

FILE BRACEWELL

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Bracewell LLP
2001 M Street NW
Suite 900
Washington, DC
20036-3310

04-1015-EL-CRS

July 29, 2016

VIA FEDERAL EXPRESS

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

PUCO

2016 AUG -1 PM 3:56

FOR FILING DOCKETING

**RE: Update to License Application – NOTICE OF COMPANY NAME
CHANGE AND INTERNAL CORPORATE REORGANIZATION**

**ENGIE Resources LLC (f/k/a ENGIE Resources Inc. and GDF SUEZ
Energy Resources NA, Inc.) ("ENGIE Resources")**

CRES Certificate No. 04-118E(7)

Pursuant to Rule 4901:1-24-11 of the Ohio Administrative Code, a competitive retail electric service provider ("CRES") is required to inform the Public Utilities Commission of Ohio ("PUCO" or "Commission") of any material change in the information filed in its certification or certification renewal application. ENGIE Resources LLC (formerly known as ENGIE Resources Inc. and GDF SUEZ Energy Resources NA, Inc.) ("ENGIE Resources") hereby submits an update to the information included in its biennial license renewal application.¹

On June 30, 2016, ENGIE Resources was converted from a corporation into a limited liability company under the laws of the State of Delaware. The company's new name is ENGIE Resources LLC. Following the conversion into a LLC, on July 1, 2016, GDF SUEZ Energy North America, Inc. sold 100% of the membership interests in ENGIE Resources LLC to its

¹ On May 18, 2016, ENGIE Resources filed its 2016 Renewal Application for Retail Generation Providers and Power Marketers. On July 27, 2016, the Commission issued notice that it granted a Renewal Certificate Number 04-118E(7) pursuant to Case Number 04-1015-EL-CRS to ENGIE Resources Inc. as a Competitive Retail Electric Provider providing retail generation and power marketer services within the State of Ohio, effective July 25, 2016. The revised exhibits filed herein supplement and supersede the exhibits filed in the May 18, 2016 Renewal Application.

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 Sum Date Processed AUG 02 2016

affiliate ENGIE North America Inc., as part of an internal corporate reorganization. The transfer is effective July 1, 2016.

ENGIE Resources is also providing updated information regarding the company's officers and directors.

The changes noted herein will have no impact on the day-to-day operations of the company. ENGIE Resources' company information, including employee contacts, physical addresses and phone numbers, will remain the same.

Pursuant to Section A-2 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates for the above-referenced License.

Section A-2. Applicant's legal name, address, telephone number, PUCO certificate number, and web site address:

Legal Name: ENGIE Resources LLC
(f/k/a ENGIE Resources Inc. and GDF SUEZ Energy Resources NA, Inc.)
Address: 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056 (no change)
PUCO Certificate # and Date Certified: 04-118(1) – issued 7/25/2004 (no change)
Telephone # (713) 636-0000 (no change)
Web site address (if any) www.engieresources.com (no change)

Pursuant to Section A-4 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the list of all names under which the applicant does business in North America:

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

f/k/a GDF SUEZ Energy Resources NA, Inc. f/k/a ENGIE Resources Inc.

Pursuant to Section A-5 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the contact person for regulatory or emergency matters:

Section A-5. Contact person for regulatory or emergency matters

Name: Ray Cunningham (no change)
Title: Vice President, General Counsel & Secretary
Business address: 1990 Post Oak Blvd., Suite 1900, Houston, TX 77056 (no change)
Telephone # (713) 636-1980 (no change) Fax# (713) 636-1601 (no change)
E-mail address: ray.cunningham@na.engie.com (no change)

Pursuant to Section A-9 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the Applicant's form of ownership:

Section A-9. Applicant's form of ownership

ENGIE Resources is now a Limited Liability Company (LLC).

Pursuant to Section A-10 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following update to the list of Principal Officers, Directors & Partners:

Section A-10. Exhibit A-10 "Principal Officers, Directors & Partners"

An updated list of Primary Officers, Directors and Partners is provided in **Exhibit A-10**, attached hereto.

Pursuant to Section B-1 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the list of 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.

Section B-1. Exhibit B-1 "Jurisdictions of Operation"

See Exhibit B-1, attached hereto.

Pursuant to Section B-2 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the applicant's experience and plans.

Section B-2. Exhibit B-2 "Experience & Plans"

See Exhibit B-2, attached hereto.

Pursuant to Section C-10 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the applicant's corporate structure.

Section C-10. Exhibit C-10 "Corporate Structure"

See Exhibit C-10, attached hereto.

Pursuant to Sections D-1 and D-2 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the applicant's operations and operations expertise.

Section D-1. "Operations" and Section D-2. "Operations Expertise"

See Exhibits D-1 and D-2, attached hereto.

Pursuant to Section D-4 of the current form of application, ENGIE Resources hereby wishes to inform the Commission of the following updates to the applicant's FERC Power Marketer License Number.

Section D-4. Exhibit D-4 "FERC Power Marketer License Number"

See Exhibit D-4, attached hereto.

In support of the foregoing, I am enclosing the following documents evidencing the required filing of the name and corporate form change with the Delaware Division of Corporations and the Ohio Secretary of State:

Attachment 1:

- a) A Certificate of Conversation filed with the State of Delaware on June 28, 2016;
- b) A Certificate of Formation filed with the State of Delaware on June 28, 2016;
- c) Certificate of Good Standing issued on July 6, 2016 by the State of Delaware, certifying that ENGIE Resources LLC is in good standing and qualified to do business in the State of Delaware;
- d) Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State, effective July 20, 2016; and
- e) Registration for a Foreign Limited Liability Company filed with the Ohio Secretary of State.

ENGIE Resources respectfully requests that the Commission update its records to reflect its new name and the updates noted herein. ENGIE Resources is filing one original and three (3) copies of this update. Should you have any questions or require any further information regarding this update, please do not hesitate to contact the undersigned at (202) 828-1710 or serena.rwejuna@bracewelllaw.com. Inquiries may also be sent to Randy Johnson, Counsel for ENGIE Resources, at randy.johnson@na.engie.com.

Respectfully submitted,



Serena A. Rwejuna

Counsel for ENGIE Resources LLC



The Public Utilities Commission of Ohio



ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
UPDATE TO LICENSE APPLICATION

ATTACHMENT 1

IDENTITY OF THE APPLICANT

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ENGIE RESOURCES INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ENGIE RESOURCES INC." TO "ENGIE RESOURCES LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2016, AT 5:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JUNE, A.D. 2016.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

3402518 8100V
SR# 20164689691

Authentication: 202581025
Date: 06-29-16

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

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 06/28/2016
FILED 05:31 PM 06/28/2016
SR 20164689691 - File Number 3402518

OF

ENGIE RESOURCES INC.

PURSUANT TO SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

This Certificate of Conversion to Limited Liability Company ("Certificate of Conversion") of ENGIE Resources Inc., a Delaware corporation (the "Corporation"), to ENGIE Resources LLC, a Delaware limited liability company (the "LLC"), has been duly executed and is being filed by the Corporation to convert the Corporation to the LLC pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time, and the General Corporation Law of the State of Delaware.

1. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on June 12, 2001 under the name Tracetbel Energy Services, Inc. in the State of Delaware, and continued to be incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
2. The Corporation's name immediately prior to the filing of this Certificate of Conversion was ENGIE Resources Inc. The Corporation was a corporation immediately prior to the filing of this Certificate of Conversion.
3. The name of the limited liability company to which the Corporation shall be converted as set forth in its Certificate of Formation is "ENGIE Resources LLC".
4. The conversion of the Corporation to the LLC shall be effective upon June 30, 2016.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 28th day of June 2016.

ENGIE Resources Inc.



By: Rachel W. Kilpatrick
Name: Rachel W. Kilpatrick
Title: Vice President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ENGIE RESOURCES LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2016, AT 5:31 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF JUNE, A.D. 2016.




Jeffrey W. Bullock, Secretary of State

3402518 8100V
SR# 20164689691

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

Authentication: 202581025
Date: 06-29-16

CERTIFICATE OF FORMATION

OF

ENGIE RESOURCES LLC

FIRST. The name of the limited liability company (the "Company") is:

"ENGIE Resources LLC"

SECOND. The address of the Company's registered office in the state of Delaware is 1675 S. State St., Suite B, Dover, Kent County, Delaware 19901. The name of the Company's registered agent at such address is Capitol Services, Inc.

[signature page follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 06/28/2016
FILED 05:31 PM 06/28/2016
SR 20164689691 - File Number 3402518

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation
this 28th day of June 2016.

The Certificate of Formation shall be effective on June 30, 2016.



By: Rachel W. Kilpatrick
Name: Rachel W. Kilpatrick
Title: Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ENGIE RESOURCES LLC" IS DULY FORMED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND
HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS
OF THE SIXTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENGIE RESOURCES
LLC" WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 2001.

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 JUL -6 PM 2:55



3402518 8300
SR# 20164787170
You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202610024
Date: 07-06-16

201620300462

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/21/2016	201620300462	CONVERSION WITHIN SOS RECORDS (CVS)	99.00	100.00	.00	.00	.00

Receipt

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

UNISEARCH INC.
3958-D BROWN PARK DR
HILLIARD, OH 43026

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1432088

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

ENGIE RESOURCES LLC

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

Document(s):
CONVERSION WITHIN SOS RECORDS

Document No(s):
201620300462

Effective Date: 07/20/2016

CHANGE BUSINESS TYPE FOR. PROFIT LIM. LIAB. CO.



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

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
21st day of July, A.D. 2016.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State



Form 700 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-787-3453)

Central Ohio: (614) 468-3010

www.OhioSecretaryofState.gov

buserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)

P.O. Box 1329

Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390

Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99

Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ Converting Within The Records of the Ohio
Secretary of State

(2) ☐ Converting Off The Records of the Ohio
Secretary of State

(187-VXX)

Name of the converting entity **ENGIE Resources Inc.**

Jurisdiction of Formation **Delaware**

Charter/Registration Number **1432088**

The converting entity is a:
(Check Only (1) One Box)

☐ Domestic Corporation (For-Profit or Nonprofit)

☒ Foreign Corporation (For-Profit or Nonprofit)

☐ Domestic Nonprofit Limited Liability Company

☐ Foreign Nonprofit Limited Liability Company

☐ Domestic For-Profit Limited Liability Company

☐ Foreign For-Profit Limited Liability Company

☐ Partnership

☐ Domestic Limited Partnership

☐ Foreign Limited Partnership

☐ Domestic Limited Liability Partnership

☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists
and that those laws permit the conversion.

RECEIVED
SECRETARY OF STATE
2016 JUL 20 PM 3:39
CLIENT SERVICE CENTER

Name of the converted entity

ENGIE Resources LLC

Jurisdiction of Formation

Delaware

The converted entity is a:
(Check Only (1) One Box)

☐ Domestic Corporation (For-Profit)

☐ Partnership

☐ Foreign Corporation (For-Profit or Nonprofit)

☐ Domestic Limited Partnership

☐ Domestic Nonprofit Limited Liability Company

☐ Foreign Limited Partnership

☐ Foreign Nonprofit Limited Liability Company

☐ Domestic Limited Liability Partnership

☐ Domestic For-Profit Limited Liability Company

☐ Foreign Limited Liability Partnership

☒ Foreign For-Profit Limited Liability Company

Effective Date
(Optional)

(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

ENGIE c/o Legal Department

Name

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

77056

Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

Zip Code

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required

Must be signed by an authorized representative.

Rachel W Kilpatrick
Signature

By (If applicable)

Rachel W. Kilpatrick, Authorized Representative

Print Name

Signature

By (If applicable)

Print Name

Signature

By (If applicable)

Print Name

TRC

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

ENGIE Resources Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	NA	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413	7-13-2016
*Only required for domestic for-profit corporations		Regular: P.O. Box 182413 Columbus, OH 43218-2413	
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us	7-13-2016	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see note below]			

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

Rachel W. Kilpatrick

Title

Authorized Representative

Name

Rachel W. Kilpatrick

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

77056

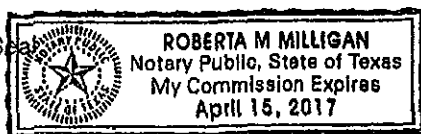
Zip Code

Sworn to and subscribed in my presence on

07/15/2016

Date

Seal



Notary Public

Roberta M. Milligan

Commission Expires

Date

4-15-17

AFFIDAVIT OF PERSONAL PROPERTY

State of Texas

County of Harris

Rachel W. Kilpatrick

Name of Officer

Vice President

Title of Officer

of

ENGIE Resources Inc.

Name of Corporation

and that this affidavit is made in compliance with Section 1703.17(C)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
☐ Is the type required to pay personal property taxes to state authorities only
☒ Has personal property in the following county (ies)

Franklin

Cuyahoga

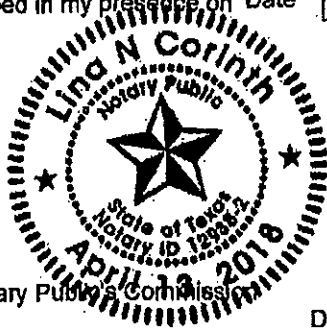
Signature:

Rachel W. Kilpatrick

Title: Vice President

Sworn to and subscribed in my presence on Date 7/15/16

Seal



[Signature]
Notary Public

Expiration date of Notary Public's Commission

Date

July 18, 2016



Form 533B Prescribed by:

Jon Husted
OHIO SECRETARY OF STATE

Toll Free: (877) 808-FILE (877-767-3453)
Central Ohio: (614) 466-3810

www.OhioSecretaryofState.gov
business@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43218

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)
P.O. Box 1300
Columbus, OH 43218

Registration of a Foreign Limited Liability Company

Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

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

Jurisdiction of Formation **Delaware**

Date of Formation **June 12, 2001**

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

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

ENGIE Resources LLC

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

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

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

ENGIE c/o Legal Department

Name

1990 Post Oak Boulevard, Suite 1900

Mailing Address

Houston

City

TX

State

77056

ZIP Code

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

Capitol Corporate Services, Inc.

Name

4568 Mayfield Rd Ste 204

Mailing Address

Cleveland

City

Ohio

State

44121

ZIP Code

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

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

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

Required

Must be signed by an authorized representative.

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

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

Rachel W Kilpatrick

Signature

TMC

By (if applicable)

Rachel W. Kilpatrick, Authorized Representative

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



Form 533B Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) 903-FILE (877-767-3453)
Central Ohio: (614) 466-3810

www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43218

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43218

Registration of a Foreign Limited Liability Company

Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

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

Jurisdiction of Formation

Date of Formation

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

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

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

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

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

Name

Mailing Address

City

State

ZIP Code

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Name

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Mailing Address

Cleveland

City

Ohio

State

44121

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

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

Rachel W Kilpatrick
Signature

TKC

By (if applicable)

Rachel W. Kilpatrick, Authorized Representative
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Please return the approval certificate to:

Name:

Capitol Services, Inc.

(Individual or Business Name)

To the attention of:

Corporate Filings Team

(If necessary)

Address:

206 E 9th St, Ste 1300

City:

Austin

State:

TX

ZIP Code:

78701

Phone Number:

800-345-4647

E-mail Address:

regagent@capitol-services.com

- ☐ Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- ☐ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK ONE BOX BELOW)

- ☐ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- ☐ **Expedite Service 1:** By including an Expedite fee of \$100.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- ☐ **Expedite Service 2:** By including an Expedite fee of \$200.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.
- ☐ **Expedite Service 3:** By including an Expedite fee of \$300.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.
- ☐ **Preclearance Filing:** For the purpose of advising as to the acceptability of the proposed filing, a form that is to be submitted at a later date for processing may be submitted for examination for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



The Public Utilities Commission of Ohio



ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
UPDATE TO LICENSE APPLICATION

EXHIBIT A-10

“Principal Officers, Directors & Partners”



The Public Utilities Commission of Ohio



**ENGIE Resources LLC – Certificate No. 04-118E(7)
UPDATE TO LICENSE APPLICATION**

EXHIBIT A-10 – “Principal Officers, Directors & Partners”

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

Sayun Sukduang

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Senior Vice President

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Suthiwong Kongsiri

Vice President & Treasurer

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ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
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EXHIBIT B-1

“Jurisdictions of Operation”



The Public Utilities Commission of Ohio



**ENGIE Resources LLC – Certificate No. 04-118E(7)
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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.

ENGIE Resources LLC

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
CT	Docket #04-06-11	09/29/2004
DE	Docket #04-325	11/23/2004
DC	Order # 13472	01/05/2005
IL	ICC Cert. No. 050257	06/07/2005
MD	License #IR-605	8/17/2011
ME	Docket #2003-120	03/14/2003
MA	License # CS-037	05/15/2002
NH	Docket #DM 15-468	12/11/2015
NJ	License # ESL-0061	08/06/2003
NY	(NY does not issue license #)	09/13/2004
OH	Certificate #04-118	07/25/2004
PA	License No. A-110156	09/25/2002
RI	Docket #D-96-6(P2)	10/25/2004
TX	License # 10053	08/05/2003

ENGIE Retail, LLC d/b/a Think Energy

STATE OF LICENSE	LICENSE NO.	LICENSE ISSUE DATE
CT	Docket #11-10-14	2/9/2012
DE	Docket #11-482	4/17/2012
DC	Case No. EA-11-28; Order #16630	12/2/2011
IL	ICC Certificate No. 11-0531	9/21/2011
MD	License #IR-2404	8/17/2011
ME	Docket #2011-425	11/22/2011
MA	License #CS-087	8/10/2011
NH	Docket #DM 15-490	12/28/2015
NJ	License #ESL-1020	3/12/2012
NY	NY Does Not Issue License Nos.	9/16/2011
OH	Certificate #11-407E	11/17/2011
PA	License #A-2011-2268361	12/16/2011
RI	Docket #D-96-6(R7)	9/11/2015
TX	License #10204	8/26/2011



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EXHIBIT B-2

“Experience and Plans”

**ENGIE Resources LLC – Certificate No. 04-118(7)
UPDATE TO LICENSE APPLICATION**

Exhibit B-2 – “Experience and Plans”

Provide a description of the applicant’s experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

Applicant markets to and sells electric energy supply in the competitive retail market to large industrial and commercial customers in the State of Ohio, in the following utility territories: Duke Energy, First Energy, Ohio Edison, Toledo Edison, Dayton Power & Light, AEP Ohio Power, AEP Columbus Southern, and Cleveland Electric Illuminating.

Applicant currently provides risk-managed electric energy supply to commercial and industrial customers as a licensed retail electric supplier in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Texas.

The products offered by Applicant to a particular customer will reflect the unique circumstances presented by that customer, and are intended to provide the customer certainty, reliability, and solution flexibility. Our variety of products are tailored to the customer’s risk tolerance and cost control requirements. Applicant’s operations will include the scheduling of power for transmission and delivery and the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to commercial and industrial retail customers.

Applicant’s marketing initiative in the Ohio retail market is a multi-channel strategy to reach customers through: (i) dedicated internal sales staff; and (ii) non-dedicated sales channels such as consultants, aggregators, and brokers that function as a customer representative and solicit products and services from Applicant, as well as other supplies, on the customer’s behalf.

Applicant uses PPL Solutions, Inc. (“PPL”) as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation, and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services and customer management. Applicant also maintains an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the PPL account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions, including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applications, back-office applications, and system integration; and (v) a business control team to manage all financial control matters including, billing,

revenue, accounting, and settlements. Applicant also offers *e-services* and after-hour services for 24/7 availability to customers.

Contracting: In accordance with Section 4928.10 of the Revised Code, Applicant provides consumers with adequate, accurate, and understandable pricing and terms and conditions of service, including any switching fees, and with a document containing the terms and conditions of pricing and service before the consumer enters into the contract for service; and disclose the conditions under which a customer may rescind a contract without penalty.

Billing: Applicant's customer bills, at a minimum, include (1) price disclosure and disclosures of total billing units for the billing period and historical annual usage; (2) to the maximum extent practicable, separate listing of each service component to enable a customer to re-calculate its bill for accuracy; (3) identification of the supplier of each service; (4) statement of where and how payment may be made and provision of a toll-free or local customer assistance and complaint number for the electric utility, electric services company, electric cooperative, or governmental aggregator, as well as a consumer assistance telephone number or numbers for state agencies, such as the Commission, the Office of the Consumer's Counsel, the Attorney General's office, with the available hours noted; and (5) other than for the first billing after the starting date of competitive retail electric service, highlighting and clear explanation of each customer bill, for two (2) consecutive billing periods, of any changes in the rates, terms and conditions of service.



The Public Utilities Commission of Ohio



ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
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EXHIBIT C-10

“Corporate Structure”



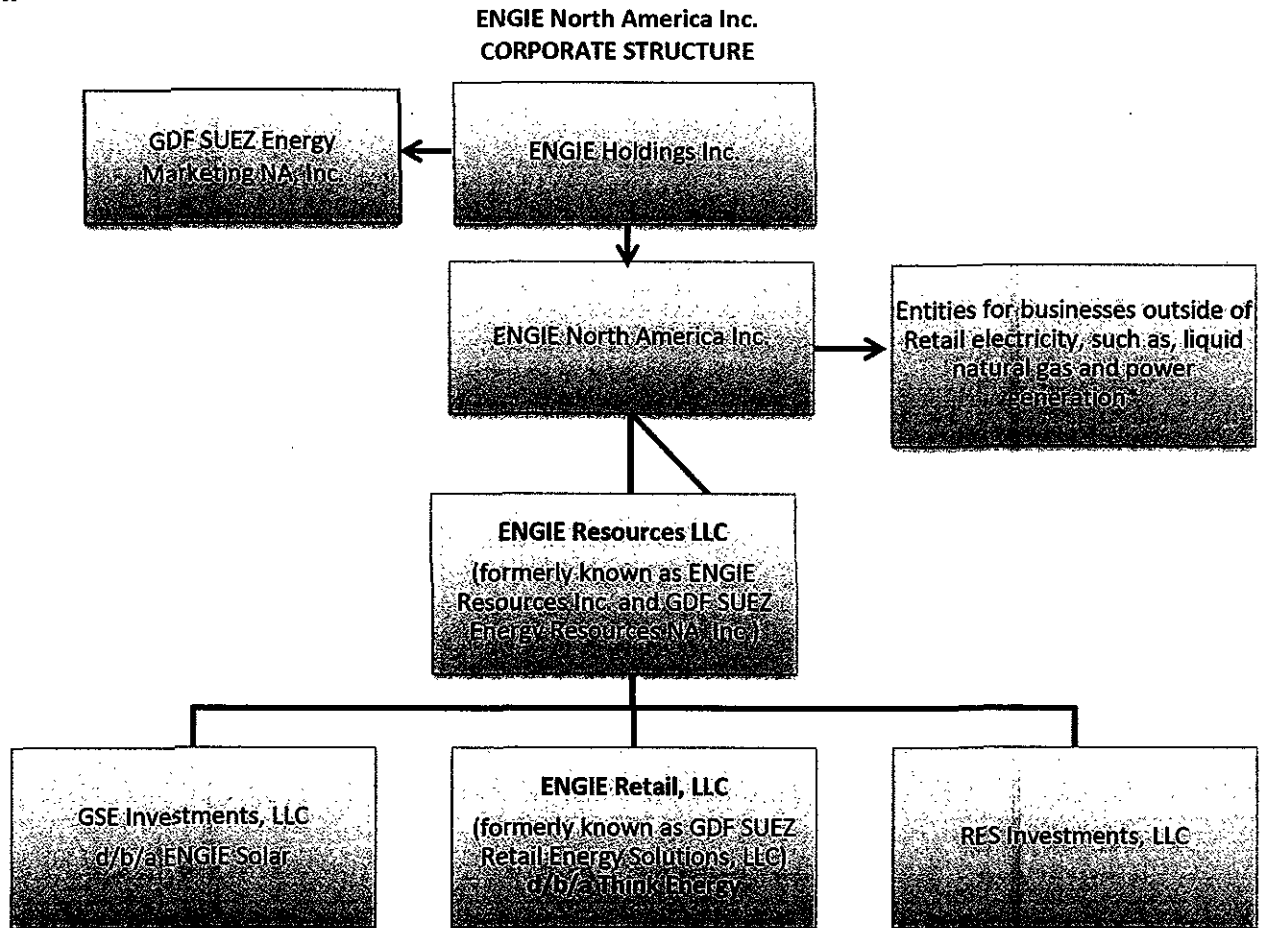
The Public Utilities Commission of Ohio



**ENGIE Resources LLC – Certificate No. 04-118E(7)
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EXHIBIT C-10 – “Corporate Structure”

Provide a description of the applicant’s corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.



*This represents our general North America structure. Only ENGIE Resources LLC and ENGIE Retail, LLC d/b/a Think Energy are retail electricity suppliers. Only ENGIE Retail, LLC d/b/a Think Energy is a natural gas supplier in the state of Ohio.

ENGIE Resources LLC
ENGIE Retail, LLC d/b/a Think Energy
GDF SUEZ Energy Marketing NA, Inc.

Supplies Commercial & Industrial Retail Electricity
Supplies Residential & Small Commercial Retail Electricity and Natural Gas
Supplies Wholesale Electricity



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ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
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EXHIBITS D-1 and D-2

“Operations” and “Operations Expertise”



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**ENGIE Resources Inc. – Certificate No. 04-118(7)
UPDATE TO LICENSE APPLICATION**

Exhibit D-1 – “Operations”

Provide a written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

AND

Exhibit D-2 – “Operations Expertise”

Given the operational nature of the applicant’s business, provide evidence of the applicant’s experience and technical expertise in performing such operations.

Applicant’s operations include the retail power supply and other retail ancillary services used to arrange for the purchase and delivery of electricity to large commercial retail and industrial customers. Applicant does not generate power and does not own any generation facilities.

Applicant is a licensed, active electric supplier in the retail marketplace in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Texas, and serves over 5,000 businesses and 80,000 accounts in the United States. Applicant has access to shared services, support and oversight for day-to-day technical, managerial and operational activities, including risk management; legal counsel services, contract administration services; accounting and finance services; general management services; transaction related services, power supply procurement and portfolio management services; hedging of load requirements and supply resources; logistics management and coordination activities; compliance with ISO and state regulatory directives; wholesale counterparty credit administration; and the maintenance of all systems necessary to coordinate with the ISO and/or local utility.

Applicant has a contractual relationship with its affiliate, GDF Suez Energy Marketing NA, Inc. (“GSEMNA”), an active participant in the wholesale market, to meet all of Applicant’s wholesale supply, scheduling and settlement needs pursuant to a Master Supply Agreement (“MSA”) between Applicant and GSEMNA. In accordance with the MSA, Applicant is provided the following support services by its affiliate: all activities with the ISP regarding Applicant’s provision of energy, capacity, ancillary services, scheduling and procurement of transmission service, congestion management and all other required products and services necessary to serve Applicant’s load; bidding, sale, scheduling, dispatch, and delivery of energy, capacity and ancillary services necessary to serve Applicant’s load; and assuring compliance with tariff obligations and reliability obligations, load scheduling; transmission services; and capacity and ancillary supply services.



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Applicant has decades of experience in the energy industry. Applicant believes this proven record of compliant performance substantially demonstrates that Applicant maintains the managerial resources and abilities to match the services it provides to its customers, and that Applicant has the ability and commitment to comply with all ARES standard and procedures, and the rules and regulations of ISP, the local utilities, and the Ohio Revised Code.

Applicant has contracted with PPL Solutions, Inc. ("PPL") as its outsourced billing, call center, and customer care group to provide customized billing services such as statement generation and mailing and payment processing; customer care services including call center, inbound and outbound call management, call center consulting, error handling and resolutions, online customer service, contract management, customer enrollments, accounts services, and customer management. Applicant also maintains an internal staff as follows: (i) operations and customer care staff to manage the day-to-day management of the PPL account (outsourced billing and customer care provider) and direct contact, as needed, with customers for customer care and billing matters; (ii) supply group to manage pricing analytics and portfolio management; (iii) a marketing team to manage all marketing functions including strategic pricing, market planning, go-to-market strategies, new customer acquisition, and campaign management and analysis; (iv) an IT (information technology) team to manage the internal systems, databases, technical support, customer-facing applicants, back-office applicants, and system integration; (v) a business control team to manage all financial control matters including, billing, revenue, accounting, and settlements; and (vi) an exclusive sales channel to manage all direct and indirect sales channels and third-party relationships. Applicant also offers e-services and after-hour services for 24/7 availability to customers.



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ENGIE Resources LLC – CRES Certificate No. 04-118E(7)
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EXHIBIT D-4

“FERC Power Marketer License Number”



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**ENGIE Resources LLC – Certificate No. 04-118E(7)
UPDATE TO LICENSE APPLICATION**

EXHIBIT D-4 – “FERC Power Marketer License Number”

Provide a statement disclosing the applicant’s FERC Power Marketer License number. (Power Marketers only)

Applicant’s predecessor, GDF SUEZ Energy Resources NA, Inc., was granted market-based rate authority by the Federal Energy Regulatory Commission (“FERC”) in Docket No. ER16-583-001. Applicant has an effective market-based rate tariff on file with FERC in Docket No. ER16-1708-000. Applicant filed a Notice of Succession notifying the FERC of its name change to ENGIE Resources LLC in Docket No. ER16-2271-000. An updated market-based rate tariff reflecting Applicant’s new name is pending approval in that docket.