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16-2413-EL-AGG

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December 16, 2016

Public Utilities Commission of Ohio
Docketing Division
180 East Broad St.
Columbus, OH 43215

RECEIVED
2016 DEC 19 PM 2:49
PUD-0

Re: **Nania Energy Incorporated**
Certification Application for Electric Aggregators/Power Brokers

To Whom It May Concern:

Enclosed please find a **Certification Application for Electric Aggregators/Power Brokers** for our client, **Nania Energy Incorporated**. Please note that the financial statements are being filed under seal. Once the application has been processed, please forward evidence of approval to the mailing address on the application. If there is any issue, or if you require any further information, please do not hesitate to contact us.

Thank you,
LicenseLogix
140 Grand Street, Suite 300
White Plains, NY 10601
service@licenselogix.

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Technician SM Date Processed **DEC 19 2016**

Initial Filing Instructions for Electric Aggregators/Power Brokers

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

II. What To File: Applicant must submit one original notarized application signed by a principal officer and three copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit C-10 should be marked "Exhibit C-10 "Corporate Structure." All pages should be numbered and attached in a sequential order.

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

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

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

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

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

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

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

V. Confidentiality: An applicant may file financial statements, financial arrangements, and forecasted financial statements under seal. If these exhibits are filed under seal, they will be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided.

An applicant may file a motion for a protective order for other information not filed under seal per the previous paragraph. If the motion is filed in conformance with rule 4901:1-24-07 of the Administrative Code, it shall be automatically approved on the thirty-first day after the date of filing and the information shall be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided, unless the commission or an attorney examiner appointed by the commission rules otherwise.

At the expiration of the six-year period provided for in the previous paragraphs, the information will be automatically released into the open record. An applicant wishing to extend a protective order beyond the six-year time period must comply with paragraph (F) of rule 4901-1-24 of the Administrative Code.

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

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

Unless otherwise specified by the Commission, a competitive retail electric service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the

certificate. The applicant may renew its certificate in accordance with Rule 4901:1-24-09 of the Ohio Administrative Code.

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

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

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

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

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



**Public Utilities
Commission**

PUCO USE ONLY		
Date Received	Case Number	Version
	EL-AGG	May 2016

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-12 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

A. APPLICANT INFORMATION

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

☒ Power Broker ☐ Aggregator

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

Legal Name Nania Energy Incorporated
Address 4200 Cantera Drive Suite 219, Warrenville, IL 60555
Telephone # (630) 416-8300 Web site address (if any) www.naniaenergy.com

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

Legal Name Nania Energy Incorporated
Address 4200 Cantera Drive Suite 219, Warrenville, IL 60555
Telephone # (630) 416-8300 Web site address (if any) www.naniaenergy.com

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

Nania Energy Incorporated _____

A-5 Contact person for regulatory or emergency matters

Name Chris LoCascio
Title Controller

Business address 4200 Cantera Drive Suite 219, Warrenville, IL 60555

Telephone # (630) 416-8300

Fax # (630) 604-7778

E-mail address clocascio@naniaenergy.com

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

Name Michael DeCaluwe

Title VP C&I Sales

Business address 4200 Cantera Drive Suite 219, Warrenville, IL 60555

Telephone # (630) 416-8300

Fax # (630) 604-7778

E-mail address mdecaluwe@naniaenergy.com

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

Customer Service address www.naniaenergy.com

Toll-free Telephone # (877) 333-3837

Fax # (630) 604-7778

E-mail address clocascio@naniaenergy.com

A-8 Applicant's federal employer identification number # 36-4273465

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

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

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

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13 **Exhibit A-13 "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. (This is generally only applicable to publicly traded companies who publish annual reports)

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. 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. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's financial to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU’s collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody’s, Standard & Poor’s or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody’s, Standard & Poor’s or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody’s, Standard & Poor’s or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company’s financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter “N/A” in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant’s **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

- 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. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- 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 two most recent years preceding the application.
- C-10 **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.

 President
Signature of Applicant & Title



Sworn and subscribed before me this 18TH day of NOVEMBER 2016


Signature of official administering oath

Month Year
CHRISTINE LOCASCIO, CONTROLLER
Print Name and Title NANIA ENERGY

My commission expires on MARCH 19, 2017

AFFIDAVIT

State of ILLINOIS :

WARRENVILLE ss.
(Town)

County of DUPAGE :

JOHANNANIA, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the PRESIDENT (Office of Affiant) of NANIA ENERGY (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.

[Signature]
Signature of Affiant & Title



Sworn and subscribed before me this 18TH day of NOVEMBER, 2016
Month Year

Christine M. Locascio
Signature of official administering oath

CHRISTINE LOCASCIO
Print Name and Title CONTROLLER, NANIA ENERGY

My commission expires on MARCH 19, 2017

Exhibit A-12

Principal Officers, Directors, & Partners

PRINCIPAL OFFICERS, DIRECTORS, & PARTNERS

Name	Title	Address	Phone Number
John Nania	President	4200 Cantera Drive Suite 219, Warrenville, IL 60555	630-416-8300

Exhibit A-13

Company History



NANIA ENERGY'S MILESTONES

1990-1999: John Nania worked at Torco Energy marketing heavy oils and commercial natural gas to Illinois industrials.

1999: Nania Energy was incorporated in January 1999. Peoples Energy Services acquired Torco Energy, and John Nania became an exclusive independent sales advisor offering only natural gas products and services to customers. The original exclusivity relationship began with Peoples Gas, who eventually became Integrys Energy Services. Nania Energy offer gas products to Commercial and Industrial companies thru one supplier.

2005: Nania Energy began offering electricity products to customers when the competitive electricity market was established. Nania Energy only represents Integrys Energy to provide supply.

2007: Nania Energy added employees and doubled the size of its workforce to better service current customers and new opportunities.

2009: Integrys Energy Services, Nania's exclusive supply partner, stopped their ability to transact and gave them a brief reprieve from their exclusivity agreement to work with other suppliers to sustain their current customer base and build relationships with other suppliers.

2010: Nania Energy opened a new office in Maryland to focus on growing business in the Mid-Atlantic region of the United States.

2012: Nania Energy began actively pursuing Aggregation in Illinois to provide group electricity buying opportunities to municipalities.

2012: Nania Energy custom designed and implemented a new customer CRM program to improve data integrity and internal processes.

2013: Nania Energy finalized the first energy efficiency and demand response programs for customers through partnerships.

2014: Exelon's Constellation Acquires Integrys Energy Services.

2014: Nania Energy has a leadership change in an effort to improve the culture and provide an environment where all employees' ideas are valued. DeCaluwe, Bozarth and LoCascio are



promoted to the management team to work together with John Nania. New culture and decision making process focused on doing what is best for our customer.

2015: Changes in Constellation's management, structure of functional jobs, and how we fit into their business model are all factors that cause Nania Energy to be more focused on our business plan/goals and additional resources to adjust to changes at CNE.

2016: Nania Energy entering into a new agreement with Constellation providing the ability to represent the customer and multiple suppliers.

2016: Nania Energy sets up the dba of Nania Energy Advisors to market and demonstrate the model of acting as a trust advisor for the client.

Exhibit A-14

Articles of Incorporation and Bylaws



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN
SECRETARY OF STATE

JANUARY 5, 1999

6028-572-1

PHILIP K. AKALP
26500 W AGOURA RD STE 361
CALABASAS, CA 91302

RE NANIA ENERGY INCORPORATED

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS OFFICE.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF INCORPORATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

GEORGE H. RYAN
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
NANIA ENERGY INCORPORATED
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5TH day of JANUARY A.D. 19 99 and of the Independence of the United States the two hundred and 23RD



George H Ryan

Secretary of State

Form **BCA-2.1 0** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1985)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

This space for use by Secretary of State

FILED

JAN 5 1999

GEORGE H. RYAN
SECRETARY OF STATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

Date 1-5-99

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Approved: *RS*

1. CORPORATE NAME: Nania Energy Incorporated

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	<u>John Nania</u>		
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	<u>2408 Nottingham Lane</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Naperville</u>	<u>IL 60565</u>	<u>Du Page County</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is the transaction of any or all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

4 Paragraph 1 - Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ No Par Value	1,500	1,500	\$ 150
TOTAL = \$150				

Paragraph 2- The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

None

(over)

5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP
_____	_____	_____
_____	_____	_____
_____	_____	_____

6. OPTIONAL: (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____


7. OPTIONAL: **OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 23 '19 98

1.  **Signature and Name**
Signature
Phillip K. Akalp, Incorporator
(Type or Print Name)

2. _____
Signature
(Type or Print Name)

3. _____
Signature
(Type or Print Name)

Address
1. 26500 West Agoura Road, #361
Street
Calabasas California 91302
City/Town State Zip Code

2. _____
Street
City/Town State Zip Code

3. _____
Street
City/Town State Zip Code

(Signatures must be in BLACK INK on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523

**BY-LAWS
OF
NANIA ENERGY INCORPORATED**

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office of the corporation in the State of Illinois shall be located at 716 Colorado Ct. in the City of Naperville and County of Will. The corporation may have such other offices, either within or without the State of Illinois, as the business of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation required by the Illinois Business Corporation Act of 1983, as amended, which is to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, or at such place as the Board of Directors (hereinafter referred to as the "Board of Directors" or the "Board") shall determine from time to time.

**ARTICLE II
SHAREHOLDERS**

Section 1. Annual Meetings. An annual meeting of the shareholders shall be held on the 15th day of the fourth month after the end of each calendar year, or on such other date as the Board of Directors may designate, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the shareholders may be called either by the chairman of the board, the president, the Board of Directors or the holders of not less than one-fifth of all the outstanding shares of the corporation entitled to vote on the matter for which the meeting is called, upon notice by such holders to the secretary of the corporation.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation in the State of Illinois. A waiver of notice signed by all shareholders may designate any place, either within or without the State of Illinois, as the place for the holding of such meeting.

Section 4. Notice of Meeting. Written 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, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the meeting, either personally or by mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the records of the corporation, with first class postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 5. Attendance at Meetings by Electronic Communication. The shareholders of the corporation shall be entitled to participate in and act at any meeting of the shareholders through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Any such meeting may be recorded provided that all shareholders are notified of such recording and such recording is in

fact made and becomes a part of the official corporate records. Participation in such meeting shall constitute attendance and presence in person at the meeting for the person or persons so participating.

Section 6. Meeting of All Shareholders. If all of the shareholders shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 7. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or other distribution or allotment of any rights, or to exercise any rights in respect of any change, conversion or exchange of shares or other lawful action, or in order to make a determination of shareholders for any other lawful purpose, the Board of Directors of the corporation 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 sixty (60) days and, for a meeting of shareholders, not less than ten (10) days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty (20) days, immediately preceding such meeting. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be the date on which notice of the meeting is mailed, and the record date for the determination of shareholders for any other purposes shall be the date on which the resolution of the Board of Directors relating thereto is adopted. A determination of shareholders entitled to vote shall apply to any adjournment of the meeting.

Section 8. Voting Lists. The officer or agent having charge of the transfer books for shares of the corporation shall make, within twenty (20) days after the record date for a meeting of shareholders or ten (10) days before such meeting, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder, and to copying at the shareholder's expense, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Illinois, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Section 9. Quorum and Manner of Acting. Unless otherwise provided in the Articles of Incorporation, the holders of a majority of votes of the shares of the corporation, entitled to vote on any matter, present in person or represented by proxy, shall constitute a quorum for consideration of such matter at any meeting of shareholders. If less than a quorum is represented at said meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the votes of the shares represented at the meeting and entitled to vote on a matter shall be the act of the shareholders, unless a greater number of votes or voting by classes is required by the Illinois Business Corporation Act of 1983, as amended, or the Articles of Incorporation. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of shareholders from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 10. Proxies. At all meetings of shareholders, a shareholder may appoint another person or persons to vote or otherwise act for such shareholder by signing an appointment form and delivering it to the person so appointed. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided for in the proxy.

Section 11. Voting of Shares. Except as otherwise provided by the Articles of Incorporation or the Business Corporation Act of 1983, as amended, and subject to the provisions of Section 6 of this Article II, each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to vote at a meeting of shareholders; provided, however, that the Articles of Incorporation may limit voting rights or provide special voting rights as to any class or deny voting rights or provide special voting rights as to any class or classes or series of shares of the corporation.

Section 12. Voting of Shares by Certain Holders.

(a) Shares of a corporation held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares entitled to vote at any given time.

(b) Shares registered in the name of a deceased person, a minor ward or a person under legal disability may be voted by his or her administrator, executor or court appointed guardian, either in person or by proxy without a transfer of such shares into the name of such administrator, executor or court appointed guardian. Shares registered in the name of a trustee may be voted by him or her, either in person or by proxy.

(c) Shares registered in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

(d) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

(e) Any number of shareholders may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a stated period which may be perpetual, or for a fixed period or may be determined by the occurrence of a stated condition or conditions by entering into a written voting trust specifying the terms and conditions of the voting trust, and by transferring their shares to such trustee or trustees for the purpose of the agreement. Any such trust agreement shall not become effective until a counterpart of the agreement is deposited with the corporation at its registered office. The counterpart of the voting trust agreement so deposited with the corporation shall be subject to the same right of examination by a shareholder of the corporation, in person, by agent or attorney, as is the record of shareholders of the corporation, and shall be subject to examination by any holder of a beneficial interest in the voting trust, either in person or by agent or attorney, at any reasonable time for any proper purpose.

(f) Shares of its own stock belonging to the corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time except as provided for in this Article II Section 10(a).

Section 13. Inspectors. At any meeting of the shareholders, the presiding officer of the meeting may, or upon the request of any shareholder shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do all such other acts as are proper to conduct the election and voting with impartiality and fairness to all of the shareholders. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 14. 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 a consent in writing setting forth the action so taken shall be signed (i) by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting, or (ii) by all of the shareholders entitled to vote with respect to the subject matter thereof. If such consent is signed by less than all of the shareholders entitled to vote, then such consent shall become effective only if at least five days prior to the execution of the consent a notice in writing is delivered to all the shareholders entitled to vote with respect to the subject matter thereof and, after the effective date of the consent, prompt notice of the corporation taking action without a meeting by less than unanimous written consent shall be delivered in writing to those shareholders who have not consented to such action in writing.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those shareholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under any section of the Business Corporation Act of 1983, as amended, if such action had been voted on by the shareholders at a meeting thereof, the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of shareholders, that written consent has been delivered in accordance with the provisions of Section 7.10 of the Business Corporation Act of 1983, as amended, and that written notice has been delivered in such Section 7.10.

Section 15. Voting by Ballot. Voting on any question or in any election may be by voice unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

ARTICLE III DIRECTORS

Section 1. General. The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or the Articles of Incorporation or these By-laws directed or required to be exercised or done by the shareholders.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall not be greater than five, but in no event shall the number of directors be less than one (1). Within such limits, the number of directors may be increased or decreased from time to time by resolution of the Board of Directors or the shareholders. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The directors shall be elected at the annual meeting of the shareholders, except as provided in this Article III, and each director shall hold office until the next annual meeting of shareholders or until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois or shareholders of the corporation.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the number of directors may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his or her successor is elected and qualified or until his or her resignation or removal.

Vacancies and newly created directorships resulting from any increase in the number of directors may be filled by the shareholders at an annual meeting or at a special meeting called for that purpose.

Section 4. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Illinois, for the holding of regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at the request of the chairman of the Board of Directors, president or any one director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) business days prior thereto by written notice delivered personally to each director at his or her business address, or by facsimile or electronic communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile or electronic communication, such notice shall be deemed to be delivered when the facsimile or electronic communication is transmitted to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business presented because the meeting is not lawfully called.

or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum and Manner of Acting. A majority of the number of directors fixed by these By-laws, or in the absence of a by-law fixing the number of directors, the number stated in the Articles of Incorporation or named by the incorporators, shall constitute a quorum for the transaction of business unless a greater number is specified by the Articles of Incorporation or these By-laws, provided that if less than a majority of such number of directors is present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

A quorum of the Board of Directors for the transaction of business shall consist of a majority of the directors then in office, but not less than a majority of the minimum number of directors specified for the variable range of the board unless the Articles of Incorporation or these By-laws specify a greater number.

Section 8. Chairman. The Chairman of the Board, if one shall have been elected, shall act as chairman at all meetings of the Board of Directors. If a chairman shall not have been elected or, if elected, is not present, the chief executive officer or, in the absence of the chief executive officer the president or, in the absence of the president, a vice president who is a member of the Board (and, if there is more than one such person, in the order designated by the Board of Directors or, in the absence of such designation, in the order of their election), if any, or if no such vice president is present, a director chosen by the majority of the directors present, shall act as chairman at meetings of the Board of Directors.

Section 9. Attendance by Communications Equipment. Unless specifically prohibited by the articles of incorporation, members of the Board of Directors, or of any committee of the Board of Directors, may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any such meeting may be recorded provided that all directors are notified of such recording and such recording is in fact made and becomes a part of the official corporate records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 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 conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Committees. A majority of the Board of Directors may create one or more committees and appoint members of the board to serve on the committee or committees. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. Unless the appointment of the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum and a majority of a quorum is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of these By-laws or action by the Board, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. To the extent provided by the Articles of Incorporation, these By-laws or the Board of Directors, each committee shall have and may exercise all of the authority of the Board of Directors in the management of the corporation, provided committees shall not have the authority of the Board of Directors to (a) authorize distributions, except for dividends to be paid with respect to shares of any preferred or special class or series any thereof; (b) approve or recommend to shareholders any act the Illinois Business Corporation Act of 1983, as amended, requires to be approved by shareholders; (c) fill vacancies on the Board or on any of its committees; (d) elect or remove officers or fix the compensation of any member of the committee; (e) adopt, amend or repeal these by-laws; (f) approve a plan of merger not requiring shareholder approval; (g) authorize or approve the reacquisition of shares, except according to a general formula or method prescribed by the Board; (h) authorize or approve the issuance or sale, or contract for sale, of shares or determine the designation and relative rights, preferences, and limitations of a series of shares, except that the Board may direct a committee to fix the specific terms of the issuance or sale or contract for sale or the number of shares to be allocated to particular employees under an employee benefit plan; or (i) amend, alter, repeal, or take action inconsistent with

any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section 12. Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or committee thereof, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any consent signed by all the directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or any other state or federal official.

Section 13. Resignation and Removal. A director may resign at any time upon written notice to the Board of Directors. One or more of the directors may be removed, with or without cause, at a meeting of shareholders by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of directors, except: (a) no director shall be removed at a meeting of shareholders unless the notice of such meeting shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice; (b) only the named director or directors may be removed at such meeting; and (c) if a director is elected by a class or series of shares, he or she may be removed only by the shareholders of that class or series.

Section 14. Compensation. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish a reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, notwithstanding any director conflict of interest. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a vice president, a secretary and a treasurer. Any two offices may be held by the same person.

The Board of Directors may also elect a chairman of the board, one or more additional vice presidents, one or more assistant secretaries and assistant treasurers and such other officers and agents as it shall deem appropriate.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. In accordance with Article III, Section 3, vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Chairman of the Board. The chairman of the board, when elected, shall be the chief executive officer of the corporation and, as such, shall have the general supervision, direction and control of the business and affairs of the corporation, subject to control of the Board of Directors. He or she shall preside at all meetings of the shareholders and Board of Directors. He or she may sign, with the secretary or any other officer of the corporation thereunto authorized, certificates for shares of the corporation, and, when authorized by the Board of Directors, any

deeds, mortgages, bonds, contracts or other instruments. The chairman of the board shall perform such other duties as may be prescribed by the Board of Directors from time to time. The chairman of the board must be a director of the corporation.

Section 5. President. Subject to direction and control of the Board of Directors of the corporation, the chairman of the board and the chief executive officer, the president shall see that the resolutions and directions of the Board of Directors are carried into effect. The president may sign, with the secretary, an assistant secretary or any other officer of the corporation thereunto duly authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the corporation or shall be required by law to be otherwise executed. In general, the president shall perform all duties incident to the office of president of the corporation and such other duties as may be prescribed from time to time by the Board of Directors. In the absence of the chairman of the board and the chief executive officer, the president shall preside at all meetings of the shareholders and of the Board of Directors. In the absence of the chairman of the board and the chief executive officer, or in the event of their inability or refusal to act, the president shall perform the duties of the chairman of the board and the chief executive officer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman of the board and the chief executive officer.

Section 6. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and the vice president, when so acting, shall have all of the powers and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the vice president (or each of them if there are more than one) may execute for the corporation, with the secretary or an assistant secretary, certificates for shares of the corporation and any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed. Each vice president shall perform such other duties as from time to time may be assigned to him by the chairman of the board, the president or the Board of Directors.

Section 7. Treasurer. The treasurer of the corporation shall be the principal accounting and financial officer of the corporation. He or she shall have overall responsibility for the management and protection of the assets of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation and be responsible therefore, and for the receipt and disbursement thereof; (c) direct the timely preparation, interpretation and dissemination of financial information for the corporation; (d) establish and maintain internal controls required to safeguard the assets and integrity of the corporation; (e) prepare timely responses to internal and external audit recommendations; and (f) perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Chief Legal Officer. Subject to the control of the president of the corporation, the chief legal officer shall supervise and control the legal matters of the corporation. He or she shall be a licensed attorney in good standing and shall be responsible for providing and coordinating expert legal advice in connection with the laws and regulations governing the business of the corporation. He or she shall be the general supervisor of all employees of the corporation who deal with legal matters.

Section 9. Secretary. The secretary shall (a) keep records of corporate action, including the minutes of meetings of the shareholders and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) keep a register of the post-office address of each shareholder which shall be furnished to the secretary by such shareholder; (d) sign with the chairman of the board the president, or a vice president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolutions of the Board of Directors, and any contracts, deeds, mortgages, bonds or instruments which the Board of Directors has authorized to be executed, according to the

requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors and these By-laws; (e) have general charge of the stock transfer books of the corporation; (f) have authority to certify these By-laws, resolutions of the shareholders and the Board of Directors and committees thereof, and other documents of the corporation as true and correct copies thereof; and (g) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the Board of Directors.

Section 10. Assistant Treasurers. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall in the absence of the treasurer or in the event of the treasurer's refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such duties as shall be assigned by the treasurer or by the chairman of the board, the president, or the Board of Directors. The assistant treasurer(s) shall, if required by the Board of Directors, give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine.

Section 11. Assistant Secretaries. The assistant secretary, or if there shall be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall in the absence of the secretary or in the event of the secretary's refusal to act, perform the duties and exercise the powers of the secretary and shall perform such duties as shall be assigned by the secretary or by the chairman, the president, or the Board of Directors.

Section 12. Salaries. The salaries of the officers of the corporation shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V
CONTRACTS, LOANS, CHECKS,
DEPOSITS AND VOTING SECURITIES

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Voting Securities Held by the Corporation. Consistent with Article II Section 11(a) hereof, unless otherwise ordered by the Board of Directors, the chairman of the board or the president or, in the event of his or her or their inability to act, the vice president having authority under these By-laws to act in the absence of the president shall have full power and authority on behalf of the corporation to attend, act and vote at any meetings of security holders of corporations in which the corporation may hold securities, and at such meetings or otherwise shall possess and may exercise any and all rights and powers incident to the ownership of such securities. The power and authority to attend, act and vote at meetings shall include the power and authority to consent, on behalf of the corporation, with respect to securities of other corporations held by the corporation. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE VI
CERTIFICATES FOR SHARES, UNCERTIFICATED
SHARES AND TRANSFER OF SHARES

Section 1. Certificates for Shares.

(a) Certificates representing shares of the corporation shall be in such form as may be determined by the Board of Directors. Certificates shall be signed by the chairman of the board, the president or a vice president and by the secretary or an assistant secretary and may be sealed with the seal of the corporation, or a facsimile of the seal, if the corporation uses a seal. If a certificate is countersigned by a transfer agent or registrar, other than the corporation or its employee, any other signatures or countersignatures on the certificate may be by facsimile.

(b) Each certificate representing shares shall be consecutively numbered or otherwise identified, and shall also state the name of the person to whom issued, the number and class of shares (with designation or series, if any), the date of issue, and that the corporation is organized under Illinois law. If the corporation is authorized to issue shares of more than one class or series within a class, the certificate shall also contain such information or statement as may be required by law.

(c) Unless otherwise provided in the Articles of Incorporation, the Board of Directors may provide that some or all of any or all classes and series of its shares shall be by uncertificated shares, provided that the foregoing shall not apply to shares represented by certificates until such certificate is surrendered to the corporation. Within such reasonable time after the issuance or transfer of uncertificated shares, the corporation shall send to the registered owner thereof a written notice of all information that would appear on a certificate. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares shall be identical to those of the holders of certificates representing shares of the same class and series.

(d) In the case of certificated shares, all certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfers of Shares. Transfers of shares of the corporation shall be recorded on the books of the corporation. Transfer of shares represented by a certificate, except in the case of a lost or destroyed certificate, shall be made on surrender for cancellation of the certificate for such shares. A certificate presented for transfer must be duly endorsed or accompanied by proper guaranty of signature and other appropriate assurances that the endorsement is effective. Transfer of uncertificated shares shall be made on receipt by the corporation of an instrument from the registered owner or other appropriate person. The instruction shall be in writing or a communication in such form as may be agreed upon in writing.

Section 3. Lost, Destroyed or Stolen Certificates. In the case of loss, destruction or theft of a certificate representing shares of the corporation, a new certificate may be issued upon satisfactory proof of such loss, destruction or theft upon such terms as the Board of Directors may prescribe. The Board of Directors may in its discretion require the owner of the lost, destroyed or stolen certificate, or his or her legal representative, to give the corporation a bond, in such sum and in such form and with such surety or sureties as it may direct, to indemnify the corporation against any claim that may be made against it with respect to a certificate alleged to have been lost, destroyed or stolen.

ARTICLE VII
FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

*ARTICLE VIII
DISTRIBUTIONS*

The Board of Directors may from time to time authorize, and the corporation may make, distributions to its shareholders, subject to any restrictions in its Articles of Incorporation or provided by law.

*ARTICLE IX
SEAL*

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal Illinois". The seal may be used by causing it or a facsimile thereof to be pressed or affixed or in any other manner reproduced, provided that affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

*ARTICLE X
WAIVER OF NOTICE*

Whenever any notice whatever is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois Business Corporation Act of 1983, as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*ARTICLE XI
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS*

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

Section 2. Indemnification in Actions by or in the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including reasonable attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person has been adjudged to be liable to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that any present or former director, officer or employee of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or

proceeding referred to in Sections 1 and 2 of this Article XI, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article XI shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XI. Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (a) by majority vote of the Board of Directors who are not parties to such action, suit or proceeding, even though less than a quorum, (b) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, (c) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion, or (d) by the shareholders.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article XI. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

Section 6. Indemnification not Exclusive. The indemnification provided by or granted under other sections of this Article XI shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to actions in his or her official capacity and as to action in another capacity while holding such office. The indemnification provided by these By-laws shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article XI.

Section 8. Notification to Shareholders. If the corporation has paid indemnity or has advanced expenses to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next meeting of the shareholders.

Section 9. References to the Corporation and Other References. For purposes of this Article XI, references to the "corporation" shall include, in addition to the surviving corporation, any merging corporation, including any corporation having merged with a merging corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its directors, officers and employees or agents.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "service at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation with respect to an employee benefit plan, its participants or beneficiaries.

The provisions of this Article shall be interpreted in accordance with Subsection 8.75(i) and (j) of the Business Corporation Act of 1983, as amended.

ARTICLE XII
INTEREST OF DIRECTORS IN CERTAIN TRANSACTIONS

If a transaction is fair to the corporation at the time it is authorized, approved or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction or the director's vote regarding the transaction; provided, however, that in a proceeding contesting the validity of such a transaction, the person asserting validity has the burden of proving fairness unless (i) the material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board committee authorized, approved or ratified the transaction by affirmative votes of a majority of the disinterested directors; or (ii) the material facts of the transaction and the director's interest or relationship were disclosed or known to the shareholders entitled to vote and they authorized, approved or ratified the transaction without the vote of any shareholder who is an interested party. For purposes of this Article, a director is 'indirectly' a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or in which the director is an officer, director or general partner.

ARTICLE XIII
AMENDMENTS

Unless the power to make, alter, amend or repeal the By-laws is reserved to the shareholders by the Articles of Incorporation, these By-laws may be made, altered, amended or repealed by the shareholders or the Board of Directors, but no By-law adopted by the shareholders may be altered, amended or repealed by the Board of Directors if these By-laws so provide. These By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

Exhibit A-15

Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/07/2016	201606402266	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00	0.00

Receipt

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

LICENSELOGIX, LLC
ATTN: DANILO BANDOVIC
140 GRAND ST., SUITE 300
WHITE PLAINS, NY 10601

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
3874439

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

NANIA ENERGY INCORPORATED

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

Document(s)

FOREIGN FOR PROFIT CORPORATION - LICENSE

Effective Date: 03/03/2016

Document No(s):

201606402266

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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
7th day of March, A.D. 2016.

Jon Husted

Ohio Secretary of State

Exhibit B-1

Jurisdictions of Operation

SECTION I. Jurisdictions of Operation

Applicant does not yet operate in any jurisdictions.

SECTION II. Pending Applications

Jurisdiction	Type of License
State of Massachusetts	Electric Broker
State of Massachusetts	Natural Gas Broker
State of Ohio	Natural Gas Broker
Pennsylvania	Electric Broker
Pennsylvania	Natural Gas Broker

Exhibit B-2

Experience & Plans

Exhibit B2

Nania Energy has been active in other deregulated markets for over 15 years and have always been stringent about following the applicable laws and regulations set forth in each individual state. A majority of the requirements set forth in Section 4928.10 of the Revised Code will be provided by the actual retail supplier (as opposed to the broker), but we will certainly be advising our clients and prospects on such issues as contract language (Section A and B) as well as navigating supplier billing and customer service issues.

Exhibit B-3

Summary of Experience

SECTION I. Summary of Experience

Kit Gutteridge, Primary Account Manager – (Applied Energy)

Over the past 7 years, Mr. Gutteridge has built a company providing energy management services to commercial and industrial customers throughout the Mid-Atlantic States.

In his earlier career, Mr. Gutteridge gained extensive experience in both management and operations for IGL, an industrial gases manufacturing company, which manufactured oxygen, nitrogen, acetylene and CO₂ to supply the medical, industrial and soft drinks industries throughout the West Indies.

Mr. Gutteridge's background in economics enables him to analyze and keep-track of energy market movements, including the results of changes in gas and electricity supplies, transmission capacity, and demand from power generators and industry, as well as imports, exports and inventories of natural gas. He has completed energy reduction projects include upgrades to lighting systems, compressed air systems, electric motor controls, space heating and cooling, process heating and cooling, and power quality.

Thomas Dufraine Account Manager – (Applied Energy)

Mr. Thomas Dufraine has been with Applied Energy Partners, since October 2010, and is the Sales Manager for Electricity and Natural Gas Procurement and Energy Monitoring in the Pennsylvania and New Jersey Markets.

Exhibit B-4

Disclosure of Liabilities and Investigations

SECTION I. Disclosure of Liabilities and Investigations

Applicant is not subject to any pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matters 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.

Exhibit C-1

Annual Reports

N/A – Nania Energy is not required to file annual reports.

Exhibit C-2

SEC Filings

SECTION I. SEC Filings

Applicant does not file 10-K/8-K filings with the Securities and Exchange Commission ("SEC") because Applicant does not meet the SEC requirement to file 10-K or 8-K forms.

Exhibit C-3

Financial Statements

Exhibit C-3
Financial Statements
Filed under seal.

Exhibit C-4

Financial Arrangements

N/A -Nania Energy will be acting as a broker only. They will not be acting as a CRES.

Exhibit C-5

Forecasted Financial Statements

Exhibit C-5

Forecasted Financial Statements

Filed under seal.

Exhibit C-6

Credit Rating

N/A – Nania Energy does not have a credit rating.

Exhibit C-7

Credit Report

EXHIB C-7 CREDIT REPORT

NANIA ENERGY INC

DUNS: 01-285-7810



Business Information Report

Company Information

4200 Cantera Dr Ste 219

Warrenville, IL 60555

This is a **single location** location.

Telephone (630) 416-8300

Stock Symbol: NA

Year Started 2010

Employees UNDETERMINED

Financial Statement

Sales NA

Net Worth NA

History: NA

Financial Condition: NA

Financing: NA

SIC: 4924

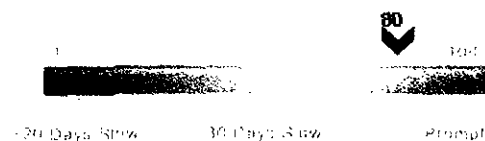
Line of Business: Natural gas distribution

Corporate Family:

This business is a single location of the corporate family.

Scores

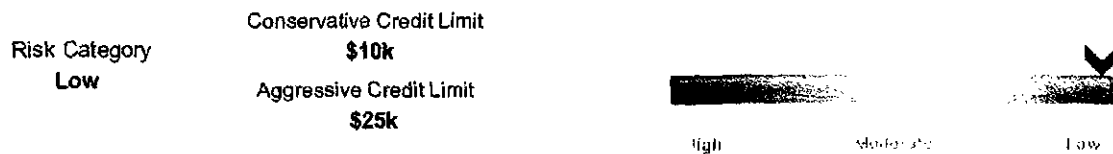
80 ▲
ON TERMS



Based on up to 24 months of trade.

D&B PAYDEX® Key

- High risk of late payment
(average 30 to 120 days beyond terms)
- Medium risk of late payment
(average 30 days or less beyond terms)
- Low risk of late payment
(average prompt to 30+ days sooner)



Rating
DS

The credit rating was assigned based on D&B's assessment of the company's financial ratios and its cash flow. For more information, see the D&B Rating Key.

The Summary Analysis section reflects information in D&B's file as of March 16, 2016



Compared to ALL US Businesses within the D&B Database:

- Level of Risk: **Low Risk**
- Businesses ranked 4 have a probability of becoming no longer viable: **5%**
- Percentage of businesses ranked 4: **14%**
- Across all US businesses, the average probability of becoming no longer viable: **14%**



Compared to ALL US Businesses within the D&B Database:

- Model Segment: **Established Trade Payments**
- Level of Risk: **Moderate Risk**
- Businesses ranked 5 within this model segment have a probability of becoming no longer viable: **5%**
- Percentage of businesses ranked 5 within this model segment: **11%**
- Within this model segment, the average probability of becoming no longer viable: **5%**



Data Depth Indicator:

Rich Firmographics
 Extensive Commercial Trading Activity
 Basic Financial Attributes

**Company Profile**

Not Available **Available (3+Trade)** **Small** **Established**

Compared to ALL US Businesses within the D&B Database:

- Financial Data: **Not Available**
- Trade Payments: **Available: 3+Trade**
- Company Size: **Small: Employees: <10 and Sales: <\$10K or Missing**
- Years in Business: **Established: 5+**

History & Operations**History**

The following information was reported: **02/23/2016**

Business started 2010.

Business address has changed from 1730 Park St Ste 202, Naperville, IL, 60563 to 4200 Cantera Dr Ste 219, Warrenville, IL, 60555.

02/23/2016

Description:

Provides natural gas distribution.

Employees: UNDETERMINED.

Facilities: Occupies premises in building.

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.

4924 0000 Natural gas distribution

NAICS:

221210 Natural Gas Distribution

Payments

PAYDEX®

Score Not Available

You must have three reported payment experiences, from at least two different vendors, to establish a PAYDEX® score. To ensure all of your payments are reflected in your credit file, add trade references to your report. Visit the Action Center to learn more.

Payment Summary

Total (Last 24 Months): 4

Top Industries

Telephone communications	1	\$1,000.00	\$1,000.00	100%	0	0	0	0
Lithographic printing	1	\$50.00	\$50.00	100%	0	0	0	0

Other Categories

Cash experiences	2	\$50	\$50	--	--	--	--	--
Unknown	0	\$0	\$0	--	--	--	--	--
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	4	\$1,100	\$1,000	--	--	--	--	--

The highest Now Owes on file is \$0

The highest Past Due on file is \$0

There are 4 payment experience(s) in D&B's file for the most recent 24 months, with 1 experience(s) reported during the last three month period.

Payments Details

Total (Last 24 Months): 4

Date	Paying Record	High Credit	Now Owes	Payment Terms	Payment Method
02/2016	(001)	--	\$0	\$0	Cash account 6-12 mos
06/2015	(002)	\$50	-	--	Cash account 1 mo
01/2015	Ppt	\$50	--	--	1 mo
08/2014	Ppt	\$1,000	\$0	\$0	-- 6-12 mos

Payments Detail Key: ■ 30 or more days beyond terms

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

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

the result of disputes over merchandise, skipped invoices etc.

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Banking and Finance

Statement Update

Key Business Ratios from D&B

We currently do not have enough information to generate the graphs for the selected Key Business Ratio.

• This Company

Key Financial Comparisons

This Company's Operating Results Year Over Year

Net Sales	NA	NA	NA
Gross Profit	NA	NA	NA
Net Profit	NA	NA	NA
Dividends / Withdrawals	NA	NA	NA
Working Capital	NA	NA	NA

This Company's Assets Year Over Year

Cash	NA	NA	NA
Accounts Receivable	NA	NA	NA
Notes Receivable	NA	NA	NA
Inventories	NA	NA	NA
Other Current	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets	NA	NA	NA

Other Non Current	NA	NA	NA
Total Assets	NA	NA	NA
This Company's Liabilities Year Over Year			
Accounts Payable	NA	NA	NA
Bank Loan	NA	NA	NA
Notes Payable	NA	NA	NA
Other Current Liabilities	NA	NA	NA
Total Current Liabilities	NA	NA	NA
Other Long Term and Short Term Liabilities	NA	NA	NA
Deferred Credit	NA	NA	NA
Net Worth	NA	NA	NA
Total Liabilities and Net Worth	NA	NA	NA



We currently do not have any recent financial statements on file for your business. Submitting financial statements can help improve your D&B scores. To submit a financial statement, please call customer service at 800-333-0505.

Key Business Ratios

Solvency

Quick Ratio	NA	NA	NA
Current Ratio	NA	NA	NA
Current Liabilities to Net Worth	NA	NA	NA
Current Liabilities to Inventory	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets to Net Worth	NA	NA	NA

Efficiency

Collection Period	NA	NA	NA
Inventory Turn Over	NA	NA	NA
Sales to NWC	NA	NA	NA
Acct Pay to Sales	NA	NA	NA

Profitability

Return on Sales	NA	NA	NA
Return on Assets	NA	NA	NA

Return on NetWorin

NA

NA

NA

Public Filings

Summary

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

Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	2	03/17/15

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

UCC Filings

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

Litigation

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

Status

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

Collateral: Inventory and proceeds - Accounts receivable and proceeds -
Account(s) and proceeds - Assets and proceeds - and OTHERS

Type: Original

Sec.Party: U.S. SMALL BUSINESS ADMINISTRATION, CHICAGO, IL

Debtor: NANIA ENERGY INCORPORATEDand OTHERS

Filing No.: 015551992

Filed With: SECRETARY OF STATE/UCC DIVISION, SPRINGFIELD, IL

Date Filed: 08/30/10

Latest Info Received: 09/14/10

Collateral: NA

Type: Continuation

Sec.Party: U.S. SMALL BUSINESS ADMINISTRATION, CHICAGO, IL

Debtor: NANIA ENERGY INCORPORATEDand OTHERS

Filing No.: 009347821
Filed With: SECRETARY OF STATE/UCC DIVISION, SPRINGFIELD, IL
Date Filed: 03/17/15
Latest Info Received: 03/22/15

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

Government Activity

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

Special Events

N/A

Parent

Company Name	DUNS #	City/State
NANIA ENERGY INC	01-285-7810	WARRENVILLE, ILLINOIS

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March 17, 2016

Re: Nanla Energy Incorporated

4200 Cantera Dr. Ste. 219

Warrenville, IL 60555-3040

To Whom It May Concern,

This letter serves to verify that all of the Nanla Energy Incorporated accounts with Chase Bank have always been in good standing. The checking account was opened 2/8/1999.

As of March 17, 2016 the average yearly balance of their accounts are as follows.

- **Checking account \$517,819**
- **Business Line of Credit \$200,000 available and \$0 outstanding balance.**

We consider this to be a most satisfactory relationship. Please feel free to call with any questions.

Thank you.

A handwritten signature in black ink, appearing to read "Stephen Kling", written over a horizontal line.

Stephen Kling

Sr. Business Relationship Manager

Chase Business Banking/708-579-4476

Business Banking • IL-3516, 14 South LaGrange Rd, LaGrange, IL 60525

Facsimile: 866 779 1192

JPMorgan Chase Bank, N.A.

Exhibit C-8

Bankruptcy Information

BANKRUPTCY INFORMATION

The Applicant and its President have never filed for bankruptcy, undergone any reorganizations or received protection from creditors in the current year or within the two most recent years preceding the application. The Applicant does not have any parent or affiliate organizations.

Exhibit C-9
Merger Information

MERGER INFORMATION

Applicant has not undergone a dissolution, merger, or acquisition within the five most recent years preceding the application.

Exhibit C-10

Corporate Structure

Nania Energy-Power Broker Organization Chart

