. was registered as a Corporation on December 30, 1964.

Business started 1942 by Irving C Thomasson. 90% of capital stock is owned by Officers. 10% of capital stock is owned by 21 stockholders.

GEORGE R BRATTON born 1950. 1972-present active here. 1968-1970 attended Tennessee Technological University, Cookeville, TN. 1970-1975 attended and graduated from the YMCA Night Law School, Nashville, TN.

JOSEPH J WIMBERLY IV born 1959. 1981-present active here. 1977-1981 attended and graduated from the University of Tennessee, Knoxville, TN.

CLIFF HARVILLE. Antecedents are undetermined.

WILLIAM TINNELL. Antecedents are undetermined.

ALBERT GREEN. Antecedents are undetermined.

Business address has changed from 2120 8th Ave S, Nashville, TN, 37204 to 2950 Kraft Dr Ste 500, Nashville, TN, 37204

The majority of the stock is owned by Wimberly, Chambliss, Bratton and three other employees: Tinnell, Harville and Green. The remainder of the stock is owned by employees with no one person owning over 10% of the stock.

Business Registration

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF
AUGUST 17 2014.

Registered Name:	I. C. THOMASSON ASSOCIATES, INC.	NA
Business Type:	CORPORATION	
Corporation Type:	PROFIT	
Date Incorporated:	Dec 30 1964	
State of Incorporation:	TENNESSEE	
Filing Date:	Dec 30 1964	
FilingFedID:	NA	
Registration ID:	000031297	
Duration:	PERPETUAL	
Duration Date:	NA	
Status:	ACTIVE	
Status Attained Date:	NA	
Where Filed:	SECRETARY OF STATE/CORPORATIONS DIVISION, NASHVILLE, TN	
Registered Agent:	GEORGE R BRATTON JR, 2950 KRAFT DR; STE 500, NASHVILLE, TN, 372043683	
Agent Appointed:	NA	
AgentStatus:	NA	
Principals:		

Operations

07/09/2014

Description:

Operates as consulting mechanical, electrical, industrial and environmental engineers (100%).

ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 615 346-3550.

Has 70 account(s). Terms are progress payments. Sells to architects and governmental concerns. Territory : United States.

Nonseasonal.

Employees: 160 which includes officer(s). 120 employed here.

Facilities: Leases 30,000 sq. ft. in a one story brick building.

Location: Suburban business section on well traveled street.

Branches: Maintains a branch location at Brookhaven, MS, Tampa, FL and Knoxville, TN.

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

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 to 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.

8711 9903 Consulting engineer

NAICS:

541330 Engineering Services

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	-	-
Judgments	0	-
Liens	0	-
Suits	1	02/23/12
UCCs	4	11/26/13

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.

Judgments

We currently don't have enough data to display this section.

Liens

We currently don't have enough data to display this section.

Suits

Amount: NA
Status: Pending
Docket No.: 12C797
Plaintiff: METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY ACTING BY AND THROUGH THE ELECTRIC POWER BO
Defendant: I.C. THOMASSON ASSOCIATES INC, AND OTHERS
Cause: CIVIL COMPLAINT
Where Filed: DAVIDSON COUNTY CIRCUIT COURT, NASHVILLE, TN
Date Status Attained: 02/23/12

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

Government Activity

We currently don't have enough data to display this section.

Special Events

We currently don't have enough data to display this section.

Corporate Linkage

Parent

Company Name	DUNS #	City, State
I. C. THOMASSON ASSOCIATES, INC.	04-811-6891	NASHVILLE, TENNESSEE

Headquarters (US)

Company Name	DUNS #	City, State
I. C. THOMASSON ASSOCIATES, INC.	04-811-6891	NASHVILLE, TENNESSEE

US Linkages

We currently don't have enough data to display this section.

International Linkages

We currently don't have enough data to display this section.

Exhibit C-8
“Bankruptcy Information”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT has not had and there are no expectations to have any reorganizations, protection for creditors, or any other form of bankruptcy filings.

Exhibit C-9
“Merger Information”

PUBLIC UTILITIES COMMISSION OF OHIO

Certification Application for Aggregators/Power Brokers

I. C. Thomasson Associates ("ICT")

ICT has not had any dissolution, merger, or acquisition within the five most recent years preceding this application. In addition, ICT does not plan to have any dissolution, merger, or acquisition in the near future.