



Public Utilities Commission

PUCO USE ONLY – Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	17-1992-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 Interactive Energy Group LLC
Address 5251 Westheimer Road, Suite 1000, Houston, TX 77056
Telephone No. 714-259-2508 Web site Address www.InteractiveEnergyGroup.com

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

Name Interactive Energy Group LLC
Address 4753 Northfield Rd Suite 1&2, North Randall, OH 44128
Web site Address www.InteractiveEnergyGroup.com Telephone No. 1800.535.3983

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

N/A

A-5 Contact person for regulatory or emergency matters:

Name John Patrick Keegan Title Manager, Regulatory Affairs & Government Relations
Business Address 5251 Westheimer Road, Suite 1000, Houston, TX 77056
Telephone No. 614-307-7838 Fax No. 905-607-4585 Email Address jKeegan@justenergy.com

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

Name Vanessa Anesetti-Parra Title Sr. Manager, Compliance & Regulatory Admin.
Business address 6345 Dixie Road, Suite 400, Mississauga, ON L5T 2E6, Canada
Telephone No. 905-795-3574 Fax No. 905-670-4585 Email Address vanesetti@justenergy.com

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

Customer service address 6860 Dallas Parkway, Suite 228 Plano, TX 75024
Toll-Free Telephone No. 1800.535.3983 Fax No. 1866.931.7761 Email Address Support@InteractiveEnergy.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 John Patrick Keegan Title Manager, Regulatory Affairs & Government Relations
Business address 4753 Northfield Rd Suite 1&2, North Randall, OH 44128
Telephone No. 614-307-7838 Fax No. 905-607-4585 Email Address jKeegan@justenergy.com

A-9 Applicant's federal employer identification number 264510488

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

- | | |
|--|---|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input checked="" type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> 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 checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" 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 checked="" 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	Sept. 27, 2017
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	Sept. 27, 2017
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	Sept. 27, 2017
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	Sept. 27, 2017

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 Experion, 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.

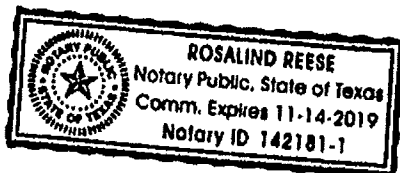
- D-1 Exhibit D-1 "Operations," provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical 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 *C. Brent Morn - President*

Sworn and subscribed before me this *14th* day of *September* Month *2017* Year

Rosalind Reese
Signature of official administering oath

ROSALIND REESE, NOTARY
Print Name and Title



My commission expires on *11-14-2019*



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Interactive Energy Group LLC.)

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

Case No. -GA-AGG

County of

State of

[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

C. Ben Moore - President

Sworn and subscribed before me this

day of

Month

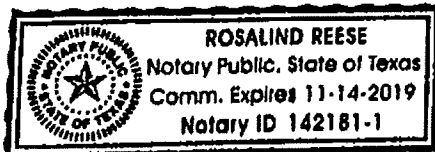
Year

Rosalind Reese

Signature of Official Administering Oath

ROSALIND REESE, Notary

Print Name and Title



My commission expires on

Exhibit A-14 "Principal Officers, Directors and Partners"

Name of Officer	Position	Business Address
Deb Merrill	Directors	Suite 1000 – 5251 Westheimer Road, Houston, Texas, U.S. 77056
James Lewis	Directors	Suite 1000 – 5251 Westheimer Road, Houston, Texas, U.S. 77056
Patrick McCullough	Chief Financial Officer	Suite 1000 – 5251 Westheimer Road, Houston, Texas, U.S. 77056
Jonah Davids	EVP, General Counsel and Corporate Secretary	Suite 400 – 6345 Dixie Road Mississauga, Ontario, Canada L5T 2E6
Brent Moore	President, Interactive Energy Group LLC.	Suite 228 - 6860 Dallas Parkway, Plano, TX 75024

Exhibit A-15 "Company History"

Interactive Energy Group LLC (IEG) is a commercial energy broker who currently has a portfolio of customers in the U.S. (primarily in Texas). The IEG core team has been together for many years. IEG currently has ~800 customer contracts and ~30,000 RCEs. The company headquarters is in Plano, Texas and the company has 8 internal employees.

IEG facilitates the introduction of customers to the Supplier and will engage on behalf of the customer should any issues arise, when applicable. The customer will enter into a contract directly with the Supplier. The retailer will provide a brokerage fee to IEG as long as the customer remains a customer of Supplier. Currently, all employees of IEG are internal and all functions are managed in house.

On August 1, 2017, Just Energy Group Inc. (NYSE-JE; TSX-JE) ("Just Energy") indirectly acquired assets of a commercial brokerage, including all customer relationships and has rebranded the company as IEG. The entire commercial brokerage team has transitioned over to IEG. IEG will operate as an independent broker from Just Energy. Established in 1997, Just Energy is a leading electricity and natural gas retailer, and a competitive retailer of renewable energy credits and carbon offsets in North America serving 1.6 million customers.

Exhibit A-16 "Articles of Incorporation and Bylaws"

Please find attached evidence of Interactive Energy Group's Limited Liability Company agreement and name change certificate.

LIMITED LIABILITY COMPANY AGREEMENT
OF
HE HOLDINGS, LLC

This LIMITED LIABILITY COMPANY AGREEMENT (this "Agreement") of HE Holdings, LLC (the "Company") is dated as of the 20th day of March, 2009, by Hudson Parent Holdings LLC, a Delaware limited liability company, as the sole member of the Company (the "Member").

RECITAL

The Company was formed by the Member (the "Initial Member") as a limited liability company under the laws of the State of Delaware on March 20, 2009.

ARTICLE I
The Limited Liability Company

1.1 Formation. The Company was formed on March 20, 2009, upon the execution and filing of a certificate of formation with the Secretary of State of the State of Delaware in accordance with the provisions of the Delaware Limited Liability Company Act, as amended (the "Act").

1.2 Name. The name of the Company is "HE Holdings, LLC" and its business shall be carried on in such name with such variations and changes as the Board (as hereinafter defined) shall determine or deem necessary to comply with requirements of the jurisdictions in which the Company's operations are conducted.

1.3 Business Purpose; Powers. The Company is formed for the purpose of engaging in any lawful business, purpose or activity for which limited liability companies may be formed under the Act. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by this Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business purposes or activities of the Company.

1.4 Registered Office and Agent. The location of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The Company's Registered Agent at such address is The Corporation Trust Company. The registered office and/or registered agent of the Company may be changed from time to time in the discretion of the Board.

1.5 Term. Subject to the provisions of Article VI below, the Company shall have perpetual existence.

ARTICLE II
The Member

2.1 The Member. The name and address of the Member is as follows:

<u>Name</u>	<u>Address</u>
Hudson Parent Holdings LLC	676 N Michigan Avenue, Suite 3900 Chicago, IL 60611

2.2 Actions by the Member; Meetings. The Member may approve a matter or take any action at a meeting or without a meeting by the written consent of the Member. Meetings of the Member may be called at any time by the Member.

2.3 Liability of the Member. All debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Member shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member.

2.4 Power to Bind the Company. Subject to Section 3.1 below, the Member (acting in its capacity as such) shall have the authority to bind the Company to any third party with respect to any matter.

2.5 Admission of Members. New members shall be admitted only upon the approval of the Member.

ARTICLE III
The Board

3.1 Management By Board of Managers.

(a) Subject to such matters which are expressly reserved hereunder or under the Act to the Member for decision, the business and affairs of the Company shall be managed by a board of managers (the "Board"), which shall be responsible for policy setting, approving the overall direction of the Company and making all decisions affecting the business and affairs of the Company. The Board shall consist of one (1) to seven (7) individuals (the "Managers"), the exact number of Managers to be determined from time to time by resolution of the Member. The initial Board shall consist of five (5) members, who shall be Paul G. Yovovich, Terence M. Graunke, Anthony Broglio, Abraham M. Grohman, and Deryl Brown.

(b) Each Manager shall be elected by the Member and shall serve until his or her successor has been duly elected and qualified, or until his or her earlier removal, resignation, death or disability. The Member may remove any Manager from the Board or from any other capacity with the Company at any time, with or without cause. A Manager may resign at any time upon written notice to the Member.

(c) Any vacancy occurring on the Board as a result of the resignation, removal, death or disability of a Manager or an increase in the size of the Board shall be filled by the Member. A Manager chosen to fill a vacancy resulting from the resignation, removal, death or disability of a Manager shall serve the unexpired term of his or her predecessor in office.

3.2 Action By the Board.

(a) Meetings of the Board may be called by any Manager upon two (2) days prior written notice to each Manager. The presence of a majority of the Managers then in office shall constitute a quorum at any meeting of the Board. All actions of the Board shall require the affirmative vote of a majority of the Managers then in office.

(b) Meetings of the Board may be conducted in person or by conference telephone facilities. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if such number of Managers sufficient to approve such action pursuant to the terms of this Agreement consent thereto in writing. Notice of any meeting may be waived by any Manager.

3.3 Power to Bind Company. None of the Managers (acting in their capacity as such) shall have authority to bind the Company to any third party with respect to any matter unless the Board shall have approved such matter and authorized such Manager(s) to bind the Company with respect thereto.

3.4 Officers and Related Persons. The Board shall have the authority to appoint and terminate officers of the Company and retain and terminate employees, agents and consultants of the Company and to delegate such duties to any such officers, employees, agents and consultants as the Board deems appropriate, including the power, acting individually or jointly, to represent and bind the Company in all matters, in accordance with the scope of their respective duties.

ARTICLE IV

Capital Structure and Contributions

4.1 Capital Structure. The capital structure of the Company shall consist of one class of common interests (the "Common Units"). All Common Units shall be identical with each other in every respect. The Member shall own all of the Common Units issued and outstanding, as set forth on Schedule A attached hereto.

4.2 Capital Contributions. From time to time, the Board may determine that the Company requires capital and may request the Member to make capital contribution(s) in an amount determined by the Board; provided, however, that the Member is not required to make such capital contribution(s). A capital account shall be maintained for the Member, to which contributions and profits shall be credited and against which distributions and losses shall be charged.

ARTICLE V
Profits, Losses and Distributions

5.1 Profits and Losses. For financial accounting and tax purposes, the Company's net profits or net losses shall be determined on an annual basis in accordance with the manner determined by the Board. In each year, profits and losses shall be allocated entirely to the Member.

5.2 Distributions. The Board shall determine profits available for distribution and the amount, if any, to be distributed to the Member, and shall authorize and distribute on the Common Units, the determined amount when, as and if declared by the Board. The distributions of the Company shall be distributed entirely to the Member.

ARTICLE VI
Events of Dissolution

The Company shall be dissolved and its affairs wound up upon the occurrence of any of the following events:

- (a) The Member votes for dissolution; or
- (b) A judicial dissolution of the Company under Section 18-802 of the Act.

ARTICLE VII
Transfer of Common Units of the Company

The Member may sell, assign, transfer, convey, gift, exchange or otherwise dispose of any or all of its Common Units and, upon receipt by the Company of a written agreement executed by the person or entity to whom such Common Units are to be transferred agreeing to be bound by the terms of this Agreement as amended from time to time, such person shall be admitted as a member.

ARTICLE VIII
Exculpation and Indemnification

8.1 Exculpation. Notwithstanding any other provisions of this Agreement, whether express or implied, or any obligation or duty at law or in equity, none of the Member, Managers, or any officers, directors, stockholders, partners, employees, affiliates, representatives or agents of any of the foregoing, nor any officer, employee, representative or agent of the Company (individually, a "Covered Person" and, collectively, the "Covered Persons") shall be liable to the Company or any other person for any act or omission (in relation to the Company, its property or the conduct of its business or affairs, this Agreement, any related document or any transaction or investment contemplated hereby or thereby) taken or omitted by a Covered Person in the reasonable belief that such act or omission is in or is not contrary to the best interests of the Company and is within the scope of authority granted to such Covered Person by the

Agreement, provided such act or omission does not constitute fraud, willful misconduct, bad faith, or gross negligence.

8.2 Indemnification. To the fullest extent permitted by law, the Company shall indemnify and hold harmless each Covered Person from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative ("Claims"), in which the Covered Person may be involved, or threatened to be involved, as a party or otherwise, by reason of its management of the affairs of the Company or which relates to or arises out of the Company or its property, business or affairs. A Covered Person shall not be entitled to indemnification under this Section 8.2 with respect to (i) any Claim with respect to which such Covered Person has engaged in fraud, willful misconduct, bad faith or gross negligence or (ii) any Claim initiated by such Covered Person unless such Claim (or part thereof) (A) was brought to enforce such Covered Person's rights to indemnification hereunder or (B) was authorized or consented to by the Board. Expenses incurred by a Covered Person in defending any Claim shall be paid by the Company in advance of the final disposition of such Claim upon receipt by the Company of an undertaking by or on behalf of such Covered Person to repay such amount if it shall be ultimately determined that such Covered Person is not entitled to be indemnified by the Company as authorized by this Section 8.2.

8.3 Amendments. Any repeal or modification of this Article VIII by the Member shall not adversely affect any rights of such Covered Person pursuant to this Article VIII, including the right to indemnification and to the advancement of expenses of a Covered Person existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE IX Miscellaneous

9.1 Tax Treatment. Unless otherwise determined by the Member, the Company shall be a disregarded entity for U.S. federal income tax purposes (as well as for any analogous state or local tax purposes), and the Member and the Company shall timely make any and all necessary elections and filings for the Company treated as a disregarded entity for U.S. federal income tax purposes (as well as for any analogous state or local tax purposes).

9.2 Amendments. Amendments to this Agreement and to the Certificate of Formation shall be approved in writing by the Member. An amendment shall become effective as of the date specified in the approval of the Member or if none is specified as of the date of such approval or as otherwise provided in the Act.

9.3 Severability. If any provision of this Agreement is held to be invalid or unenforceable for any reason, such provision shall be ineffective to the extent of such invalidity or unenforceability; *provided, however*, that the remaining provisions will continue in full force without being impaired or invalidated in any way unless such

invalid or unenforceable provision or clause shall be so significant as to materially affect the expectations of the Member regarding this Agreement. Otherwise, any invalid or unenforceable provision shall be replaced by the Member with a valid provision which most closely approximates the intent and economic effect of the invalid or unenforceable provision.

9.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the principles of conflicts of laws thereof.

9.5 Limited Liability Company. The Member intends to form a limited liability company and does not intend to form a partnership under the laws of the State of Delaware or any other laws.

[Signature page follows]


IN WITNESS WHEREOF, the undersigned has duly executed this
Limited Liability Company Agreement as of the day first above written.

HUDSON PARENT HOLDINGS LLC

By:

Name:

Its:


Anthony Braglio
Vice President

SCHEDULE A

<u>Name of Member</u>	<u>Number of Common Units</u>
Hudson Parent Holdings LLC	100

CERTIFICATE OF CHANGE OF

HE HOLDINGS, LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 804-A of the Limited Liability Company Law

FIRST: The name of the foreign limited liability company is:

HE HOLDINGS, LLC

If applicable, the fictitious name the foreign limited liability company has agreed to use in this state is:

HUDSON ENERGY HOLDINGS, LLC

SECOND: The application for authority was filed with the Department of State on:

May 26, 2009

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

☐ The county location, within this state, in which the office of the foreign limited liability company is located, is changed to:

☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the foreign limited liability company is changed to read in its entirety as follows:

c/o Corporation Service Company
80 State Street, Albany, NY 12207-2543

☐ The foreign limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the foreign limited liability company may be served. The street address of the registered agent is:

☒ Changes the designation of its registered agent to: Corporation Service Company
The street address of the registered agent is:
80 State Street, Albany, NY 12207-2543

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

X

(Signature)

Jonah Davids

(Type or print name)

Vice President

(Title of signer)

CERTIFICATE OF CHANGE
OF

HE HOLDINGS, LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 804-A of the Limited Liability Company Law

Filed by: McKenna Long & Aldridge LLP

(Name) Attn: Carol McEwen

Suite 5300, 303 Peachtree Street

(Mailing address)

Atlanta, GA 30308

(City, State and ZIP code)

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a foreign limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$30 filing fee made payable to the Department of State.

(For office use only)

Exhibit A-17 "Secretary of State"

Please find attached evidence that Interactive Energy Group LLC is registered with the Ohio Secretary of the State.

201724900798

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/06/2017	201724900798	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	99.00	100.00	.00	.00	.00

Receipt

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

CORPORATION SERVICE COMPANY
ATTN: DEANNE E. SCHAUSEIL
50 W. BROAD STREET
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

4068998

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

INTERACTIVE ENERGY GROUP LLC

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

Document(s)

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

Document No(s):

201724900798

Effective Date: 09/05/2017



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 6th day of September, A.D. 2017.

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

Ohio Secretary of State

Exhibit B-1 "Jurisdictions of Operation"

Affiliate	Province/State	License Type	License Order/Docket #
Hudson Energy Canada Corp.	Alberta	Electric	331458
Hudson Energy Canada Corp.	Alberta	Gas	331459
Just Energy Alberta L.P.	Alberta	Gas	325637
Just Energy Alberta L.P.	Alberta	Electricity	325638
Just Energy Alberta L.P.	Alberta	Direct Seller	345191
Just Energy (B.C.) Limited Partnership	British Columbia	Gas	A-10-16
Just Energy Solutions Inc.	California	Electric	1092
Just Energy Solutions Inc.	California	Gas	CTA0010
Hudson Energy Services, LLC	Connecticut	Gas	12-04
Just Energy Solutions Inc.	Delaware	Electric	Order No. 7330
Just Solar Holdings Corp.	Delaware		File number: 5666263
Just Energy Solutions Inc.	Georgia	Gas	GM-30
Just Energy Illinois Corp.	Illinois	Gas	Docket 03-0720
Just Energy Solutions Inc.	Illinois	Electric	Docket 06-0723
Just Energy Solutions Inc.	Illinois	Gas	Docket 07-0501
Hudson Energy Services, LLC	Illinois	Electric	Docket 07-0455
Just Energy Indiana Corp.	Indiana	Gas	No license requirement
Just Energy Manitoba L.P.	Manitoba	Gas	622
Just Energy Solutions Inc.	Maryland	Electric	IR-639
Just Energy Solutions Inc.	Maryland	Gas	IR-737
Hudson Energy Services, LLC	Maryland	Electric	IR-1114
Hudson Energy Services, LLC	Maryland	Gas	IR-1120
Just Energy Massachusetts Corp.	Massachusetts	Electric	CS-069
Hudson Energy Services, LLC	Massachusetts	Electric	CS-061
Hudson Energy Services, LLC	Massachusetts	Gas	GS-034
Just Energy Solutions Inc.	Michigan	Electric	U-13203
Just Energy Michigan Corp.	Michigan	Gas	U-15980
Just Energy Solutions Inc.	Nevada	Gas	G-13 Sub 1
Just Energy Solutions Inc.	New Jersey	Gas	GSL-0116

Exhibit B-1 "Jurisdictions of Operation"

Affiliate	Province/State	License Type	License Order/Docket #
Just Energy Solutions Inc.	New Jersey	Electric	ESL-0046
Hudson Energy Services, LLC	New Jersey	Gas	GSL- 0069
Hudson Energy Services, LLC	New Jersey	Electric	ESL - 0083
Fulcrum Retail Energy New York, LLC	New York	Electric	Approved ESCO
Fulcrum Retail Energy New York, LLC	New York	Gas	Approved ESCO
Just Energy New York Corp.	New York	Electricity	Approved ESCO
Just Energy New York Corp.	New York	Gas	Approved ESCO
Just Energy Solutions Inc.	New York	Electricity	Approved ESCO
Just Energy Solutions Inc.	New York	Gas	Approved ESCO
Hudson Energy Services, LLC	New York	Gas	Approved ESCO
Hudson Energy Services, LLC	New York	Electric	Approved ESCO
Just Energy Solutions Inc.	Ohio	Electric	Certificate 01-1123-EL-CRS
Just Energy Solutions Inc.	Ohio	Gas	Certificate 02-023G(7)
Hudson Energy Services, LLC	Ohio	Gas	Certificate 12-271G (3)
Hudson Energy Services, LLC	Ohio	Electric	Certificate 12-538 E (3)
Universal Energy Corporation	Ontario	Electricity	ER-2016-0332
Universal Energy Corporation	Ontario	Gas	GM-2016-0261
Just Energy Ontario L.P.	Ontario	Gas	GM-2015-0119
Just Energy Ontario L.P.	Ontario	Electricity	ER-2015-0118
Hudson Energy Canada Corp.	Ontario	Electricity	ER-2015-0125
Hudson Energy Canada Corp.	Ontario	Gas	GM-2015-0124
Just Energy New York Corp.	Ontario	Electric Wholesaler	EW-2014-0229
Just Energy Solutions Inc.	Ontario	Electric Wholesaler	EW-2016-0149
Just Energy Solutions Inc.	Pennsylvania	Electric (PECO)	A-110117
Just Energy Solutions Inc.	Pennsylvania	Gas (PECO)	A-125138
Just Energy Pennsylvania Corp.	Pennsylvania	Gas (Columbia)	A-2009-2098011
Just Energy Pennsylvania Corp.	Pennsylvania	Electric (Duquesne)	A-2009-2097544
Hudson Energy Services, LLC	Pennsylvania	Electric	A-2010-2192137

Exhibit B-1 "Jurisdictions of Operation"

Affiliate	Province/State	License Type	License Order/Docket #
Just Energy Quebec L.P /Juste Energie Quebec S.E.C	Quebec	Gas	No license requirement
Hudson Energy Canada Corp./Energie Hudson Canada	Quebec	Gas	No license requirement
Hudson Energy Canada Corp.	Saskatchewan	Gas	No license requirement
Just Energy Prairies L.P.	Saskatchewan	Direct Seller	Direct Sellers license # 328505
Fulcrum Retail Energy , LLC	Texas	Electric	REP Certification No. 10081
Just Energy Texas L.P.	Texas	Electric	REP Certification No. 10052
Hudson Energy Services, LLC	Texas	Electric	REP Certification No. 30061
Tara Energy, LLC	Texas	Electric	REP Certification No. 10052
Just Energy Solutions Inc.	Virginia	Gas	G-30
Just Energy Solutions Inc.	Virginia	Electric	E-26
Just Energy U.S. Corp	US Federal	Electricity	FERC - ER10-379
Just Energy Solutions Inc.	US Federal	Electricity	FERC - ER97-4253
Just Energy New York Corp.	US Federal	Electricity	FERC - ER13-1081-000
Just Energy Illinois Corp.	US Federal	Electricity	FERC - ER13-1104-000

Exhibit B-2 "Experience & Plans"

Experience

We have a combined 50+ years of retail and brokerage experience on the team. This combined knowledge allows us to tailor Supplier offerings to meet the needs of our customers. Our team monitors current industry trends, market analytics and customer analytics to determine how to serve our customers in the best way possible.

IEG has customers in multiple states in the US, but the customer base is primarily located in Texas. IEG seeks to expand its geographical and product offerings to its customers. IEG has primarily focused on power, but intends to expand into natural gas where applicable.

Customers

IEG typically targets small commercial and C&I customers. Based on the customer's needs, we then provide Supplier options to the customer and they enter into power and/or gas contracts with a Supplier. Supplier products offered to customers can range from standard fixed offerings to "one off" offerings, which are tailored to meet the customer's specific needs. These products can either be fixed or floating rate or a blend of the two, and normally have terms of less than five years. The customer contracts directly with a Supplier to serve their electricity and gas needs and receives a bill directly from the Supplier. The types of contracts vary and must be supported by the Supplier.

Plans and Services

IEG plans to broker electricity and gas services in Ohio for all utilities. All customer billing, TPV, etc. will be completed by the Supplier.

Complaint Handling

We require 2 years minimum experience in retail energy to be hired as one of our commercial energy advisors, either from another retail energy provider or a reputable aggregator, consultant, or brokerage. Each new Commercial Energy Advisor will spend their first week in the office learning the strategic processes of the IEG Sales and Operations Team. New hires will be taught how to request usage, build an RFP and submit a completed energy contract. Each Commercial Energy Advisor will also be trained on all of the applicable municipal, state and federal regulations and laws. Following, each new hire will spend two weeks shadowing a Senior Energy Advisor both in the office and out in the field. They will observe how a senior level sales person manages their day. They will learn prospecting, how to work up a proposal, deliver a presentation to the client, and close the deal within the terms and conditions of the energy retailer the customer chooses.

The Applicants brokers will manage a direct business relationship with customers and will proactively check in with customer to ensure they are satisfied with the level of service they are receiving. Customers will have direct access to the Applicants brokers for inquires/requests and to report dissatisfaction. Customers will be encouraged to work with the applicable retailer to resolve billing and service related inquires/requests. As a last resort, Applicants brokers will guide customers to follow the applicable external dispute resolution process as required (i.e. Public Utilities Commission).

Key Personnel

We have a combined 50+ years of retail and brokerage experience on the team. Key personnel are below:

Brent Moore founded a brokerage in 2003, where he built the company from conception to industry leadership. Brent will serve as the President of newly branded Interactive Energy Group.

Exhibit B-2 "Experience & Plans"

Also joining the team as Chief Operating Officer is **Sean Holland**. Sean has extensive experience in the retail energy industry having previously worked at Hudson Energy, Entrust Energy, Spark Energy, and Direct Energy. Sean's leadership roles have spanned finance, operations, strategy, portfolio optimization and analytics.

Exhibit B-3 "Summary of Experience"

IEG is a commercial energy broker who currently has a portfolio of customers in the U.S. (primarily in Texas). The IEG core team has been together for many years. IEG currently has ~800 customer contracts and ~30,000 RCEs in several states.

In Ohio, IEG wishes to broker electric and natural gas for customers in all utility service territories. IEG facilitates the introduction of customers to the Supplier and will engage on behalf of the customer should any issues arise, when applicable. The customer will enter into a contract directly with the Supplier. The retailer will provide a brokerage fee to IEG as long as the customer remains a customer of Supplier. Currently, all employees of IEG are internal and all functions are managed in house.

Interactive Energy Group LLC does not believe there are any matters that could adversely impact its financial or operational status or its ability to provide services to customers. But, in the interest of full disclosure the following are particulars of penalties, fines, and voluntary payments for the applicant, its parent company and U.S. and Canadian affiliates or predecessors resulting from proceedings by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum.

Issues involving Just Energy Solutions Inc. (Applicant):

1. Case No. 16-2006-GE-UNC: In the Matter of Commerce Energy, Inc dba Just Energy:
On October 11, 2016, Just Energy and the Staff of the Public Utilities Commission of Ohio entered into a joint stipulation resolving all matters identified by staff in a November Notice of Probable Non-Compliance. The resolution is still pending per the agreements outlined in the stipulation.

2. Case No. 1:12-CV-00758: Davina Hurt, et al. v. Commerce Energy, Inc. et al.; in the United States District Court for the Northern District of Ohio, Eastern Division.
Certified class action filed by former sales representatives claiming violations of federal and state minimum wage and overtime statutes for failure to pay. Trial on liability took place from September 29 to October 6, 2014. Jury found defendants failed to satisfy burden of demonstrating that plaintiffs qualified as outside salespeople. Defendants filed post-trial motions to disregard jury findings and sought permission to file interlocutory appeal on liability. These motions remain pending. Trial on damages is not yet scheduled.

Issues involving U.S. affiliates of Just Energy Solutions Inc.:

1. Just Energy Texas LP ("Just Energy") - Public Utility Commission of Texas ("PUCT")

On May 16, 2014, the PUCT approved a settlement between Just Energy and PUCT staff. Prior to the settlement, PUCT staff alleged several areas of non-compliance with enrollment and verification processes, complaint handling, customer switching, billing and disconnection. The allegations were based on a complaint-based audit of approximately 25 informal complaints that were partially a result of a major transition to a new billing system platform for all Just Energy customers in Texas. In the settlement, Just Energy agreed to pay an administrative penalty of \$164,000.

2. Just Energy Massachusetts Corp. – Assurance of Discontinuance with Massachusetts Attorney General

On December 31, 2014, Just Energy Massachusetts Corp. and certain related affiliates (collectively "Just Energy") entered into an Assurance of Discontinuance with the Massachusetts Attorney General. Allegations included: failing to disclose complete and accurate pricing information to its customers, promising savings, inducing elderly and non-native English speaking consumers to enter a contract, slamming, and charging high termination fees to small business owners. Just Energy is required to pay a total of \$4 million, including \$3.8 million to an independent trust fund for purposes of making restitution to the Commonwealth of Massachusetts. Just Energy also agreed to waive all early termination fees for all residential customers on variable rate contracts, except those that are on introductory rates at the time of early termination. Just Energy is required to no longer make false representations in its marketing materials claiming that consumers will save money on electricity bills as a result of switching to its services. Just Energy has also agreed not to enroll low-income customers unless

it guarantees savings to those customers, and will engage an independent monitor to ensure compliance and appropriate door-to-door sales operations in Massachusetts.

Issues Associated with Canadian Affiliates of Interactive Energy Group LLC:

1. Just Energy Ontario L.P. ("Just Energy") - Ontario Energy Board, EB-2013-0392 I EB-2013-0393

In April 2014, Just Energy agreed to pay \$450,000 under an Assurance of Voluntary Compliance ("AVC") accepted by the Ontario Energy Board. During a review, it was discovered that there was a system calculating error that resulted in inaccuracies in approximately 1% of letters delivered to customers between January 2011 and October 2012 in Ontario. Just Energy voluntarily agreed to pay a penalty to the OEB for this inadvertent system error that occurred during a system upgrade. Customers directly affected have been contacted and reimbursed as necessary.

2. Just Energy Ontario L.P. ("Just Energy") – Ontario Energy Board ("Board"), EB-2012-0443

On January 2, 2013 Just Energy entered into an Assurance of Voluntary Compliance and paid a \$80,000 administrative penalty. The assurance pertained to two independent contractors who engaged in conduct which breached the Energy Consumer Protection Act, Regulation 389/10 and the Electricity Retailer Code of Conduct. The breaches related to providing false or misleading statements, not immediately stating the name and retailer represented, failing to prominently display a valid identification badge and failing to offer a business card. Both independent contractors were terminated. This matter has been closed.

Exhibit C-1 "Annual Reports"

Financial data is maintained on a consolidated company basis and therefore cannot be produced to reflect Commerce Energy, Inc. business only.

Just Energy's Annual Report can be found in electronic format on their investor relations website at:
<http://justenergygroup.com/FinancialReports/QuarterlyAnnualReports.aspx>

All of Just Energy's financial reports and public disclosures can be found at:
<http://justenergygroup.com/>

Exhibit C-2 "SEC Filings"

Please refer to Exhibit C-1 "Annual Reports" of this application.

Exhibit C-3 “Financial Statements”

Please refer to Exhibit C-1 “Annual Reports” of this application.

Exhibit C-4 "Financial Arrangements"

N/A

Exhibit C-5 "Forecasted Financial Statements"

This exhibit contains confidential and proprietary information and is being submitted under seal.

Exhibit C-6 "Credit Rating"

Neither the applicant nor its parent or affiliate organization is rated by Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization.

Exhibit C-7 "Credit Report"

Enclosed is a copy of Just Energy Group LLC. credit report from Dun and Bradstreet DNBi Risk Management.

Information not correct? Submit an Investigation

Order Reference: bchandler@justenergy.com | Report as of: 09-06-2017 4:00 PM |
using Currency as CAD (Change)

Just Energy Group Inc



Tradestyle(s): -

ACTIVE HEADQUARTERS

Address: 6345 Dixie Rd Suite 200, Mississauga, ON, L5T
2E6, Canada

Phone: (905) 670-4440

D-U-N-S: 25-193-0624

0 Add Tags ▼

Tracking



Failure Score



Delinquency Score



Age of Business



Employees



68

80

16 years

2146

2001 Year Started

RECENT ALERTS



There are no alerts to display.

[Create/refine Alert Rules](#)

COMPANY PROFILE

D-U-N-S

25-193-0624

Telephone

(905) 670-4440

Annual Sales

C\$ 4,105,860,000

Legal Form

Public Corporation

Fax

(905) 670-9462

Employees

2146

History Record

Clear

Age (Year Started)

16 years (2001)

Registered Date

01-01-2011

Named Principal

Rebecca Macdonald , Chairman of the Board

Registered In

Registered Federal Law

Line of Business

Engaged in electric power marketers

Street Address:

6345 Dixie Rd Suite 200
Mississauga ON L5T 2E6
Canada

RISK ASSESSMENT**Overall Business Risk ②****Maximum Credit Recommendation②**

C\$ 9,000,000

Dun & Bradstreet Thinks...

- Overall assessment of this organization over the next 12 months: **STABLE CONDITION**
- Based on the predicted risk of business discontinuation: **LIKELIHOOD OF CONTINUED OPERATIONS**
- Based on the predicted risk of severely delinquent payments: **LOW POTENTIAL FOR SEVERELY DELINQUENT PAYMENTS**

The recommended limit is based on a moderately low probability of severe delinquency.

D&B Viability Rating
②
Portfolio Comparison Score②

6

Company's risk level is: **MODERATE**

Low Risk (1)

High Risk (9)

Probability that a company will go out of business, become dormant/inactive, or file for bankruptcy/insolvency within the next 12 months: **2%**

Failure Score Formerly Financial Stress Score

68

Company's risk level is: **MODERATE**

Low Risk (100)

High Risk (1)

Probability of failure over the next 12 months: **0.19%**

Past 12 Months

**Delinquency Score** Formerly Commercial Credit Score

80

Company's risk level is: **LOW-MODERATE**

Low Risk (100)

High Risk (1)

Probability of delinquency over the next 12 months: **2.29%**

Past 12 Months



PAYDEX ®

80

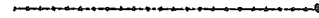
Low Risk (100)

Pays On Time

High Risk (0)

?

Past 24 Months



D&B Rating

?

Current Rating as of 08-09-2017

Special Rating

-- : Undetermined

LEGAL EVENTS?

TRADE PAYMENTS?

Events	Occurrences	Last Filed	Highest Past Due	
Insolvency	No	-	C\$ 0	
Judgements	0	-		
Liens	0	-		
Suits	3 (C\$ 1,075,000)	08-02-2016	Highest Now Owing C\$ 100	Total Trade Experiences 5
PPSA	4	06-13-2013	Largest High Credit C\$ 100	

OWNERSHIP

This company is a Global Ultimate, Domestic Ultimate, Headquarters, Parent

FINANCIAL OVERVIEW

>

Source: D&B

Balance Sheet Fiscal (Consolidated) 08-09-2017	Amount ()	Last 3 Years
Total Assets:	-	---
Total Current Assets:	-	---
Total Current Liabilities:	-	---

Balance Sheet Fiscal (Consolidated) 08-09-2017 ▼

Amount () ▼

Last 3 Years ▼ ^

Long Term Liabilities:

-



Tangible Net Worth:

-

**Profit & Loss** Fiscal (Consolidated) 08-09-2017 ▼

Amount () ▼

Last 3 Years ▼

Net Income:

-

**Key Business Ratios** ▼

Ratio for the Business ▼

Current Ratio:

1.15

Quick Ratio:

0.58

Current Liabilities/Net Worth:

55.71

Sales to Net Working Capital:

34.44

WEB & SOCIAL

Powered By FirstRain

Just Energy Group, Inc. Ordinar (NYSE:JE) Stock Closed 6.8% Above Its 50 Day Moving Average Highlight Press 05-Sep-2017

Just Energy Group, Inc. (JE) Plans Dividend Increase – \$0.10 Per Share The Ledger Gazette 01-Sep-2017

Just Energy Group Inc Announces September Quarterly Dividend for Its Common Shares and Series A Preferred Shares Marketwire L.P. 01-Sep-2017

Just Energy to Help Ease the Burden for Customers Affected by Hurricane Harvey with a Commitment of over \$1 Million in Customer Assistance EnergyNowNewsCriticalData 31-Aug-2017

COUNTRY INSIGHT

Canada

Risk Category

LOW

MODERATE

HIGH

Low Risk

High Risk

Monthly GDP records its fastest growth in 17 years.

Available Reports

Country Insight Snapshot (CIS) | Country Insight Report (CIR)

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[Privacy Policy](#) | [Terms of Use](#)

Exhibit C-8 "Bankruptcy Information"

Interactive Energy Group LLC. has never filed and/or reported reorganizations, protection from creditors, or any other form of bankruptcy filings.

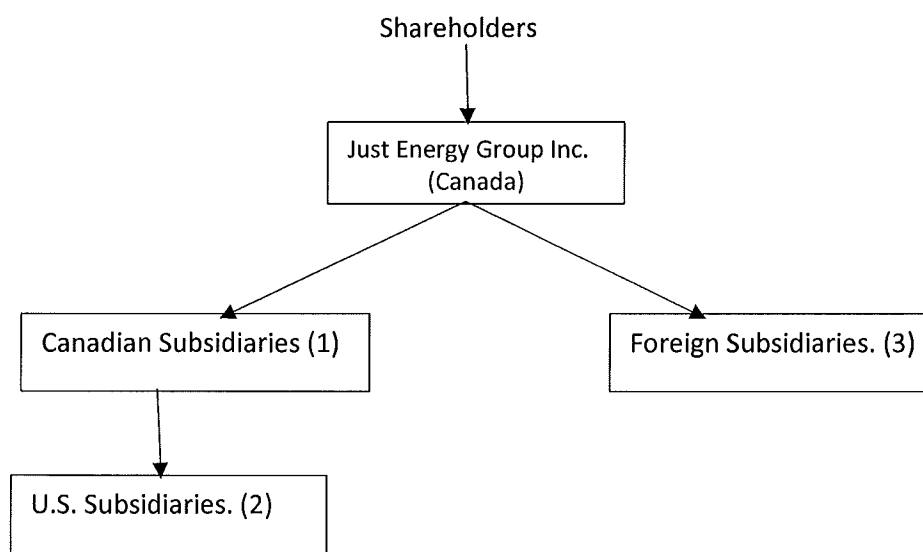
Exhibit C-9 "Merger Information"

N/A

Exhibit C-10 "Corporate Structure"

Interactive Energy Group LLC is a Limited Liability Company and an indirect subsidiary of Just Energy Group Inc. ("Just Energy") a corporation established under laws of Canada. Just Energy is a publicly traded corporation (NYSE:JE and TSX: JE).

The following diagram sets forth the simplified organizational structure of the Company.



Notes:

- (1) The Canadian Subsidiaries are corporations, limited partnerships, and unlimited liability companies directly or indirectly wholly-owned by the Company. The Canadian operating Subsidiaries are Just Energy Ontario L.P. (Ontario); Just Energy Alberta L.P. (Alberta); Just Green L.P. (Alberta); Just Energy Manitoba L.P. (Manitoba); Just Energy (B.C.) Limited Partnership (British Columbia); Just Energy Québec L.P. (Quebec); Just Energy Prairies L.P. (Manitoba); Just Energy Trading L.P. (Ontario); and Hudson Energy Canada Corp. (Canada). Just Energy Corp. is the general partner of each of the Canadian operating limited partnerships. Additionally, the Company indirectly holds an approximate 10% fully diluted interest in ecobee Inc., a manufacturer and distributor of smart thermostats located in Toronto, Ontario.
- (2) The U.S. Subsidiaries are corporations, limited liability companies and limited partnerships indirectly wholly-owned by the Company and are incorporated or formed, as applicable, under the laws of the State of Delaware, unless otherwise noted. The U.S. operating Subsidiaries are Just Energy (U.S.) Corp.; Just Energy Illinois Corp.; Just Energy Indiana Corp.; Just Energy Massachusetts Corp.; Just Energy New York Corp.; Just Energy Texas I Corp.; Just Energy Texas LP (Texas); Just Energy Pennsylvania Corp.; Just Energy Marketing Corp.; Just Energy Michigan Corp.; Just Energy Solutions Inc.; Just Energy Limited; Fulcrum Retail Energy LLC (Texas); Tara Energy, LLC (Texas); and Interactive Energy Group LLC.
- (3) Hudson Energy Holdings UK Limited and Hudson Energy Supply UK Limited are direct and indirect wholly owned subsidiaries of the Company operating in the United Kingdom. Just Insurance Limited, a Barbadian company, an indirect wholly owned subsidiary of the Company, provides self-insurance to the Company and its subsidiaries. Just Energy Germany GmbH is an indirect wholly owned subsidiary of the Company, operating in Germany. Just Energy (Ireland) Limited is an indirect wholly owned subsidiary of the Company, operating in Ireland.

Exhibit D-1 "Operations"

IEG is a commercial brokerage that provides customers customized energy solutions based on their needs to mitigate risk. The customer contracts directly with a Supplier to serve their electricity and gas needs and receives a bill directly from the Supplier. The types of contracts vary and must be supported by the Supplier.

IEG facilitates the introduction of customers to the Supplier and will engage on behalf of the customer should any issues arise, when applicable. The retailer will provide a brokerage fee to IEG as long as the customer remains a customer of Supplier. Currently, all employees of IEG are internal and all functions are managed in house.

Exhibit D-2 "Operations Expertise"

We have a combined 50+ years of retail and brokerage experience on the team. This combined knowledge allows us to tailor Supplier offerings to meet the needs of our customers. Our team monitors current industry trends, market analytics and customer analytics to determine how to serve our customers in the best way possible.

Exhibit D-3 "Key Technical Personnel"

Brent Moore

President, Interactive Energy Group LLC.

Brent Moore brings nearly 15 years of competitive retail energy experience to his position as President of Interactive Energy Group. Prior to this, Brent founded an innovative online service that provided competitive energy shopping for commercial and residential customers in deregulated markets. Following the sale of that business in 2012, Brent served as President and Senior VP at Red Ventures. Previous to this, Brent grew his experience in the deregulation and restructuring of the telecommunications industry from deregulated long distance to the emergence of the Competitive Local Exchange Carriers (CLEC's), which ultimately emerged as the internet provider business. Starting at MCI, he held progressive roles at MFS, Caprock, Winstar and Airband Communications where he served as Executive Vice President of Sales & Marketing and helped to secure \$60 million in funding from leading venture capital firms. Brent holds a BA in Psychology from Texas State University.

Email: Bmoore@InteractiveEnergyGroup.com

Address: Suite 228 - 6860 Dallas Parkway, Plano, TX 75024

Phone: 214-707-7687

Sean Holland

COO, Interactive Energy Group LLC.

As Chief Operating Officer of Interactive Energy Group, Sean Holland brings nearly 15 years of competitive retail energy experience to his position. Before assuming this role, Sean was the Head of Operations for Hudson Energy. Sean's experience spans Finance, Analytics, Strategy, Operations, Performance Management and Portfolio Optimization in previous roles at four major retail companies (Entrust Energy, Direct Energy, Spark Energy and Hudson Energy). He graduated with honors and holds a Master of Science in Economics and a Bachelors in Finance from Texas A&M University in College Station.

Email: Sholland@InteractiveEnergyGroup.com

Address: Suite 1000, 5251 Westheimer Road, Houston, TX 77056

Phone: 281-684-8748

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

9/18/2017 10:59:16 AM

in

Case No(s). 17-1992-GA-AGG

Summary: Application electronically filed by Mr. Stephen M Howard on behalf of Interactive Energy Group LLC