

NC

63

FILE



17-1733-GA-AGG

July 28, 2017

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

Dear Docketing Division,

Enclosed you will find Atlas Commodities II Retail Energy, LLC application to become a licensed Retail Natural Gas Broker in the state of OH. Included are original notarized copy along and 3 copies. We ask that financial information be treated as confidential due to the sensitive nature of the information provided.

Upon your review, please feel free to contact me directly if you have any questions or require additional materials. We look forward to the board's approval.

Warmest Regards,

*Michael Wirkus*

Michael Wirkus  
Director Retail Energy  
Atlas Commodities II Retail Energy, LLC  
[Michael.Wirkus@atlascommodities.com](mailto:Michael.Wirkus@atlascommodities.com)  
203-987-5258

RECEIVED  
2017 AUG -4 AM 11:04  
71100

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician *[Signature]* Date Processed AUG 04 2017



# Public Utilities Commission

PUCO USE ONLY – Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	17 - 1733 - GA-AGG	

## INITIAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - 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 directly input information onto the form. You may also download the form by saving it to your local disk.

### SECTION A - APPLICANT INFORMATION AND SERVICES

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

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

#### A-2 Applicant information:

Legal Name Atlas Commodities II Retail Energy, LLC  
Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Telephone No. 281-407-2500 Web site Address [www.atlascommodities.com](http://www.atlascommodities.com)

#### A-3 Applicant information under which applicant will do business in Ohio:

Name Atlas Commodities II Retail Energy, LLC  
Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Web site Address [www.atlascommodities.com](http://www.atlascommodities.com) Telephone No. 281-407-2500

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

Atlas Commodities, LLC Atlas Commodities II Retail Energy, LLC

#### A-5 Contact person for regulatory or emergency matters:

Name Michael Wirkus Title Director Retail Energy  
Business Address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Telephone No. 203-987-5258 Fax No. 888-600-1179 Email Address [michael.wirkus@atlascommodities.com](mailto:michael.wirkus@atlascommodities.com)

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

Name Michael Wirkus Title Director Retail Energy  
Business address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Telephone No. 203-987-5258 Fax No. 888-600-1179 Email Address michael.wirkus@atlascommodities.com

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

Customer service address 3900 Essex Lane, Suite 775, Houston, TX 77027  
Toll-Free Telephone No. 1-855-55Atlas Fax No. 888-600-1179 Email Address michael.wirkus@atlascommodities.com

**A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee**

Name National Registered Agents, Inc. Title Registered Agent  
Business address 4400 Easton Commons Way, Suite 125, Columbus, OH 43219  
Telephone No. 800-862-5438 Fax No. N/A Email Address jschroeder@nrai.com

**A-9 Applicant's federal employer identification number 46-5466777**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship ☐ Partnership  
☐ Limited Liability Partnership (LLP) ☒ Limited Liability Company (LLC)  
☐ Corporation ☐ Other

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

**A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.**

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

**A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:**

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	7/1/17
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	7/1/17
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	7/1/17
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	7/1/17

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "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-15 Exhibit A-15 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "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-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

## **SECTION 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 current 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 natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations 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 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has 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 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ 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.

## **SECTION 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 the applicant does not produce annual reports, the applicant should 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 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 current financial arrangements 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 **NATURAL GAS 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 current credit rating as reported by two of the following organizations: Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, 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 an 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 current 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.

## **SECTION D – APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 “Operations,”** provide a current written description of the operational nature of the applicant’s business functions.
- D-2 Exhibit D-2 “Operations Expertise,”** given the operational nature of the applicant’s business, provide evidence of the applicant’s current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 “Key Technical Personnel,”** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant’s current business.

Applicant Signature and Title

 , PRESIDENT

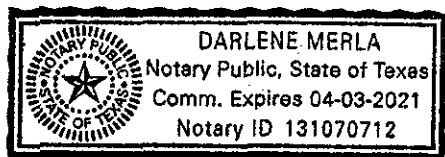
Sworn and subscribed before me this 31<sup>st</sup> day of JULY Month 2017 Year



Signature of official administering oath

DARLENE MERLA

Print Name and Title



My commission expires on 04/03/2021





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of

Atlas Commodities II Retail Energy, LLC

for a Certificate or Renewal Certificate to Provide  
Competitive Retail Natural Gas Service in Ohio.

Case No.  -GA-AGG

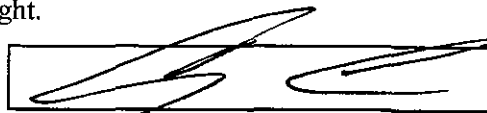
County of  Harris  
State of  Texas

Craig Taylor

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

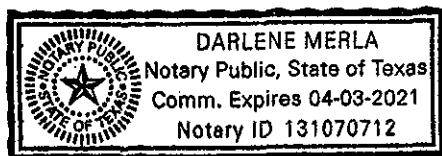
Affiant Signature & Title

 , PRESIDENT

Sworn and subscribed before me this  31<sup>ST</sup> day of  JULY Month  2017 Year

Signature of Official Administering Oath

Print Name and Title



My commission expires on  04/03/2021

## **EXHIBIT A-14**

### **Principal Offices, Directors & Partners**

Craig Taylor  
President  
3900 Essex Lane, Suite 775  
Houston, TX 77027  
P: 281-407-2412

James Marshall  
Partner  
3900 Essex Lane, Suite 775  
Houston, TX 77027  
P: 281-407-2432

Tejpal Singh  
COO (Contract)  
3900 Essex Lane, Suite 775  
Houston, TX 77027  
P: 647-500-0356

Stephen Roberson  
Managing Director Retail Energy  
2 International Dr  
Portsmouth, NH 03801  
P: 603-583-4512

Michael Wirkus  
Director Retail Energy  
3900 Essex Lane, Suite 775  
Houston, TX 77027  
P: 203-987-5258

## **EXHIBIT A-15**

### **Company History**

Atlas Commodities II Retail Energy, LLC is a wholly owned subsidiary of Atlas Commodities, LLC. This entity was formed to serve industrial and commercial clients across North America in deregulated energy markets as a broker/consultant. Services include procurement RFP management, data management, and market intelligence.

Its parent Atlas Commodities, LLC is a neutral intermediary broker in the wholesale energy market established in 2006. Atlas anonymously matches up buyers and sellers of financial and physical energy products at the most attractive prices possible. At Atlas, our seasoned brokers are prepared to delivery seamless transactions, targeted market information, and managed risk exposure for all of our client's energy trading requirements.

## **EXHIBIT A-16**

### **Articles of Incorporation and Bylaws**

See following pages.



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Atlas Commodities II Retail Energy, LLC  
File Number: 801968373

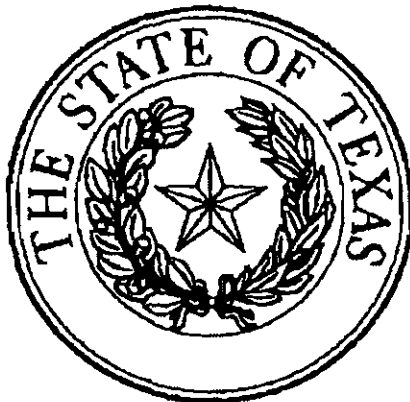
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/09/2014

Effective: 04/09/2014



*Nandita Berry*

Nandita Berry  
Secretary of State

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

Filing Fee: \$300



**Certificate of Formation  
Limited Liability Company**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801968373 04/09/2014  
Document #: 538281740002  
Image Generated Electronically  
for Web Filing

**Article 1 - Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

**Atlas Commodities II Retail Energy, LLC**

**Article 2 - Registered Agent and Registered Office**

☐ A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

**Craig Taylor**

C. The business address of the registered agent and the registered office address is:

Street Address:

**24 East Greenway Plaza, Suite 445 Houston TX 77046**

**Consent of Registered Agent**

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

**Article 3 - Governing Authority**

☒ A. The limited liability company is to be managed by managers.

OR

☐ B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Manager 1: **Stephen J Marshall**

Title: **Manager**

Address: **906 Ruthven Street Houston TX, USA 77019**

Manager 2: **Craig Taylor**

Title: **Manager**

Address: **24 East Greenway Plaza, Suite 445 Houston TX, USA 77046**

**Article 4 - Purpose**

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

**Executed - TX SOS Name Consent.pdf**

**Organizer**

The name and address of the organizer are set forth below.

**Mark J. Pietrantone**      **Selman, Munson & Lerner, 1900 West Loop South, Ste. 850,**  
**Houston, Texas 77027**

**Effectiveness of Filing**

☒ A. This document becomes effective when the document is filed by the secretary of state.

**OR**

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Mark J. Pietrantone**

**Signature of Organizer**

**FILING OFFICE COPY**

**ATLAS COMMODITIES, LLC**  
**24 E. GREENWAY PLAZA, SUITE 445**  
**HOUSTON, TEXAS 77046**

April 9, 2014

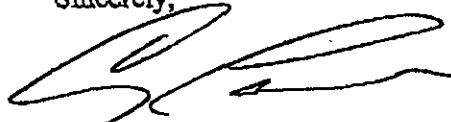
Texas Secretary of State  
1019 Brazos  
Austin, Texas 78701

Re: Consent to Use of Name

Ladies and Gentlemen:

Please accept this letter as Atlas Commodities, LLC's consent to the use of the name "*Atlas Commodities II Retail Energy, LLC*" by a newly-formed entity.

Sincerely,

A handwritten signature in black ink, appearing to read 'Craig Taylor', with a stylized flourish at the end.

Craig Taylor  
President



Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Nandita Berry  
Secretary of State

## Office of the Secretary of State

April 10, 2014

Attn: Selman Munson & Lerner, P.C.

Selman Munson & Lerner, P.C.  
Barton Oaks Plaza Four, Suite 200, 901 South Mopac Expressway  
Austin, TX 78746 USA

RE: Atlas Commodities II Retail Energy, LLC  
File Number: 801968373

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic limited liability company (llc).

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555  
Prepared by: Bridget Swonke

Fax: (512) 463-5709  
TID: 10285

Dial: 7-1-1 for Relay Services  
Document: 538281740002<sup>16</sup>

## **EXHIBIT A-17**

### **Secretary of State Evidence**

See following pages.

**\*201625203242\***

DATE: 09/09/2016	DOCUMENT ID 201625203242	DESCRIPTION REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	FILING 99.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
---------------------	-----------------------------	------------------------------------------------------------	-----------------	--------------	----------------	-------------	-------------

**Receipt**

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

CT CORPORATION SYSTEM  
KAITY TOON  
4400 EASTON COMMONS WAY, STE 125  
COLUMBUS, OH 43219

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**3938241**

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

**ATLAS COMMODITIES II RETAIL ENERGY, LLC**

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

Document(s)

**REG. OF FOR. PROFIT LIM. LIAB. CO.**

Document No(s):

**201625203242**

**Effective Date: 09/02/2016**



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 9th day of September, A.D. 2016.

*Jon Husted*

Ohio Secretary of State

## **EXHIBIT B-1**

### **Jurisdictions of Operation**

Maine  
New Hampshire  
Massachusetts  
Maryland  
Delaware  
District of Columbia  
Illinois  
Texas  
New York  
Connecticut

## **EXHIBIT B-2**

### **Experience and Plans**

Applicant has over 22 years combined retail energy experience heading the retail team. The on-set team consists of sales, pricing, research, and account managers, all with experience in each of their positions.

Applicant will have broker/channel partner agreements with Natural Gas Suppliers who are in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code and are licensed in the State. Applicant will have consulting agreements with customers where we will be working on behalf of customer to negotiate contract terms and prices with competitive natural gas suppliers. Applicant will not have direct gas contracts with customer.

## **EXHIBIT B-3**

### **Summary of Experience**

Atlas Commodities II Retail Energy, LLC does not currently serve any natural gas clients in the OH area, but manages a sizable customer base outside of this region. Across UT, IL, WI, IA, GA, NH, MA, and NY markets currently manages over 10 million Dth. Atlas only serves commercial and industrial clients in all regions. Services to our current client base include RFP management, market intelligence, reporting, and data management.

## **EXHIBIT B-4**

### **Disclosure of Liabilities and Investigations**

N/A Applicant does not have any existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any matter that could adversely impact the applicant's financial or operation status or ability to provide the services it is seeking to be certified to provide.

## **EXHIBIT C-1**

### **Annual Reports**

N/A Applicant is a private company and is not required to provide annual reports.



## **EXHIBIT C-2**

### **SEC Filings**

N/A Applicant is not required to file with the SEC as SEC does not govern our products nor are we taking a position.

## **EXHIBIT C-3**

### **Financial Statements**

See following pages for audited financial statements.

**ATLAS COMMODITIES LLC**

**ANNUAL REPORT**

**DECEMBER 31, 2015 and 2014**

**ATLAS COMMODITIES LLC**  
**ANNUAL FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015 and 2014**

	<u>Page No.</u>
Independent Auditor's Report	1-2
Statements of Financial Condition	3
Statements of Income and Members' Equity	4
Statements of Cash Flows	5
Notes to Financial Statements	6-9

**INDEPENDENT AUDITOR'S REPORT**

To the Members  
Atlas Commodities LLC

**Report on the Financial Statements**

We have audited the accompanying financial statements of Atlas Commodities LLC which comprise the statement of financial condition as of December 31, 2015 and 2014, and the related statements of income, members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

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

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

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Atlas Commodities LLC as of December 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

2025 Broadway, Suite 15B, New York, NY 10023  
Tel: (212) 714-0064 Fax: (212) 629-9553

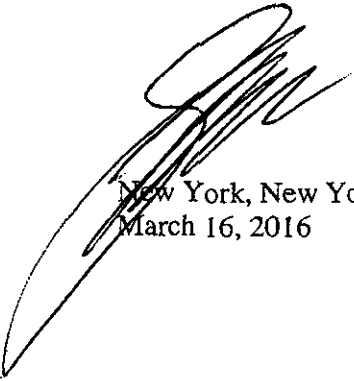
\*\*\*

65 East John Street, Hicksville, NY 11801  
Tel: (516) 417-8503 Fax: (516) 213-4895

\*\*\*

[www.salalbanese.com](http://www.salalbanese.com)

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplemental reports is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required under the Commodity Exchange Act. This schedule is the responsibility of the Company's management. Such schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



New York, New York  
March 16, 2016

**ATLAS COMMODITIES LLC**  
**STATEMENTS OF FINANCIAL CONDITION**  
**DECEMBER 31,**

	<u>2015</u>	<u>2014</u>
<b>ASSETS</b>		
Cash and Cash Equivalents	\$ 999,119	\$ 719,408
Accounts Receivable, net of Allowances for Doubtful Accounts of \$200,000	2,383,312	1,776,947
Prepaid Expenses	7,014	16,793
Loans Receivable	982,305	1,061,436
Security Deposit	7,661	7,661
Other Investment	25,000	-
Property and Equipment, less Accumulated Depreciation of \$283,157 and \$257,995	66,661	195,136
Surplus on Pension Obligation	<u>-</u>	<u>145,768</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 4,471,072</u></u>	<u><u>\$ 3,923,149</u></u>
<b>LIABILITIES AND MEMBERS' EQUITY</b>		
<b>Liabilities</b>		
Accounts Payable	\$ 38,735	\$ 40,562
Accrued Expenses	272,993	395,183
Pension Payable	94,958	97,185
Loans Payable	<u>291,770</u>	<u>351,498</u>
<b>Total Liabilities</b>	<u>698,456</u>	<u>884,428</u>
Commitments and Contingencies		
<b>Members' Equity</b>		
Members' Equity	3,786,379	2,787,824
Accumulated Other Comprehensive Income	(13,763)	271,703
Adjustment for Pension Liability	<u>-</u>	<u>(20,806)</u>
<b>Total Members' Equity</b>	<u>3,772,616</u>	<u>3,038,721</u>
<b>TOTAL LIABILITIES &amp; MEMBERS' EQUITY</b>	<u><u>\$ 4,471,072</u></u>	<u><u>\$ 3,923,149</u></u>

The accompanying notes to financial statements are an integral part of these statements.

**ATLAS COMMODITIES LLC**  
**STATEMENTS OF INCOME AND MEMBERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31,**

	<u>2015</u>	<u>2014</u>
<b>Revenues</b>		
Commissions	\$ 4,959,712	\$ 5,636,151
Interest and Other Income	82,061	30,223
Total Revenues	<u>5,041,773</u>	<u>5,666,374</u>
<b>Operating Expenses</b>		
Salaries and Employee Benefits	2,571,908	3,159,228
Data Processing and Communications	356,831	563,892
Office Rent and Expenses	257,343	276,957
Professional Fees	405,489	424,920
Business Promotion	191,450	232,224
Other Expenses	147,760	286,472
Total Operating Expenses	<u>3,930,781</u>	<u>4,943,693</u>
<b>Net Income</b>	1,110,992	722,681
<b>Other Comprehensive Income (Loss)</b>		
Loss on Abandonment of Fixed Assets	(58,511)	-
Pension Liability Adjustment	<u>(226,956)</u>	<u>166,574</u>
<b>Comprehensive Income</b>	825,525	889,255
 Members' Equity at the Beginning of the Year	 3,038,721	 2,007,935
Plus: Member Capital Contribution	20,000	199,250
Plus: Adjustment for Pension Liability	20,806	(37,719)
Less: Distributions to Members	<u>(132,436)</u>	<u>(20,000)</u>
Members' Equity at the End of the Year	<u><u>\$ 3,772,616</u></u>	<u><u>\$ 3,038,721</u></u>

The accompanying notes to financial statements are an integral part of these statements.



**ATLAS COMMODITIES LLC  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31,**

	<u>2015</u>	<u>2014</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Comprehensive Income	\$ 825,525	\$ 889,255
Adjustments to Reconcile Net Income/(Loss)		
Provided by Operating Activities:		
Depreciation and Amortization	69,964	93,630
Decrease (Increase) in Operating Assets		
Accounts Receivable	(606,365)	(783,361)
Prepaid Expenses	9,779	(10,256)
Loans Receivable	64,873	332,471
Security Deposits	-	(2,490)
Surplus on Pension Obligation	145,768	(128,856)
Increase (Decrease) in Operating Liabilities		
Accounts Payable	(1,827)	(127,546)
Accrued Expenses	(122,190)	107,145
Pension Payable	(2,227)	14,643
Net Cash Provided by Operating Activities	<u>383,300</u>	<u>384,635</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Other Investment	(25,000)	-
Abandonment of Fixed Assets - Net	58,511	3,392
Net Cash Provided by Investing Activities	<u>33,511</u>	<u>3,392</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loans and Line of Credit Payable	(59,728)	(301,098)
Adjustment for Pension Liability	20,806	(37,721)
Member Capital Contributions	20,000	199,250
Distributions to Members	(118,178)	(20,000)
Net Cash (Used) by Financing Activities	<u>(137,100)</u>	<u>(159,569)</u>
Net Increase in Cash	279,711	228,458
Cash and Cash Equivalents at the Beginning of the Year	<u>719,408</u>	<u>490,950</u>
Cash and Cash Equivalents at the End of the Year	<u>\$ 999,119</u>	<u>\$ 719,408</u>

The accompanying notes to financial statements are an integral part of these statements.

**ATLAS COMMODITIES LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015 and 2014**

**NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS**

Atlas Commodities LLC, hereinafter referred to as "the Company", is a Texas Limited Liability Company and operates as an Introducing Broker in the Over the Counter energy commodity markets. Acting solely as an intermediary, the Company provides price discoveries and execution services in swaps, options and other derivatives. The Company also consults with various commercial enterprises regarding their energy consumption and acts as a broker to procure various sources of energy.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The financial statements and notes thereto are the representation of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America.

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principle, Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Recognition

Commissions are earned on trade-date basis and are invoiced to the respective parties at the end of each month. Consulting services are earned upon execution of an agreement between consumer and energy supplier which includes the Company as a broker in the transaction.

Income Taxes

The Company has elected to be taxed as a partnership for income tax purposes. As such, the members include their proportionate share of the income and losses in their respective income tax returns. Accordingly, there is no federal income tax payable by the Company. However, the Company is subject to the Texas Franchise Tax and New York City Unincorporated Business Tax.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days that are not held for sale in the ordinary course of business.

Allowance for Doubtful Accounts

The Company uses the Allowance method for doubtful accounts receivable. The allowance provided is estimated based on the outstanding Accounts Receivable in excess of 90 days old.

**ATLAS COMMODITIES LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015 and 2014**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

Property and Equipment

Property and Equipment are depreciated on a straight line method using estimated useful life of five years. Depreciation expense for the years ended December 31, 2015 and 2014 was \$69,964 and \$93,630 respectively. The components of property and equipment are summarized as follows:

	2015	2014
Furniture and Fixtures	\$ 112,555	\$ 112,555
Office Equipment	183,565	183,565
Office Improvements	53,698	53,698
Software	-	103,313
Total Fixed Assets	<u>349,818</u>	<u>453,131</u>
Less: Accumulated Depreciation and Amortization	<u>(283,157)</u>	<u>(257,995)</u>
Net Fixed Assets	<u>\$ 66,661</u>	<u>\$ 195,136</u>

**NOTE 3 - CONCENTRATIONS OF CREDIT RISK**

Financial instruments that potentially subject the organization to concentration of credit risk consist principally of cash accounts in financial institutions which from time to time exceed the limit for Federal Depository Insurance Corporation (FDIC). As of December 31, 2015 and 2014, the cash balances in excess of such limitation were \$474,690 and \$279,458, respectively.

**NOTE 4 – LOANS RECEIVABLE**

The Company has loaned its members and their affiliated entity certain amounts in the ordinary course of its business. The loans are unsecured but are evidenced with promissory notes. The loan to the affiliated entity is short term and has no accrued interest. The outstanding balance of all loans including accrued interest as of December 31, 2015 was \$982,305. The schedule below details the components of each loan receivable:

Recipient	Note Date	Maturity	Interest Rate	Loan Amount	Outstanding Balance as of 12/31/15	Accrued Interest as of 12/31/15
LLC Member	4/23/2013	4/1/2021	2.7000%	163,000	163,000	12,101
LLC Member	4/5/2013	4/1/2021	2.7000%	800,000	620,500	50,596
LLC Member	4/5/2013	4/1/2021	2.7000%	151,150	126,150	9,958
Total				<u>\$ 1,114,150</u>	<u>\$ 909,650</u>	<u>\$ 72,655</u>

**ATLAS COMMODITIES LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015 and 2014**

**NOTE 5 – LOANS PAYABLE**

The Company has an installment loan and a line of credit. These liabilities are secured by the assets of the Company and guaranteed by the members. The installment loan which had a balance of \$54,808 as of December 31, 2014 was paid in full in December 2015. The line of credit which is renewable every year is for a maximum facility of \$500,000 and carries interest at 3.65% per year. It matures on November 10, 2016. The outstanding balance as of December 31, 2015 and 2014 was \$291,770 and \$296,690, respectively.

**NOTE 6 - PENSION PLANS**

The Company maintains a 401(k) profit sharing plan covering all eligible employees. Benefits under this plan are based upon years of service and annual compensation. The plan has a five year graduated vesting formula. It has been the policy of the Company to fund the maximum amount that can be deducted for Federal Income Tax purposes. The Company also started a Defined Benefit Pension Plan effective January 1, 2012. This plan was terminated as of January 1, 2015 and all accumulated benefits were distributed to the eligible employees. The total pension expense for 2015 and 2014 were \$90,470 and \$205,381, respectively.

**NOTE 7 – MINIMUM CAPITAL REQUIREMENT**

The Company, as an introducing broker, is subject the Commodities Exchange Act and the related regulations promulgated by the CFTC and NFA. According to Regulation 1.17 the Company is required to maintain a minimum capital of \$45,000. The Company failed this requirement as of April, May and June 2014 and was mandated to file monthly filings by NFA. The Management informed NFA about such non-compliance and funded the Company with additional capital to bring its minimum capital requirement into regulatory compliance. The Company had sufficient Capital during the entire 2015.

**NOTE 8 - COMMITMENTS AND CONTINGENCIES**

Operating Lease

On September 6, 2011, the Company entered into an operating lease for office space in Houston, Texas for a period of five years. In March 2014, the lease was amended to expand the offices. The Company also ceased its operations in New York City in September 2015 and started operations in Portsmouth, New Hampshire. The minimum future rental payments under these non-cancelable operating leases are as follows:

<u>Year</u>	<u>Amount</u>
2016	\$ 80,948
2017	17,620
2018	18,000
2019	3,000
Total Minimum Future Rental Payments	<u>\$ 119,568</u>

The leases are also subject to additional charges based on the operating costs of the premises and assessed to each tenant on an annual basis. The Company also has office space in Florida which is on a month-to-month basis. The total monthly base rent for this office is approximately \$1,500.00

**ATLAS COMMODITIES LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015 and 2014**

**NOTE 8 - COMMITMENTS AND CONTINGENCIES - (Continued)**

Litigations

- A. The Company is a party to a pending litigation in the ordinary course of its business. The Company initiated litigation because of an alleged breach of an Interest Grant Agreement. A counterclaim was filed against the Company with the same claim. In the opinion of the Company's legal counsel, the final outcome of this case cannot be reasonably determined and resulting loss, if any, cannot be estimated.
- B. The Company and Craig Taylor, its majority owner member, were subject to litigation against a former employee and minority owner. This case was settled in mediation in 2014. The confidential settlement agreement permitted the Company to rescind the contract granting the minority owner shares in the Company and reduce the acquisition price of the Company shares by \$500,000. This cash settlement was payable with a lump sum of \$250,000 followed by twenty five monthly payments of \$10,000. The monthly payments were stopped in December 2014 because of the breach of confidentiality clauses of the settlement agreement after several payments were made in 2014. Since the Company ownership interest was originally acquired by the minority owner from Craig Taylor, all settlement payments are recorded as distributions to Craig Taylor in 2014. In July 2015 the former employee sued the Company and Taylor and in August 2015, Atlas and Taylor counterclaimed. The court has ordered mediation and discovery which revealed that the former employee disposed of certain critical evidence. In the opinion of the Company's legal counsel, the final outcome of this dispute cannot be reasonably determined.
- C. The Company is party to a dispute with ICE Futures, US, Inc., a quasi-regulatory body. ICE alleges that the Company "may have" failed to maintain certain records. ICE is also an affiliate of certain Atlas' competitors. A settlement offer has been rejected by the Company and it intends to initiate litigation if necessary.

**Note 9 – SUBSEQUENT EVENT**

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through March 16, 2016, the date the financial statements were available to be issued.

\*\*\*\*\*

**ATLAS COMMODITIES LLC  
FINANCIAL STATEMENT SUPPLEMENTAL REPORTS  
DECEMBER 31, 2015**

**TABLE OF CONTENTS**

Computation of Net Capital

Report on Internal Control

**ATLAS COMMODITIES LLC**  
**SUPPLEMENTARY INFORMATION**  
**COMPUTATION OF NET CAPITAL (CFTC Regulation 1.17)**  
**AND RELATED RECONCILIATION**  
**DECEMBER 31, 2015**

<b>Total Assets</b>		<b>\$ 4,471,072</b>
Deductions and/or charges:		
Nonallowable assets:		
Non-Current Accounts Receivables	\$2,144,662	
Prepaid Expenses	7,014	
Property and Equipment, less		
Accumulated Depreciation of \$283,157	66,661	
Restricted Cash at 50%	12,088	
Rent Security Deposit	7,661	
Other Non-Current Investment	25,000	
Loans to Associated Persons	982,305	
Total Deductions		<u>3,245,391</u>
Total Current Assets		<u>1,225,681</u>
Liabilities		<u>698,456</u>
<b>Net Capital</b>		<b><u>527,225</u></b>
Minimum Net Capital Requirement		<u>45,000</u>
<b>Excess Net Capital</b>		<b><u>\$ 482,225</u></b>
<b>Adjustments to Reconcile Net Capital</b>		
Net Capital per Unaudited Financial Statements		<b>526,726</b>
Audit Adjustments:		
Loans To Associated Persons	(16,740)	
Write Off Abandoned Assets	44,291	
Net Current Accounts Receivable	23,868	
Other Non-Current Assets	(50,920)	
<b>Net Capital per Audited Financial Statements</b>		<b><u>\$ 527,225</u></b>

**Salvatore Albanese & Co.**  
**CERTIFIED PUBLIC ACCOUNTANTS**

**ACCOUNTANTS' SUPPLEMENTARY REPORT  
ON INTERNAL ACCOUNTING CONTROL**

To the Members of  
Atlas Commodities LLC

In planning and performing our audit of the financial statements of Atlas Commodities LLC (the Company) as of and for the year ended December 31, 2015, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

In addition, as required by Regulation 1.16 of the Commodity Futures Trading Commission (CFTC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding of firm assets. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Regulation 1.16, in making the periodic computations of minimum financial requirements pursuant to Regulation 1.17

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraphs. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraphs and to assess whether those practices and procedures can be expected to achieve the CFTC's previously mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with generally accepted accounting principles.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate. A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Company's financial statements will not be prevented, or detected and corrected, on a timely basis.

2025 Broadway, Suite 15B, New York, NY 10023  
Tel: (212) 714-0064 Fax: (212) 629-9553

\*\*\*

65 East John Street, Hicksville, NY 11801  
Tel: (516) 417-8503 Fax: (516) 213-4895

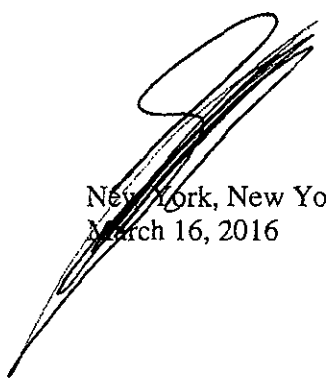
\*\*\*



Our consideration of internal control was for the limited purpose described in the first, second and third paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding firm assets that we consider to be material weaknesses, as defined previously except that the internal control were not sufficient to identify the failure to comply with the laws and regulations related to the maintenance of minimum capital requirement as mandated by the CFTC and NFA on an interim basis during reporting period.

We understand that practices and procedures that accomplish the objectives referred to in the second and third paragraphs of this report are considered by CFTC to be adequate for their purposes in accordance with the Commodity Exchange Act, and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second and third paragraphs of this report, were adequate at December 31, 2015, to meet the CFTC's objectives.

This report is intended solely for the information and use of the members, management, the CFTC, and other regulatory agencies that rely on Regulation 1.16 of the CFTC for registered Introducing Brokers and is not intended to be and should not be used by anyone other than these specified parties.



New York, New York  
March 16, 2016

## **EXHIBIT C-4**

### **Financial Arrangements**

N/A Atlas will not be taking title to the electricity or natural.

## **EXHIBIT C-6**

### ***Credit Rating***

See Exhibit C-7 for credit report from DnB.

## **EXHIBIT C-7**

### **Credit Report**

See following pages for credit report from DnB.

**Selected Company:** ATLAS COMMODITIES, L.L.C.

**D-U-N-S #:** 96-869-1357

## Overview

### Business Summary

<b>Company Name:</b>	ATLAS COMMODITIES, L.L.C.
<b>D-U-N-S #:</b>	96-869-1357
<b>DBA's:</b>	N/A
<b>Address:</b>	24 Greenway Plz Ste 445
<b>City:</b>	Houston
<b>State:</b>	TX
<b>Zip:</b>	77046
<b>Phone:</b>	2819741076
<b>Principal:</b>	CRAIG TAYLOR
<b>Year Started:</b>	2006
<b>Employs:</b>	32 which includes partners. 20 employed here.
<b>SIC Code(s):</b>	87480000 Business consulting, nec
<b>NAICS Code(s):</b>	541618 Other Management Consulting Services
<b>Legal Structure:</b>	N/A

### Special Events

There have been no special events reported to D&B for this company.

## History and Operations

### Officers and Directors

#### Current Officers

Name	Title
CRAIG TAYLOR	MNG MBR

#### Current Directors

Name
CRAIG TAYLOR

### Company History

Provides business consulting services.

Terms are undetermined. Sells to undetermined.

## Operations

### Employees

32 which includes partners. 20 employed here.

### Facilities

Occupies premises in a building.

### Location

There is currently no location information listed in this company report.

### U.S. Branch

Name	Location	D-U-N-S #:
ATLAS COMMODITIES, L.L.C.	NEW YORK, NEW YORK	79-425-3463

### U.S. Subsidiary

There are currently no U.S. subsidiaries listed in this company report.

### International Branch

There are currently no international branches listed in this company report.

### International Subsidiary

There are currently no international subsidiaries listed in this company report.

## Payments

### Payment Summary

CREDITORS									
Top Industries									
Telephone communications	1	\$750	\$750	100%	0	0	0	0	0
Reg misc coml sector	1	\$250	\$250	100%	0	0	0	0	0
Security broker/deal	1	\$100	\$100	100%	0	0	0	0	0
Lithographic printing	1	\$50	\$50	100%	0	0	0	0	0
Data processing svcs	1	\$50	\$50	100%	0	0	0	0	0
Other Categories									
Cash experiences	7	\$1,300	\$500						
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	12	\$2,500	\$750						

The highest Now Owes on file is \$750

The highest Past Due on file is \$0

There are 12 payment experience(s) in D&Bs file for the most recent 24 months, with 5 experience(s) reported during the last three month period.

## Payment Details

Total (Last 24 Months): 12

Date	Payment Details	Amount	Now Owes	Past Due	Payment Terms	Payment Status
12/2016	Ppt	\$750	\$750	\$0		
12/2016	Ppt	\$100	\$100	\$0	N30	1 mo
12/2016	Ppt	\$50	—	—		1 mo
12/2016	Ppt	\$50	\$0	\$0		2-3 mos
12/2016	(005)	\$500	—	—	Cash account	1 mo
10/2016	(006)	\$250	—	—		1 mo
10/2016	(007)	\$50	—	—	Cash account	1 mo
09/2016	(008)	\$500	—	—	Cash account	1 mo
09/2016	(009)	\$100	—	—	Cash account	6-12 mos
06/2016	(010)	\$50	—	—	Cash account	1 mo
05/2016	(011)	\$50	—	—	Cash account	4-5 mos
05/2016	(012)	\$50	—	—	Cash account	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.

## Finances

### Key Financial Comparisons

	2015	2016	2017
<b>This Company's Operating Results Year Over Year</b>			
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
<b>This Company's Assets Year Over Year</b>			
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	NA	NA	NA
Total Current	NA	NA	NA
Long Term Debt	NA	NA	NA
Deferred Credit	NA	NA	NA
Net Worth	NA	NA	NA
Total Liabilities And Net Worth	NA	NA	NA

## Balance Sheet

### Fiscal Consolidated Statement Dated

We currently do not have any recent financial statement on file for this business.

## Key Business Ratios

(Industry Median is based on this number of firms: )

	This Company	Industry Median	Industry Quantile
<b>Solvency</b>			
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



Collection Period	NA	NA	NA
Inventory Turn Over	NA	NA	NA
Sales to NWC	NA	NA	NA
Acct Pay to Sales	NA	NA	NA
<b>Profitability</b>			
Return on Sales	NA	NA	NA
Return on Assets	NA	NA	NA
Return on NetWorth	NA	NA	NA

## Public Filings

### Summary

This following public filing data includes both open and closed filings found in D&B's database on this company. It is for informational purposes only and is not the official record. Certified copies can be obtained from the official source.

Filing Type	Filing Count	Most Recent Filing Date
Suits	1	12/20/0012
UCC Filing	8	12/06/0016
Government History	1	N/A

### Details

No judgments have been reported to D&B on this company.

No liens have been reported to D&B on this company.

#### Amount:

**Status:** Dismissed

**Docket Number:** 201127789

**Plaintiff:** TRADITION FINANCIAL SERVICES (TEXAS) LP

**Defendant:** ATLAS COMMODITY HOLDINGS LLC

**Where Filed:** HARRIS COUNTY CIVIL DISTRICT COURT,  
HOUSTON, TX

**Date Status Attained:** 12/20/12

**Date Filed:** 05/06/11

**Latest Info Received:** 12/30/12

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

UCC Filings

**Collateral:** All Inventory and proceeds - All Account(s) and proceeds - All General intangibles(s) and proceeds - All Equipment and proceeds - All Chattel paper and proceeds

**Type:** Original

**Secured Party:** JPMORGAN CHASE BANK, NA, LOUISVILLE, KY

**Debtor:** ATLAS COMMODITIES LLC

**Filing Number:** 160039077295

**Filed With:**

**Date Filed:** 12/01/16

**Latest Info Received:** 12/06/16

**Original Filing Number:**

**Original UCC Filed Date:**

**Collateral:** All Inventory and proceeds - All Account(s) and proceeds - All General intangibles(s) and proceeds - All Equipment and proceeds - All Chattel paper and proceeds

**Type:** Original

**Secured Party:** JPMORGAN CHASE BANK, NA, HOUSTON, TX

**Debtor:** ATLAS COMMODITIES, LLC

**Filing Number:** 140016423657

**Filed With:**

**Date Filed:** 05/23/14

**Latest Info Received:** 05/27/14

**Original Filing Number:**

**Original UCC Filed Date:**

**Collateral:** All Inventory and proceeds - All Account(s) and proceeds - All General intangibles(s) and proceeds - All Equipment and proceeds - All Chattel paper and proceeds

**Type:** Original

**Secured Party:** JPMORGAN CHASE BANK, NA, LOUISVILLE, KY

**Debtor:** ATLAS COMMODITIES, LLC

**Filing Number:** 110032890943

**Filed With:**

**Date Filed:** 11/08/11

**Latest Info Received:** 11/16/11

**Original Filing Number:**

**Original UCC Filed Date:**

**Collateral:**

**Type:** Continuation

**Secured Party:** JPMORGAN CHASE BANK, NA, LOUISVILLE, KY

**Debtor:** ATLAS COMMODITIES, LLC

**Filing Number:** 1600188522

**Filed With:**

**Date Filed:** 06/09/16

**Latest Info Received:** 06/10/16

<b>Original Filing Number:</b>	110032890943
<b>Original UCC Filed Date:</b>	11/08/11
<b>Collateral:</b>	Inventory including proceeds and products - General intangibles(s) including proceeds and products - Equipment including proceeds and products - Contract rights including proceeds and products
<b>Type:</b>	Original
<b>Secured Party:</b>	BRANCH BANKING AND TRUST COMPANY, HOUSTON, TX
<b>Debtor:</b>	ATLAS COMMODITIES LLC
<b>Filing Number:</b>	130023114520
<b>Filed With:</b>	
<b>Date Filed:</b>	07/21/13
<b>Latest Info Received:</b>	07/31/13
<b>Original Filing Number:</b>	
<b>Original UCC Filed Date:</b>	
<b>Collateral:</b>	Account(s) including proceeds and products - General intangibles(s) including proceeds and products - Equipment including proceeds and products - Contract rights including proceeds and products
<b>Type:</b>	Original
<b>Secured Party:</b>	BRANCH BANKING AND TRUST COMPANY, HOUSTON, TX
<b>Debtor:</b>	ATLAS COMMODITIES, LLC
<b>Filing Number:</b>	130020522863
<b>Filed With:</b>	
<b>Date Filed:</b>	06/27/13
<b>Latest Info Received:</b>	07/02/13
<b>Original Filing Number:</b>	
<b>Original UCC Filed Date:</b>	
<b>Collateral:</b>	Timber including proceeds and products - General intangibles(s) including proceeds and products - Business machinery/equipment including proceeds and products - Computer equipment including proceeds and products - Fixtures including proceeds and products
<b>Type:</b>	Original
<b>Secured Party:</b>	BRANCH BANKING AND TRUST COMPANY, HOUSTON, TX
<b>Debtor:</b>	ATLAS COMMODITIES, LLC
<b>Filing Number:</b>	130023682479
<b>Filed With:</b>	
<b>Date Filed:</b>	07/23/13
<b>Latest Info Received:</b>	07/31/13
<b>Original Filing Number:</b>	
<b>Original UCC Filed Date:</b>	
<b>Collateral:</b>	Equipment including proceeds and products - General intangibles(s) including proceeds and products - Business machinery/equipment including proceeds and products - Computer equipment including proceeds and products - Fixtures including proceeds and products
<b>Type:</b>	Original
<b>Secured Party:</b>	BRANCH BANKING AND TRUST COMPANY, HOUSTON, TX
<b>Debtor:</b>	ATLAS COMMODITIES, LLC

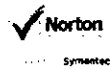
**Filing Number:** 130020785076  
**Filed With:**  
**Date Filed:** 06/28/13  
**Latest Info Received:** 07/09/13  
**Original Filing Number:**  
**Original UCC Filed Date:**

130020785076

No bankruptcies have been reported to D&B on this company.

130020785076

**Borrower(Dir/Guar):** NO  
**Administrative Debt:** NO  
**Contractor:** NO  
**Grantee:** NO  
**Party excluded  
from federal program(s):** NO  
**Labor Surplus Area:** N/A  
**Small Business:** YES (2016)  
**8(A) Firm:** N/A



## **EXHIBIT C-8**

### **Bankruptcy Information**

N/A. There is no bankruptcy information or reorganizations to report.

## **EXHIBIT C-9**

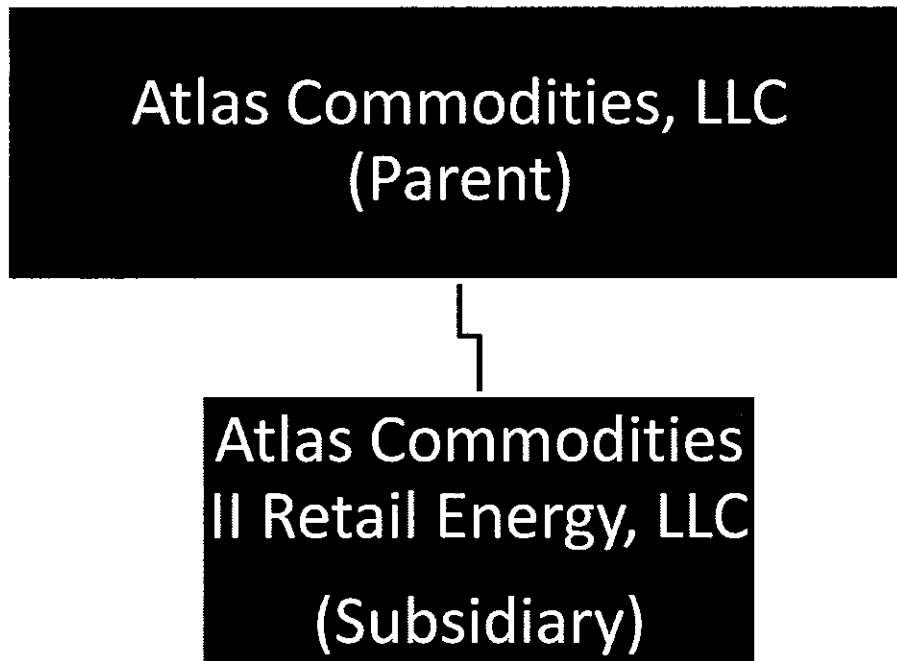
### ***Merger Information***

N/A. There is no merger or dissolution information to report.

## EXHIBIT C-10

### Corporate Structure

Atlas Commodities II Retail Energy, LLC is a wholly owned subsidiary of Atlas Commodities, LLC. Same ownership structure for both companies.



## **EXHIBIT D-1**

### **Operations**

We provide a complete solution to organizations energy and sustainability issues by helping them manage the core elements of energy procurement, price risk management, energy efficiency, and sustainability reporting. Processes include prequalification of customers (making sure they can benefit from our offerings), load analysis, running procurement RFPs, discussions options and risks involved, facilitating contract terms between supplier and customer, and client management throughout life of contract.



## **EXHIBIT D-2**

### **Operations Expertise**

See following pages for resumes showing evidence of expertise.

## **CRAIG A. TAYLOR**

3222 Newcastle Drive  
Houston, Texas 77027

646-549-1034  
craig.taylor@atlascommodities.com

### **SUMMARY**

Founder and manager of multifaceted energy services and real-estate portfolio company. Lead 30+ employees across four offices throughout the U.S. Extensive cross-functional experience in start-ups, development and turnaround management. Built multimillion U.S. dollar company organically. Former bank finance and M&A attorney.

### **EXPERIENCE**

**Atlas Commodities, LLC**, Houston, TX, USA

2006-Present

#### **Founder & President**

- Oversee and manage day to day business operations of over 30 employees in 4 offices across the United States and a full time consultant in Canada.
- Built wholesale brokerage desks generating 9 straight years of over \$4 million in revenue annually, retail energy advisory and procurement business generating over \$3 million in accounts receivable through 2018, acquired real estate portfolio of \$5 million in assets started a pipeline training and safety consulting business that reached profitability within 6 months of inception..
- Advised international clients in procuring emissions credits for U.S. facilities and LNG opportunities internationally.
- Led team in Southeast Asia on procuring carbon credits from Papa New Guinea.

**Atlas Field Services, LLC**, Houston, TX, USA

2014-Present

- Oversee and manage day to day operations of safety training specialists
- Established chemicals and coatings business to offer to pipeline customers working with our safety training specialists.

**Atlas Scholars, LLC**, Houston, TX, USA

2012-Present

#### **Founder & President**

- Developed 3 year summer internship program providing class based curriculum, field trips, speaker series, college prep and live market trading experience.
- Guide motivated students with mentorship, scholarship and exposure to energy and finance industries in a performance based environment.

**SCS Commodities Corporation**, New York, NY, USA

2005-2006

**Natural Gas Options Broker**

- Executed option contracts with daily value in excess \$1 million on the floor of the NYMEX and in the over-the-counter market on behalf of firm clients.
- Developed relationships with multi-national banks, hedge funds and energy companies in order to build book of business and increase customer business.

**MBF Clearing Corporation**, New York, NY, USA

2003-2005

**Trader**

- Directed and maintained an energy futures book creating profit in excess of \$5 million annually.
- Made outright, spread and strip markets for brokers and traders in crude and natural gas pits on NYMEX

**White & Case, LLP**, New York, NY, USA

1996-2003

**Associate** (2001 – 2003)

- Bank Finance and Mergers & Acquisitions associate.
- Worked in Czech and Slovak Republics on privatization deals.
- Worked on credit agreements, letters of intent and acquisition agreements on behalf of firm's international and U.S. clients.

**Legal Assistant** (1996 – 1998)

- Supervised 35 contract attorneys and 50 legal assistants for document production to the Department of Justice related to antitrust issues of the Raytheon/Hughes merger and Ahold NV/Stop & Shop merger.

**United States Navy**

1992-1996

**Petty Officer 3<sup>rd</sup> Class - Presidential Honor Guard & USS Ticonderoga**

- Oversaw and trained platoon of 35-50 men and women for duties representing the U.S. Navy at ceremonies for the President of the United States, Chairman Joint Chiefs of Staff, Secretary of the Navy and the Chief of Naval operations.
- Led boarding parties of unidentified surface targets while conducting no-fly zone operations in the Adriatic Sea.
- Carried Presidential Flag at Richard Nixon's funeral ceremony.

## **EDUCATION**

**Columbia Business School**, New York, NY

2015-2017

**London Business School**, London, UK

**MBA**, Global Executive Program, May 2017

**FORDHAM UNIVERSITY LAW SCHOOL**, New York, NY, USA

1998 - 2001

**Juris Doctor**. Law, May 2001

**UNIVERSITY OF MARYLAND**, Adelphi, MD, USA  
**Bachelor of Science.** Management, May 1998

1998

### **ADDITIONAL INFORMATION**

*Languages:* Conversational German; basic Indonesian.  
*Affiliations:* Board Member, Atlas Scholars Charity (2012-present)  
National Futures Association *Series 3*

**Stephen J. Roberson**  
42 Main Street New Castle, NH 03854  
781.366.1986

---

**RETAIL ENERGY MARKET PROFESSIONAL**

Experienced energy professional specializing in advising large commercial and industrial (C&I) energy consumers. Critically focused on risk management and developing hedging strategies for both electricity and natural gas.

Extensive dealings with Clients across all major industries including data centers, food processing, plastics, general manufacturing, commercial real estate, hospitality and municipal/government accounts.

**PROFESSIONAL PROFILE**

**Atlas Commodities, LLC – Retail Energy Group – Portsmouth, NH**

**2013 – Present**

*Managing Director – Retail Energy Group*

Responsible for overseeing the growth of Atlas' Retail Energy Group and its expanding presence in all deregulated U.S. Energy markets. Personally manage a diverse portfolio of energy Clientele while hiring seasoned industry experts / training new hires.

- Lead the Retail Group to four consecutive years of growth
- Successfully identified, hired and trained employees without any previous experience in the energy industry into knowledgeable and trustworthy market advisors
- Responsible for and trusted with the task of continuing to grow through multiple different verticals
  - Organic
  - Strategic Hires
  - Mergers / Acquisitions
- Maintained and grow personal portfolio of Clientele yearly with a 98%+ retention rate

**Tradition Energy – Burlington, MA / Stamford, CT**

**2007 - 2013**

*Energy Advisor*

Developed a broad range of understanding and expertise in the deregulated energy industry. Tasked with and successfully established relationships with large energy users in the New England / PJM market and was consistently a top producer across five different offices. Received consistent promotions throughout the almost six year tenure and ended with being tasked with managing / overseeing some of Tradition's largest and most valued Clients.

**EDUCATION**

**University of New Hampshire, Durham**

*Bachelor of Science May 2007*



## Tejpal Singh

216 Riverdale Ave. Toronto, ON M4K 1C5  
m: 916.799.6004 e: Tejpal.singh@atlascommodities.com

### Overview

An experienced professional and entrepreneur with ~15 years of commercial experience in a variety of roles such as trading, management consulting and structured finance. A proven and trusted leader with a positive track record managing capital, people and developing businesses. Passionate about the development of education and it's intersection with the private sector.

### Professional Experience

- Atlas Commodities LLC, Houston/New York/Toronto – o/s Chief Operating Officer 03/12 -
- Primary focus on business development, private equity and balance sheet growth
- Mercuria Energy America, Houston - Director 02/11-02/12
- Responsible for seeking market based opportunities and appropriately allocating financial capital utilizing in-depth financial and market based analysis's to capture revenue
- Goldman Sachs, New York – Vice President 11/05-01/11
- Risk managed standard and exotic derivative products for Goldman's Client Franchise
  - Responsible for contributing market based revenue generation to the Commodity Team
- Deloitte, Toronto – Sr. Consultant 01/04-10/05
- An integral member of a cross commodity, multi-service consulting practice
  - Consulting engagements included technology/system infrastructure implementations, risk management assessments, implementation of new/modified business processes
  - Clients: Energy Merchant Enterprises, Utilities, Investment Banks, etc.
- TD Securities, Toronto – Associate 01/03-12/03
- Developed financial models to value exotic interest rate derivative products

### Private Ventures & Philanthropy

- Atlas Scholars (501.c.3), Houston – Co-Founder/Chief Financial Officer 06/12 -
- A performance based program uniquely designed to develop aspiring leaders
- The Peacock Parade – Advisory Board Member/Investor 01/11 -
- A private e-commerce venture – focused on raising capital and providing strategic guidance

### Education

- McMaster University, Hamilton – ON/CAN
- Bachelors of Electrical Engineering & Management
  - Finance & Engineering Internships: Nelson Steel, OPG Inc., Dynegy

## EXHIBIT D-3

### Key Technical Personnel

Michael Wirkus

Director Retail Energy

[Michael.wirkus@atlascommodities.com](mailto:Michael.wirkus@atlascommodities.com)

203-987-5258

10 years of retail energy experience across all markets in North America holding leadership roles which included responsibilities of procurement RFPs, market intelligence, data management, licensing, and reporting.