

NO
FILE

original
36



PUCO USE ONLY		
Date Received	Case Number	Version
18-0390	EL-AGG	May 2016

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

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

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

A. APPLICANT INFORMATION

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

☒ Power Broker ☐ Aggregator

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

Legal Name LouElla Enterprises LLC
Address 161 Hunter Drive Cranberry TWP PA 16066
Telephone # 8149354477 Web site address (if any) _____

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

Legal Name LouElla Enterprises LLC
Address 161 Hunter Drive Cranberry TWP PA 16066
Telephone # 814935447 Web site address (if any) www.epngstrategy.com

A-4 List all names under which the applicant does business in North America Enerchange Power and Gas (EP&G)

A-5 Contact person for regulatory or emergency matters

Name Cynthia Maser
Title CEO

PUCO

RECEIVED-DOCKETING DIV
2018 MAR -5 PM 2:31

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 DMM Date Processed 03/05/18

Business address 322 N Shore Drive Suite 200 Pittsburgh PA 15211
Telephone # 8149354477 Fax # 8149411673
E-mail address cmaser@louellae.com

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

Name Cynthia Maser
Title CEO
Business address 322 N Shore Drive Suite 200 Pittsburgh PA 15212
Telephone # 8149354477 Fax # 8149411673
E-mail address cmaser@louellae.com

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

Customer Service address 322 N Shore Drive Cranberry Twp PA 16066
Toll-free Telephone # 80091955543 Fax # 8149411673
E-mail address cmaser@louellae.com

A-8 Applicant's federal employer identification number # 82-1595644

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

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

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

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

- A-11 Provide the approximate start date that the applicant proposes to begin delivering services
once approved

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13 **Exhibit A-13 "Company History."** provide a concise description of the applicant's company history and principal business interests.
- A-14 **Exhibit A-14 "Articles of Incorporation and Bylaws."** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15 **Exhibit A-15 "Secretary of State."** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

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

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

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

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports)

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

C-3 Exhibit C-3 “Financial Statements,” provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

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

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

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

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

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

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

- C-6 **Exhibit C-6 "Credit Rating."** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- C-7 **Exhibit C-7 "Credit Report."** provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- C-8 **Exhibit C-8 "Bankruptcy Information."** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 **Exhibit C-9 "Merger Information."** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 **Exhibit C-10 "Corporate Structure."** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

Amelia Maser CEO Lovella Enterprises LLC
Signature of Applicant & Title

Sworn and subscribed before me this 2nd day of March, 2018

Elizabeth Kotch
Signature of official administering oath

Month Year
Elizabeth Kotch, Bank Officer
Print Name and Title

My commission expires on July 8, 2019

AFFIDAVIT

State of PA :

County of Bulter : Cranberry TWP ss.
(Town)

Cynthia Maser, Affiant, being duly sworn/affirmed according to law, deposes and says that: He/She is the President and CEO (Office of Affiant) of LouElla Enterprises LLC (Name of Applicant); That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.

8. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)
11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Cynthia Naser CEO Lucella Enterprises LLC
Signature of Affiant & Title

Sworn and subscribed before me this 2nd day of march, 2018 Month Year

Elizabeth Kotch Bank officer Signature of official administering
oath Print Name and Title

My commission expires on July 8, 2019

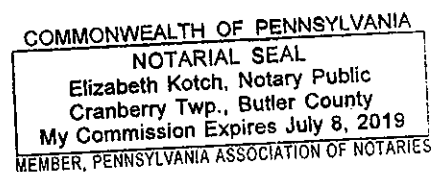


Exhibit A-12

Principal Officers, Directors, and Partners

LouElla Enterprises LLC
100% solemember
Certified Woman Owned business (WBE)
Cynthia Maser Owner
161 Hunter Drive Cranberry Twp PA 16066
8149354477 cmaser@louellae.com


Exhibit A-13 Company History

LouElla Enterprises is a business which has been around for less than one year. LouElla Enterprises LLC was founded 5/16/17 for purpose of commercial energy brokering. LouElla Enterprises LLC starting brokering energy through Broker Online Exchange around October 2017. Current customer base located in Rhode Island, Maryland, and New Jersey. LouElla Enterprises LLC is not currently licensed in any other states however applicant is presently working on licenses in Maryland, Ohio and Pennsylvania.

Exhibit A-14 Articles of Incorporation:(Attached)

LouElla Enterprises LLC Certificate of Organization for Domestic Limited Liability Company was filed with the State of PA on May 16, 2017. On May 21,2017 IRS Document 2553 was filed for LouElla Enterprises LLC to be taxed as S Corp effective 5/16/17.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Esquire Assist, Ltd. Counter Pick - Up <input type="checkbox"/> Return document by email to:	<div>Certificate of Organization Domestic Limited Liability Company</div>  TCO170517JM0089
--	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 ☐ I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8821 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company is: LouElla Enterprises, LLC
(designator is required, e.g., "company," "limited" or "limited liability company" or any abbreviation thereof)

2. Complete part (a) or (b) – not both:

(a) The address of this limited liability company's registered office in this Commonwealth is:
(post office box alone is not acceptable)

161 Hunter Drive	Cranberry Township	PA	16066	Butler
Number and Street	City	State	Zip	County

(b) The name of this limited liability company's commercial registered office provider and county of venue is:

c/o:
Name of Commercial Registered Office Provider County

3. The name of each organizer is (all organizers must sign on page 2):

Jeffrey P. Myers, Esq.

4. Effective date of Certificate of Organization (check, and if appropriate complete, one of the following):

☒ The Certificate of Organization shall be effective upon filing in the Department of State.

☐ The Certificate of Organization shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

2017 MAY 16 PM 4:16

PA DEPT OF STATE

5. Restricted professional companies only.

Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).

☐ The company is a restricted professional company organized to render the following restricted professional service(s):

- ☐ Chiropractic
- ☐ Dentistry
- ☐ Law
- ☐ Medicine and surgery
- ☐ Optometry
- ☐ Osteopathic medicine and surgery
- ☐ Podiatric medicine
- ☐ Public accounting
- ☐ Psychology
- ☐ Veterinary medicine

6. Benefit companies only.

Check the box immediately below if the limited liability company is organized as a benefit company:

☐ This limited liability company shall have the purpose of creating general public benefit.

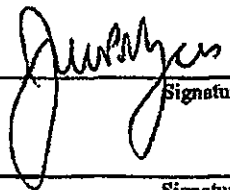
Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s). See instructions for examples of specific public benefit.

☐ This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

7. For additional provisions of the certificate, if any, attach 8½ x 11 sheet(s).

IN TESTIMONY WHEREOF, the organizer(s) has (have) executed this Certificate of Organization this

16th day of May, 20 17



Signature

Signature

Signature

OPERATING AGREEMENT OF LOUELLA ENTERPRISES, LLC

THIS OPERATING AGREEMENT is entered as of the 16th day of May, 2017 (the "Effective Date"), by **LouElla Enterprises, LLC**, a Pennsylvania limited liability company organized and existing under the laws of the State of Pennsylvania having its principal place of business at 161 Hunter Drive, Cranberry Township, PA 16066, (the "Company"), and Cynthia Maser (the "Member"), as the sole member.

ARTICLE I. Definitions

Section 1.1 Certain Definitions. As used herein, the following terms have the following meanings:

(A) "Act" means the Limited Liability Company Act of the State of Pennsylvania, as from time to time amended.

(B) "Agreement" means this Operating Agreement, as the same may be amended from time to time.

(C) "Code" means the Internal Revenue Code of 1986, as amended from time to time.

(D) "Company" means the limited liability company formed and governed pursuant to this Agreement.

(E) "Legal Representative" or "legal representative" of a Member shall mean executor, executors, administrator, administrators, committee, guardian, distributee, under the intestacy laws or other personal representative of a deceased Member.

(F) "Person" or "person" shall mean any individual, trust, estate, partnership, association, firm, company, or corporation, or any state or public officer, agency or instrumentality.

(G) "Property" shall mean any and all assets and property of the Company, real or personal, tangible or intangible (including but not limited to goodwill), including but not limited to money and any legal or equitable interest in any such assets and property, but excluding services and promises to perform services in the future.

(H) "Transfer" or "transfer" shall mean sell, assign, convey, donate, bequeath, pledge, grant a security interest in, encumber, transfer or otherwise dispose of or contract to transfer, whether voluntarily or involuntarily.

(I) "Treasury Regulation(s)" means the regulations of the United States Department of the Treasury promulgated under the Code, as the same may be amended or supplemented from time to time.

Section 1.2 Formation of the Company. The Member agrees to form the Company under and pursuant to the provisions of the Act, for the purposes and scope set forth in the Articles of Organization and this Agreement. The Member shall cause to be filed in the appropriate governmental office Articles of Organization that conform to the requirements of the Act in order to constitute the Company as a valid limited liability company under the Act. The costs and expenses associated with its formation shall be borne by the Company.

Section 1.3 Name. The Company's name shall be "LouElla Enterprises, LLC," and such name shall be used at all times in connection with the business and affairs of the Company.

Section 1.4 Name and Address of Sole Member. The name and mailing address of the Member are as set forth at the beginning of this Agreement.

Section 1.5 Principal Office. The principal office of the Company shall be at 161 Hunter Drive, Cranberry Township, PA 16066 or such other location as may be hereinafter determined by the Member.

Section 1.6 Statutory Agent for Service. The Company's statutory agent for service shall be Cynthia Maser, with a business address at 161 Hunter Drive, Cranberry Township, PA 16066.

Section 1.7 Election of Tax Status. Pursuant to §§301.7701-1 through 301.7701-3, inclusive, of the Treasury Regulations, the Company's Federal tax classification status shall be elected by the Member within the initial classification election requirement of seventy-five (75) days and will file any similar filing required by the State of Pennsylvania.

ARTICLE II. Capital Contributions

Section 2.1 Initial Capital Contributions. As of the Effective Date, the Member has heretofore made his or its respective capital contributions to the Company as reflected on *Schedule 2.1* attached hereto and incorporated herein by reference.

Section 2.2 Additional Capital Contributions. Except as otherwise provided in *Schedule 2.1*, the Member shall not be required to make capital contributions in addition to those mentioned in the preceding paragraph.

ARTICLE III. Distributions

Section 3.1 **Distributions.** Subject to the provisions of Section 7.3 hereof, the Company's net profits shall be distributed to the Member at such times and in such amounts as the Member shall determine in his or its absolute discretion. Such distributions may take the form of cash or Property as the Member shall determine in his or its absolute discretion.

ARTICLE IV. Accounting

Section 4.1 **Accounting Methods.** The Company books and records shall be prepared in accordance with generally accepted accounting principles, consistently applied. The Company shall be on a cash basis for both tax and accounting purposes, or as otherwise determined by the Member. The Member is hereby designed as the "tax matters partner" for the Company (as such term is defined in §6231(a)(7) of the Code).

Section 4.2 **Fiscal Year.** The fiscal year of the Company shall be the twelve calendar month period ending December 31.

ARTICLE V. Management

Section 5.1 **Member's Powers.** The management of the Company shall be vested solely in the Member. The Member shall have the full power and authority to authorize, approve or undertake any action on behalf of the Company and to bind the Company without the necessity of a meeting. In connection with the foregoing, the Member is authorized and empowered:

- (a) To appoint by written designation filed with the records of the Company, one or more persons to act on behalf of the Company as officers of the Company with such titles as may be appropriate including the titles of President, Vice President, Treasurer, Secretary and Assistant Secretary; and
- (b) To delegate any and all power and authority with respect to the business and affairs of the Company to any individual or entity, including any officers or employees of the Company.

Any person appointed as an officer of the Company with a title customarily held by an officer of a corporation shall have the same power and authority to act on behalf of the Company as an officer holding the same title would customarily have in a corporation organized under the laws of the Commonwealth of Pennsylvania.

ARTICLE VI. Transfer of Member's Interest

Section 6.1 **Transfer Permitted.** All or a portion of the Member's membership interest in the Company may be disposed of in any manner provided by law, and, upon such disposition, the transferee shall become a Member without further action on the part of the transferee, the Company or the Member.

ARTICLE VII. Dissolution of the Company; Dissociation of a Member

Section 7.1 Dissolution of the Company.

(a) The Company shall dissolve upon the happening of the first to occur: bankruptcy or insolvency.

(b) Notwithstanding the foregoing, if an event occurs at any time there is only one Member of the Company, the legal representative of such dissociating Member or the Person succeeding to the Member's membership interest in the Company as a result of such event of dissociation may, at the election of such legal representative or other Person, become a Member without further action on the part of the transferee, the Company or the Member; *provided* that if such legal representative or other Person fails to become a Member within purposes of the Act and such legal representative or other Person shall take all action required by the Act to wind up the business and affairs of the Company.

Section 7.2 Effect of Dissolution. Upon dissolution, the Company shall cease carrying on the Company business except as necessary for the winding up of the Company business, and the Company is not terminated, but rather shall continue until the winding up of the affairs of the Company is completed and a Certificate of Dissolution has been issued by the Secretary of State of the State of Pennsylvania.

Section 7.3 Distribution of Assets on Dissolution. Upon the winding up of the Company, the Company's Property shall be distributed: first, to creditors, including the Member if then a creditor, to the extent permitted by law, in satisfaction of the Company's indebtedness and other liabilities; and second, to the Member, or if the Member is not then living, as otherwise directed by the Member in writing, or if the Member is not then living and no such writing exists, by the laws of intestacy of the State of Pennsylvania. Liquidation proceeds shall be paid within one hundred eighty (180) days of the end of the Company's taxable year or, if later, within one hundred eighty (180) days after the date of liquidation.

Section 7.4 Winding Up and Certificate of Dissolution. The winding up of the Company shall be completed when all debts, liabilities, and obligations of the Company have been paid and discharged or reasonably adequate provision therefor has been made, and all of the remaining Property and assets of the Company have been distributed as provided in Section 7.3 hereof. Upon the completion of winding up of the Company, a Certificate of Dissolution shall be delivered to the Office of the Secretary of State of the State of Pennsylvania for filing. The Certificate of Dissolution shall set forth the information required by the Act.

ARTICLE VIII. General

Section 8.1 General. This Agreement supersedes any prior agreement or understandings between the parties with respect to the Company. This Agreement and the

rights of the parties hereunder shall be governed by and interpreted in accordance with the laws of the State of Pennsylvania. This Agreement may not be amended or modified verbally, nor may any provision hereof be waived by any party, but only by a written instrument duly executed by the Company and the Member. Except as herein otherwise specifically provided, this Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, legal representatives, successors and assigns. If any provision of this Agreement or the application of such provision to any person or circumstance shall be held invalid, the remainder provision or any other persons of circumstances shall not be affected thereby. This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

Section 8.2 Entire Agreement. This Agreement represents the entire agreement between the parties relating to the subject matter hereof.

Section 8.3 Rights of Creditors and Third Parties Under Agreement. This Agreement is entered into between the Company and the Member for the exclusive benefit of the Company, the Member, and their successors and assigns. This Agreement is expressly not intended for the benefit of any creditors of the Company or any other Person. Except and only to the extent provided by applicable law, no such creditor or third party shall have any rights under this Agreement or any other agreement between the Company and the Member.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

INITIAL MEMBER:

Cynthia Maser

By: Cynthia Maser
Title: Member

SCHEDULE 2.1 CAPITAL CONTRIBUTION

Name of Member	Capital Contribution
Cynthia Maser	\$ 1000.00

Exhibit A-15 Secretary of State

LouElla Enterprises LLC business office is located in Butler County PA, business will continue to operate out of PA office. LouElla Enterprises does not collect money from the businesses/customers in the state of Ohio nor does it bill customers. LouElla Enterprises LLC will be paid directly through suppliers which are located in various states. Commonwealth of PA Department of state good standing letter attached.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

01/08/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

LouElla Enterprises, LLC

is duly registered as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.

2018 JAN 19 AM 11:44
SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Robert Lanes

Acting Secretary of the Commonwealth

Certification Number: TSC180108100499-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

Exhibit B-1 Jurisdiction of Operation

LouElla Enterprises LLC is not aggregating electricity, but is acting only as a broker. LouElla Enterprises LLC is not currently licensed in any states.

Exhibit B-2. Experience and Plans:

Cynthia Maser CEO of LouElla Enterprises has 6 years experience in residential energy. Applicant utilized relationship marketing for customer acquisition. LouElla Enterprises LLC was founded in May 16, 2017 for the purpose of energy brokering. LouElla Enterprises LLC worked to obtain status as a WBE, DBE and WOSB business prior to obtaining its first customer. LouElla Enterprises LLC starting brokering energy through Broker Online Exchange around October 2017. Current customer base located in Rhode Island, Maryland, and New Jersey. LouElla Enterprises is not currently licensed in any other states however applicant is presently working on licenses in Maryland, Ohio and Pennsylvania. LouElla Enterprises was compensated through Broker Online Exchange for the current contracts in place within those states through a customer price adder. LouElla Enterprises LLC current customers are small commercial with some other large prospects awaiting contracts. LouElla Enterprises has no employees currently. LouElla Enterprises LLC utilizes several independent contractors with > 6 years energy experience in the market as well as business management/ customer relationship experiences. As the business grows employees or additional contractors will be added as necessary.

LouElla Enterprises LLC proposes to provide consulting services to commercial, industrial and government customers. LouElla Enterprises LLC proposes to review customers bills, review tariffs, procure price quotes from suppliers, identify alternative energy suppliers and provide advice to customers regarding their energy purchases. Billing will be done directly through the supplier not through LouElla Enterprises LLC which will be acting on as a broker. Customer complaints will be handled timely and effectively with communication between LouElla Enterprises LLC and the supplier in accordance to the Commission's Rules and Regulations. LouElla Enterprises LLC will only providing pricing and terms and conditions to customers from PUCO certified suppliers.

Exhibit B-3. Summary of Experience

LouElla Enterprises LLC is not acting as an aggregator, only as a broker.

Exhibit B-4
Disclosure of Liabilities and investigations

LouElla Enterprises LLC has no liabilities or investigations to report.

OH Power Broker Application Supplement
To: Ohio PUC

Application for
LouElla Enterprises LLC d/b/a
Enerchange Power and Gas (EP&G)

Exhibit B-5

NO fraud violations

Exhibit B-6

NO certification, application, or license suspensions or denials

Exhibit C-1
Annual report

Not applicable as LouElla Enterprises LLC is not a publicly traded company.

Exhibit C-2 SEC filings

Applicant not required to file with the SEC , as LouElla Enterprises LLC is only acting as a broker

Exhibit C-3 Financial Statements

LouElla Enterprises LLC filed with state of PA 5/16/17

There are no tax returns for the LLC as this time. However see attached confidential and submitted under seal profit and loss statement and financial spreadsheet.

I Cynthia Maser President and CEO of LouElla Enterprises LLC have reviewed the internal profit and loss and tax summary spreadsheet for 2017.

Cynthia Maser
3/1/18

Exhibit C-4
Financial arrangements

N/A

Applicant is not taking title to the electricity or natural gas.

Exhibit C-5
Forecasted financial statements

Confidential submitted under seal

Prepared by:
Cynthia Maser, CEO
161 Hunter Drive
Cranberry TWP PA 16066
cmaser@louellae.com

Exhibit C-6
Credit rating

LouElla Enterprises LLC does not have a credit rating.

Exhibit C-7 Credit Report

LouElla Enterprises LLC does not have a credit report

Exhibit C-8 Bankruptcy Information

LouElla Enterprises LLC does not have any reorganizations, protection from creditors or any other form of bankruptcy filings.

Exhibit C-9
Merger information

LouElla Enterprises LLC has had no dissolutions, mergers or acquisitions.

Exhibit C-10 Corporate Structure

LouElla Enterprises LLC is a stand alone entity with no affiliate or subsidiary companies.