



49

PUCO USE ONLY - Version 1.07		
Date Received	Case Number	Certification Number
	10-73 - GA-AGG	

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-16 - 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, 13th Floor, 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 RD Energy, Inc.
Address 1670 Columbus Road, Granville Ohio 43023
Telephone No. 740-321-1075 Web site Address RD-Energy.com

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

Name RD Energy, Inc.
Address 1670 Columbus Road, Granville OH 43023
Web site Address RD-Energy.com Telephone No. 740-321-1075

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

RD Energy, Inc.

A-5 Contact person for regulatory or emergency matters:

Name Darrell Bragg Title President
Business Address 1670 Columbus Road, Granville Ohio 43023
Telephone No. 740-321-1075 Fax No. 740-321-1076 Email Address dbragg@rd-energy.com

RECEIVED-DOCKETING DIV
2010 JAN 20 PM 5:15
PUCO

This is to certify that the information appearing on this accurate and complete reproduction of a case file document delivered in the regular course of business
Technician B5M Date Processed 1/21/10

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

Name Darrell Bragg Title President
Business address 1670 Columbus Road, Granville Ohio 43023
Telephone No. 740-321-1075 Fax No. 740-321-1076 Email Address dbragg@rd-energy.com

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

Customer service address 1670 Columbus Road, Granville Ohio 43023
Toll-Free Telephone No. 1-877-792-5424 Fax No. 1-740-205-1335 Email Address dbragg@rd-energy.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 Darrell Bragg Title President
Business address 1670 Columbus Road, Granville Ohio 43023
Telephone No. 740-321-1075 Fax No. 740-321-1076 Email Address dbragg@rd-energy.com

A-9 Applicant's federal employer identification number 20-2177002

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 type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" 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 checked="" type="checkbox"/> Residential	Beginning Date of Service	January 2005	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	January 2005	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	January 2005	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	January 2005	End Date

☒ Dominion East Ohio

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	January 2005	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	January 2005	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	January 2005	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	January 2005	End Date

☒ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service		End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	October 2008	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	October 2008	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 type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date	
<input type="checkbox"/>	Duke Energy Ohio	Intended Start Date	
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	April 2010

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 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "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-18 **Exhibit A-18 "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 applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- 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. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether 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.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- 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, 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.
- 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.
- 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 since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

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

Daniel Bragg President

Sworn and subscribed before me this *11th* day of *January*

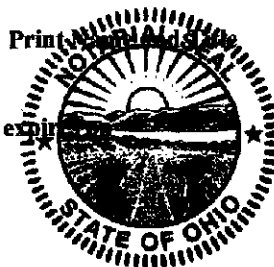
Month *2010* Year

Signature of official administering oath

Janet Kay Davis

My commission expires

Print Name and State



JANET K DAVIS
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 7-31-14



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

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

Case No. 10-00000000 -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

Daniel Nagy - President

Sworn and subscribed before me this

16th day of *January*

Month *2010* Year

Signature of Official Administering Oath

Janet K Davis

My commission



JANET K DAVIS
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 7-31-14

(CRNGS Broker/Aggregator - Version 1.07) Page 7 of 7

RD Energy, Inc.

Exhibit A-14

Principal Officers

<http://www.rd-energy.com>

1670 Columbus Road

Granville, OHIO 43023

740-321-1075

740-321-1075 fax

1-877-792-5424 toll-free

Darrell W. Bragg, President, Treasurer and Secretary

Dbragg@rd-energy.com

RD Energy, Inc.

Exhibit A-15

Corporate Structure

Corporation, 100% owned by Darrell Bragg. RD Energy will participate in all deregulated Ohio energy markets geographically. RD Energy nor Darrell Bragg has any affiliate subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.

RD Energy, Inc. is independent from any other corporate ownership.

Darrell Bragg – President, Treasurer and Secretary

RD Energy, Inc.

Exhibit A-16

Company History

RD Energy, Inc was founded January 3, 2005.

Our mission: To provide a resource in this volatile and ever changing energy market for our customers to rely on for support and guidance in their natural gas and electric purchasing decisions so that those decisions are based on insight and facts supported by the latest market conditions and trends.

Corporate Goals:

1. Provide information and facts of the energy market so decisions are based on knowledge.
2. Provide honest and timely customer advice so decisions can be made with confidence.
3. Be available so customers can feel supported.

For a few years prior to 2005 Ray Dankel worked as an Account Executive for what was then known as WPS Energy Services, Inc. (now known as Integrys Energy, Inc.) Due to a customer target change inside of WPS Energy, it was decided that Ray could better serve WPS Energy and Ray Dankel's customers by him becoming an agent for WPS Energy rather than an employee. In early January 2005 Ray Dankel formed the corporation RD Energy, Inc. RD Energy sold natural gas exclusively for WPS Energy to small commercial and industrial accounts throughout Ohio. In addition, RD Energy worked to build strong business organization relationships for those organization's members and member employees.

Darrell Bragg graduated from college in 1980 with a BS degree with areas of concentrate in both accounting and finance. Upon graduation Darrell went to work for Columbia Gas Transmission for 9 years. The last three years at Columbia Gas Transmission he worked as a transportation and Exchange representative providing information, instruction, problem solving and guidance for the new deregulated market to deregulated transportation customers throughout Columbia Gas Transmission delivery area. His overall knowledge of accounting, gas measurement, gas control, Appalachian production and billing provided the tools necessary for the Columbia representative position. In 1989 Darrell left Columbia to work over the next six years for two independent natural gas marketers in Ohio. He rose to vice president in both companies exhibiting strength in finance, sales, sales strategy along with exhibiting strong customer and producer relationships. Darrell joined WPS Energy in 1995 as a Vice President and headed up the new small customer programs (Choice) beginning in 1998. In 2000 he started up an agent program that sold gas for WPS Energy and later Integrys Energy to the small Choice customers instead of corporate Account Executives. Darrell worked as one of the negotiating representatives for Integrys Energy as Columbia Gas of Ohio, Dominion East Ohio Gas and Duke Energy worked with the PUCO and interested parties to form the current Choice landscape behind each utility.

In 2008 Darrell left Integrys Energy to take over ownership of RD Energy, Inc. due primarily to some health issues of Ray Dankel. RD Energy's mission statement and corporate goals are the center of Darrell's corporate beliefs and are the foundation of the future vision of the company. In June 2009 RD Energy entered Ohio's electric deregulated market behind the First Energy utilities in northern Ohio. The expectation is to provide the same excellent customer service to our customers and business organization partners for electric as we do for natural gas.

RD Energy, Inc.

Exhibit A-17

Articles of Incorporation and Bylaws



Prescribed by J. Kenneth Blackwell

Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
 e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

☒ Yes PO Box 1380
 Columbus, OH 43216
 -- Requires an additional fee of \$100 --
☐ No PO Box 870
 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Articles of Incorporation Profit (115-ARP) ORC 1701	(2) <input type="checkbox"/> Articles of Incorporation Non-Profit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (176-ARP) Profession _____ ORC 1785
---	--	--

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation RD Energy, Inc.

SECOND: Location Rocky River Cuyahoga
 (City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
 (mm/dd/yyyy)

☐ Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed
 to engage in any lawful act or activity for which corporations may be formed under Section 1701 to 1701.36,
 inclusive, of the Ohio Revised Code.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

1500	common	none
(No. of Shares)	(Type)	(Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

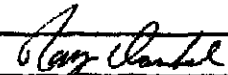
(City)

(State)

(Zip Code)

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See instructions)



Authorized Representative

Ray Dankel

(print name)

2100 Woodier #51

Rocky River, Ohio 44116

January 3, 2005

Date

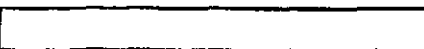


Authorized Representative

(print name)

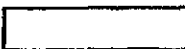


Date



Authorized Representative

(print name)



Date

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of RD Energy, Inc.
hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by
statute to be served upon the corporation may be served. The complete address of the agent is

Ray Dankel

(Name)

2109 Wooster #51

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Rocky River

, Ohio

44116

(City)

(Zip Code)

Must be authenticated by an
authorized representative

Authorized Representative

January 3, 2005

Date

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The Undersigned,

Ray Dankel

, named herein as the

Statutory agent for,

RD Energy, Inc.

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature:

(Statutory Agent)



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-776-3910) AM 9:35

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

CONSENT FOR USE OF SIMILAR NAME

(For Domestic / Foreign, Profit or Non-Profit)

Must Be Accompanied By Another Form

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX) This filing does not extend the registration period

<input checked="" type="checkbox"/> Where consenting entity is a corporation (147-CSC)	Where consenting entity is a registrant of <input type="checkbox"/> Trade Name <input type="checkbox"/> Service Mark <input type="checkbox"/> Trade Mark (149-CSN)	Where consenting entity is a <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Partnership Having Limited Liability (148-CSL)
---	--	--

☐ Check here if additional provisions are attached

Charter or Registration No.
of Entity Giving Consent

858116

Name of Entity
Giving Consent

R & D Energy Corporation

Gives Its Consent To

Ray Dunkel

To Use The Name

RD Energy, Inc.

REQUIRED
Must be authenticated
(signed) by an authorized
representative


Authorized Representative

January 3, 2005
Date

Authorized Representative

Date

If the consenting party is a partnership, all general partners must sign. If only one partner is authorized to sign, a copy of the resolution authorizing the signature must be included.

**AMENDED AND RESTATED
CODE OF REGULATIONS
OF
RD ENERGY, INC.**

Adopted January __, 2010

TABLE OF CONTENTS

	<u>Page</u>
1. MEETINGS OF SHAREHOLDERS.....	1
1.1. Annual Meetings.....	1
1.2. Special Meetings.....	1
1.3. Place of Meetings.....	1
1.4. Notice of Meetings.....	1
1.5. Waiver of Notice.....	2
1.6. Quorum and Adjournment.....	2
1.7. Order of Business and Organization.....	2
1.8. Record Date.....	3
1.9. Votes and Voting.....	3
1.10. Cumulative Voting.....	3
1.11. Proxies.....	3
1.12. Inspectors of Election.....	4
1.13. Action by Shareholders Without a Meeting.....	4
2. DIRECTORS.....	4
2.1. Authority.....	4
2.2. Qualifications.....	4
2.3. Number of Directors.....	4
2.4. Term of Office.....	5
2.5. Election.....	5
2.6. Removal.....	5
2.7. Vacancies.....	5
2.8. Meetings.....	5
2.9. Notice of Meetings.....	6
2.10. Waiver of Notice.....	6
2.11. Quorum and Adjournment.....	6
2.12. Order of Business and Organization.....	6
2.13. Committees.....	7
2.14. Compensation.....	7
2.15. Bylaws.....	7
2.16. Action Taken by Directors Without a Meeting.....	8
3. OFFICERS.....	8
3.1. Officers.....	8
3.2. Power and Authority.....	8
3.3. Term of Office.....	8
3.4. Compensation.....	8
3.5. Chairman of the Board.....	9
3.6. President.....	9
3.7. Vice President.....	9
3.8. Secretary and Assistant Secretary.....	9

3.9. Treasurer and Assistant Treasurer.....	10
3.10. Other Officers.....	10
3.11. Delegation of Authority.	10
4. INDEMNIFICATION.	10
4.1. Indemnification for Third Party Proceedings.....	10
4.2. Indemnification for Derivative Actions.	11
4.3. Indemnification for Expenses.	12
4.4. Determination.....	12
4.5. Advancement of Expenses.	12
4.6. Article 4 Not Exclusive.....	13
4.7. Insurance.	13
4.8. No Limitations.	13
4.9. Definitions.....	13
4.10. Amendment or Repeal.....	14
5. SHARES AND CERTIFICATES.....	14
5.1. Certificates.	14
5.2. Transfers.....	14
5.3. Transfer Agents and Registrars.....	15
5.4. Lost, Wrongfully Taken or Destroyed Certificates.....	15
5.5. Uncertificated Shares.	15
6. MISCELLANEOUS.	15
6.1. Relationship to Articles.....	15
6.2. Amendments.	15
6.3. Seal.....	16
6.4. Fiscal Year.	16

**AMENDED AND RESTATED
CODE OF REGULATIONS
OF
RD ENERGY, INC.**

1. MEETINGS OF SHAREHOLDERS.

1.1. Annual Meetings.

The annual meeting of shareholders for the election of directors, for the consideration of reports to be laid before such meeting, and for the transaction of such other business as may properly come before such meeting, shall be held each year on such date and at such time as may be fixed by the directors.

1.2. Special Meetings.

Special meetings of shareholders may be called at any time only by the Chairman of the Board, if any; the President, or, in case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President; the directors by action at a meeting; a majority of the directors acting without a meeting; or the holders of at least twenty-five percent (25%) of the voting power of all shares of the Corporation then outstanding and entitled to vote thereat. Special meetings of shareholders may be held for any proper purpose specified in the notice thereof.

1.3. Place of Meetings.

All meetings of shareholders shall be held at the principal office of the Corporation in the State of Ohio, unless another place is fixed by the directors (or by the Chairman of the Board, the President or a Vice President if such officer calls a special meeting). Meetings of shareholders may be held at any place within or without the State of Ohio.

1.4. Notice of Meetings.

- (a) Written notice stating the time, place and purpose or purposes of a meeting of shareholders shall be given either by personal delivery or by mail not less than seven (7) nor more than sixty (60) days before the date of the meeting, (1) to each shareholder of record entitled to notice of the meeting, (2) by or at the direction of the Chairman of the Board, if any, the President or the Secretary. If mailed, such notice shall be addressed to each shareholder at such shareholder's address as it appears on the records of the Corporation. Notice of adjournment of a meeting of shareholders need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. In the event of a transfer of shares after the record date for determining the shareholders who are entitled to receive notice of a meeting of shareholders, it shall not be necessary to give notice to the transferee. Nothing herein contained shall prevent the setting of a record date in the manner provided by law, the Articles or these Regulations for the determination of shareholders who are entitled to receive notice of or to vote at any meeting of shareholders or for any purpose required or permitted by law.

- (b) Following receipt by the President or the Secretary of a request in writing specifying the purpose or purposes for which the persons properly making such request have called a meeting of shareholders, delivered either in person or by registered mail to such officer by any persons entitled to call a meeting of shareholders, such officer shall cause to be given to the shareholders entitled thereto notice of a meeting to be held on a date not less than seven (7) nor more than sixty (60) days after the receipt of such request, as such officer may fix. If such notice is not given within fifteen (15) days after the receipt of such request by the President or the Secretary, then, and only then, the persons properly calling the meeting may fix the time of the meeting and give notice thereof in accordance with the provisions of these Regulations.

1.5. Waiver of Notice.

Notice of the time, place and purpose or purposes of any meeting of shareholders may be waived in writing, either before or after the holding of such meeting, by any shareholder, which writing shall be filed with or entered upon the records of such meeting. The attendance of any shareholder, in person or by proxy, at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such shareholder of notice of such meeting.

1.6. Quorum and Adjournment.

At any meeting of shareholders, the holders of a majority of the voting power of the shares of the Corporation then outstanding and entitled to vote thereat, present in person or by proxy, shall constitute a quorum for such meeting, unless a greater proportion is required by law. Whether or not a quorum is present, any meeting of shareholders may be adjourned from time to time by the holders of a majority of the voting power of the shares of the Corporation represented at such meeting or by the chairman of such meeting, and, if a quorum is present at such adjourned meeting, any business may be transacted as if the meeting had been held as originally called.

1.7. Order of Business and Organization.

The order of business and procedures at any meeting of shareholders shall be determined by the chairman of such meeting, unless otherwise determined by a vote of the holders of a majority of the voting power of the shares of the Corporation present, in person or by proxy, at such meeting and entitled to vote thereat. Unless the directors have otherwise designated a chairman of the meeting, the Chairman of the Board, if one has been elected and is present, otherwise the President, if present, otherwise the highest ranking officer of the Corporation who is present shall act as the chairman of the meeting. If no officer of the Corporation is present at any meeting of shareholders and no other person has been designated by the directors as the chairman of the meeting, the holders of a majority of the voting power of the shares of the Corporation present, in person or by proxy, at the meeting and entitled to vote thereat shall elect a chairman of the meeting. The chairman of the meeting shall appoint the secretary of the meeting and such other functionaries as the chairman of the meeting deems necessary, convenient or desirable.

1.8. Record Date.

The directors may fix a record date for the determination of the shareholders who are entitled to receive notice of and to vote at a meeting of shareholders, which record date shall not be a date earlier than the date on which the record date is fixed and which record date shall not be more than sixty (60) days preceding the date of the meeting of shareholders.

1.9. Votes and Voting.

Except as set forth in Section 1.10 of these Regulations or as otherwise required by Ohio law or the Articles, each shareholder of record on the books of the Corporation on the record date for determining the shareholders who are entitled to vote at a meeting of shareholders shall be entitled at such meeting to one vote for each outstanding share of the Corporation standing in the shareholder's name on the books of the Corporation on such record date on each matter properly submitted to the shareholders for their vote, consent, waiver, release or other action. At all elections of directors, the candidates receiving the greatest number of votes shall be elected. Any other matter submitted to the shareholders for their vote shall be decided by the vote of such proportion of shares, or of any class of shares, or of each class of shares, of the Corporation as is required by law, the Articles or these Regulations.

1.10. Cumulative Voting.

Unless the Articles provide that no shareholder of the Corporation may cumulate such shareholder's voting power, if notice in writing is given by any shareholder to the President, a Vice President or the Secretary of the Corporation not less than forty-eight (48) hours before the time fixed for holding a meeting of shareholders for the purpose of electing directors if notice of such meeting has been given at least ten (10) days before the meeting, and otherwise not less than twenty-four (24) hours before such meeting time, that such shareholder desires that the voting at such election shall be cumulative, and if an announcement of the giving of such notice is made upon the convening of the meeting by the chairman of the meeting or the secretary of the meeting or by or on behalf of the shareholder giving such notice, then each shareholder shall have the right to cumulate the voting power such shareholder possesses and to give one candidate as many votes as is determined by the number of directors to be elected multiplied by the number of such shareholder's votes equals, or to distribute such shareholder's votes on the same principle among two or more candidates, as such shareholder sees fit.

1.11. Proxies.

At any meeting of shareholders, any shareholder of record entitled to attend such meeting or to vote thereat or to execute consents, waivers or releases may be represented at such meeting or vote thereat or execute consents, waivers or releases by proxy or proxies appointed by an instrument in writing signed by such shareholder, but such instrument shall be filed with the secretary of the meeting before the person holding such proxy shall be allowed to vote thereunder. No appointment of a proxy shall be valid after the expiration of eleven months after the date of its execution, unless the shareholder executing it shall have specified therein the date on which it is to expire or the length of time it is to continue in force.

1.12. Inspectors of Election.

In advance of any meeting of shareholders, the directors may appoint one or more inspectors of election to act at such meeting or any adjournment thereof. If one or more inspectors are not so appointed by the directors, then the chairman of such meeting may make such appointment. In case any person appointed as inspector fails to appear or to act, the vacancy may be filled only by appointment made by the directors in advance of such meeting or, if not so filled, at the meeting by the chairman of such meeting. No other person or persons may appoint or require the appointment of inspectors of election.

1.13. Action by Shareholders Without a Meeting.

Unless the Articles otherwise provide, any action that may be authorized or taken at a meeting of shareholders may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the shareholders who would be entitled to notice of a meeting of shareholders held for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

2. DIRECTORS.

2.1. Authority.

Except where the law, the Articles or these Regulations otherwise require or provide, all of the authority of the Corporation shall be vested in and exercised by or under the direction of its directors.

2.2. Qualifications.

Unless the Articles otherwise provide, directors need not be shareholders of the Corporation.

2.3. Number of Directors.

- (a) Until changed in accordance with the provisions of the Articles or these Regulations, the number of directors of the Corporation shall be three (3), or the number equal to the number of all of the shareholders, if less than three (3).
- (b) The number of directors may be fixed or changed either (i) by the shareholders at a meeting called for the purpose of electing directors at which a quorum is present, by the affirmative vote of the holders of not less than a majority of the voting power of the shares of the Corporation that are represented at the meeting, in person or by proxy, and entitled to vote on such proposal, or (ii) by the directors, who may fill any director's office that is created by an increase in the number of directors; provided, however, that the number of directors shall in no event be more than five (5) nor less than three (3), unless the number of shareholders is less than three (3), in which case the number of directors may be less than three (3) but not less than the number of shareholders.
- (c) No reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director.

2.4. Term of Office.

Unless the Articles otherwise provide, each director shall be elected to hold office until the next annual meeting of shareholders and until his successor is duly elected, or until his earlier resignation, removal from office or death.

2.5. Election.

At each annual meeting of shareholders for the election of directors, the candidates receiving the greatest number of votes shall be elected as the successors to the directors whose term shall expire in that year. If an annual meeting of shareholders is not held or if directors are not elected thereat, directors may be elected at a special meeting of shareholders called for that purpose. The election of directors shall be by ballot whenever requested by the chairman of the meeting or by the holders of a majority of the voting power of the shares of the Corporation present, in person or by proxy, and entitled to vote at such meeting, provided that if such request is not made, the election shall be by voice vote.

2.6. Removal.

All the directors, all the directors of a particular class, or any individual director may be removed from office, with or without assigning any cause, only by the vote of the holders of a majority of the voting power of the shares of the Corporation entitling them to elect directors in place of those to be removed, provided that if shareholders have the right to vote cumulatively in the election of directors, unless all the directors, or all the directors of a particular class (if the directors of the Corporation are divided into classes), are removed, no individual director shall be removed if the votes of a sufficient number of shares are cast against his removal that, if cumulatively voted at an election of all directors, or all the directors of a particular class, as the case may be, would be sufficient to elect at least one director. In case of any such removal, a new director may be elected at the same meeting for the unexpired term of each director removed. Failure to elect a director to fill the unexpired term of any director removed shall be deemed to create a vacancy in the board.

2.7. Vacancies.

In the event of any vacancy in the board, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term. A vacancy in the board exists within the meaning of this Section 2.7 if the shareholders increase the authorized number of directors but fail at the meeting at which such increase is authorized, or an adjournment thereof, to elect the additional directors provided for, or if the shareholders fail at any time to elect the whole authorized number of directors.

2.8. Meetings.

A meeting of the directors shall be held immediately following the adjournment of each annual meeting of shareholders at which directors are elected, or each special meeting held in lieu thereof, at the place of such meeting of shareholders, and notice of such meeting of directors need not be given, unless the directors change the time or place of such meeting. The directors

shall hold such other meetings as may from time to time be called, and such other meetings of directors may be called only by the Chairman of the Board, if any, the President, or any two or more directors. All meetings of directors shall be held at the principal office of the Corporation in the State of Ohio or at such other place, within or without the State of Ohio, as the directors may from time to time determine. Meetings of the directors may be held by means of telephone or any other communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting. Unless otherwise limited in the notice thereof, any business may be transacted at any meeting of directors.

2.9. Notice of Meetings.

Written notice of the time and place of each meeting of directors (other than meetings referred to in the first sentence of Section 2.8 of these Regulations) shall be given to each director by personal delivery or by mail, facsimile, electronic mail, cablegram or telegram at least two (2) days before such meeting, or such shorter time or by such other means (such as orally in person or by telephone) as a majority of the directors may deem necessary and appropriate under the circumstances. The method of giving notice to all directors need not be uniform. Notice of any meeting of directors may be given only by the Chairman of the Board, if any, the President or the Secretary of the Corporation. Any such notice need not specify the purposes of the meeting. Notice of adjournment of a meeting of directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

2.10. Waiver of Notice.

Notice of the time and place of any meeting of directors may be waived in writing, either before or after the holding of such meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any meeting of directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by him of notice of such meeting.

2.11. Quorum and Adjournment.

A majority of the whole authorized number of directors shall be necessary to constitute a quorum for a meeting of directors, except that a majority of the directors in office shall constitute a quorum for filling a vacancy in the board. Any meeting duly called, whether or not a quorum is present, may, by vote of a majority of the directors present, adjourn from time to time and place to place within or without the State of Ohio. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the board, except as otherwise provided or required by law, the Articles or these Regulations.

2.12. Order of Business and Organization.

The order of business and procedures at any meeting of directors shall be determined by the chairman of the meeting, unless otherwise determined by a majority of the directors present at such meeting. The Chairman of the Board, if one has been elected and is present, otherwise the President, if present, shall act as the chairman of the meeting. If neither the Chairman, if any, nor the President is present at any meeting of directors, then the highest ranking officer of the

Corporation who is present shall act as the chairman of the meeting, unless another person has been designated by the directors as the chairman of the meeting. The chairman of the meeting shall appoint the secretary of the meeting and such other functionaries as the chairman of the meeting deems necessary, convenient or desirable.

2.13. Committees.

- (a) If there are three (3) or more directors, then the directors may create an executive committee and/or one or more other committees of the directors, each to consist of not less than three (3) directors appointed by the directors, and may delegate to any such committee any of the power, authority and duties of the directors, other than that of filling vacancies among the directors or in any committee of the directors.
- (b) Each committee, and the members thereof, shall serve at the pleasure of the directors, and members of each committee may be removed at any time, with or without cause, by the directors.
- (c) Each committee of the directors shall act only in the intervals between meetings of the directors, and shall be subject to the control and direction of the directors. Each committee of the directors may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.
- (d) An act or authorization of an act by any committee of the directors within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors.
- (e) Subject to the following, and except as otherwise provided or required by law, the Articles, these Regulations or the directors, each committee of the directors may determine the procedural rules for its meetings and the conduct of its business. Reasonable notice, in the discretion of the committee, of the time and place of a meeting of any committee of the directors shall be given to each member of the committee. A meeting of a committee of the directors may be called only by the Chairman of the Board, the President or by a member of such committee. Meetings of any committee of the directors may be held by means of telephone or any communications equipment if all persons participating can hear each other, and participation in such a meeting such constitute presence thereat. The provisions of Sections 2.10 and 2.11 of these Regulations shall also apply to meetings of committees of the directors.

2.14. Compensation.

Directors shall be entitled to receive compensation for attending meetings of the directors and committees of the directors and for other services to the Corporation, and reimbursement for expenses incurred as directors, in such reasonable amounts as the directors, or any one or more officers authorized by the directors, may determine.

2.15. Bylaws.

The directors may, from time to time, adopt and amend bylaws for their own government, which bylaws shall not be inconsistent with law, the Articles or these Regulations.

2.16. Action Taken by Directors Without a Meeting.

Unless the Articles otherwise provide, any action that may be authorized or taken at a meeting of directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the directors who would be entitled to notice of a meeting of directors held for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

3. OFFICERS.

3.1. Officers.

The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, and may also consist of a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and assistant officers as the directors may from time to time deem necessary or appropriate. The officers of the Corporation shall be elected by the directors. The Chairman of the Board, if any, shall be, but no other officer need be, a director. The directors may establish any other qualification of officers. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Articles, these Regulations or the bylaws, if any, to be executed, acknowledged or verified by two or more officers.

3.2. Power and Authority.

The officers of the Corporation shall have the power and authority and shall perform the duties in the management of the business and affairs of the Corporation as are customarily incident to each of the offices held by them respectively, and shall have such other power and authority and shall perform such other duties as are provided by law, the Articles and these Regulations, and as the directors, or any officer designated by the directors, may from time to time determine, subject to any limitations or restrictions on their power, authority and duties as the directors, or as any officer designated by the directors, may from time to time impose.

3.3. Term of Office.

Each officer of the Corporation shall hold office at the pleasure of the directors, or until his earlier resignation, removal or death. Any officer of the Corporation may be removed, with or without cause, at any time by the directors, without prejudice to the contract rights, if any, of such officer. Neither the election or appointment of an officer for a given term nor any provision of these Regulations shall be deemed to create any contract rights. The directors may fill any vacancy in any office, however occurring.

3.4. Compensation.

The directors are authorized to fix, or to provide the method of fixing, the compensation of all officers, or to delegate such authority to the Chairman of the Board, if any, the President or any other officer, or to any committee of the directors.

3.5. Chairman of the Board.

The Chairman of the Board, if one shall be elected, shall preside at all meetings of the directors and shareholders, and shall have such other power and authority and shall perform such other duties as the directors may from time to time determine.

3.6. President.

The President shall be the chief executive officer of the Corporation, shall exercise general and active supervision over the property, business and affairs of the Corporation and shall have the power and authority to sign all certificates evidencing shares of the Corporation and all authorized deeds, mortgages, bonds, contracts, agreements, notes and other instruments and obligations to be signed on behalf of the Corporation, subject to any limitations or restrictions imposed from time to time by the directors. In the absence of a Chairman of the Board, the President shall preside at all meetings of the directors and shareholders. Unless otherwise determined by the directors, the President shall have the authority to represent the Corporation at meetings of shareholders of other corporations and entities in which the Corporation owns shares or interests, to vote the shares or interests held by the Corporation and otherwise to act on behalf of the Corporation at such meetings, to execute consents and proxies on behalf of the Corporation with respect to such shares or interests, and to exercise any and all other rights and powers which the Corporation may possess by virtue of its ownership of shares or interests in such other corporations and entities. The President shall have such other power and authority and shall perform such other duties as are customarily incident to the office of president (subject to any limitations or restrictions imposed from time to time by the directors), as are provided by law, the Articles and these Regulations, and as the directors may from time to time determine.

3.7. Vice President.

At the request of the President or in the absence or disability of the President, the Vice President, if one is elected (or in the event there is more than one Vice President, the Vice Presidents in the order designated by the directors or the President, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and, when so acting, shall have all the power and authority of the President, subject to all the limitations and restrictions thereon. Each Vice President shall have such other power and authority and shall perform such other duties as are customarily incident to the office of vice president (subject to any limitations or restrictions imposed from time to time by the directors or the President), as are provided by law, the Articles and these Regulations, and as the directors or the President (unless the directors otherwise provide) may from time to time determine.

3.8. Secretary and Assistant Secretary.

The Secretary, or an Assistant Secretary, if one or more shall be elected, in case of the absence or disability of the Secretary, shall record and maintain minutes of all of the proceedings of the shareholders and the directors (including committees thereof) and make a proper record of the same; shall, upon expiration of his term of office, deliver all books, paper and property of the Corporation in his possession to his successor or to the President; and shall have such other power and authority and shall perform such other duties as are customarily incident to the office

of secretary (subject to any limitations or restrictions imposed from time to time by the directors or the President or any other officer designated by the directors), as are required by law, the Articles or these Regulations, and as the directors or as the President (unless the directors otherwise provide) or as any other officer designated by the directors may from time to time determine.

3.9. Treasurer and Assistant Treasurer.

The Treasurer, or an Assistant Treasurer, if one or more have been elected, in case of the absence or disability of the Treasurer, shall receive and safely keep in charge of all funds, money, bills, notes, bonds, choses in action, securities and similar property belonging to the Corporation, and shall do with or disburse the same as directed by the directors or the President or any officer designated by the directors; shall keep an accurate account of the finances and business of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, stated capital and shares, together with such other accounts as may be required, and hold the same open for inspection and examination by the directors and the President; shall give bond in such sum with such security as the directors or the President may require for the faithful performance of his duties; shall, upon the expiration of his term of office, deliver all funds and other property of the Corporation in his possession or custody to his successor or the President; and shall have such other power and authority and shall perform such other duties as are customarily incident to the office of treasurer (subject to any restrictions or limitations thereon imposed from time to time by the directors or the President or any other officer designated by the directors), as are required by law, the Articles or these Regulations, and as the directors, or the President (unless the directors otherwise provide) or as any other officer designated by the directors may from time to time determine.

3.10. Other Officers.

Any other officer elected by the directors shall have the power and authority and shall perform the duties as are customarily incident to such office (subject to any limitations or restrictions imposed from time to time by the directors, the President or any officer designated by the directors), and as the directors, the President (unless the directors otherwise provide) or any other officer designated by the directors may from time to time assign.

3.11. Delegation of Authority.

The directors may from time to time delegate all or part of the power, authority or duties of any officer to any other officer or agent, and may limit or restrict the power, authority or duties of any officer, notwithstanding any provision of these Regulations. The directors may from time to time delegate to any officer authority to appoint and remove subordinate officers and to determine their power, authority and duties.

4. INDEMNIFICATION.

4.1. Indemnification for Third Party Proceedings.

The Corporation shall, to the fullest extent permitted by Ohio law, as the same now exists or may hereafter be amended or interpreted (but, in the case of any such amendment or

interpretation, only to the extent that such amendment or termination permits the Corporation to provide broader indemnification rights thereunder permitted prior thereto), indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

4.2. Indemnification for Derivative Actions.

The Corporation shall, to the fullest extent permitted by Ohio law, as the same now exists or may hereafter be amended or interpreted (but, in the case of any such amendment or interpretation, only to the extent that such amendment or termination permits the Corporation to provide broader indemnification rights thereunder permitted prior thereto), indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of (a) any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper, or (b) any action or suit in which the only liability asserted against a director is pursuant to Section 1701.95 of the Ohio Revised Code.

4.3. Indemnification for Expenses.

To the extent that a director, trustee, officer, employee, member, manager or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.1 or 4.2 of these Regulations, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

4.4. Determination.

Any indemnification under Section 4.1 or 4.2 of these Regulations, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, trustee, officer, employee, member, manager or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 4.1 or 4.2 of these Regulations. Such determination shall be made in any of the following manners: (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit or proceeding, (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years, (c) by the shareholders, or (d) by the court of common pleas or the court in which such action, suit or proceeding was brought. Any determination made by the disinterested directors under Section 4.4(a) of these Regulations or by independent legal counsel under Section 4.4(b) of these Regulations shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under Section 4.2 of these Regulations, and, within ten (10) days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

4.5. Advancement of Expenses.

- (a) Expenses, including attorney's fees, incurred by a director in defending the action, suit or proceeding referred to in Section 4.1 or 4.2 of these Regulations shall be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director in which he agrees to do both of the following: (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interest of the Corporation; and (ii) reasonably cooperate with the Corporation concerning the action, suit or proceeding.
- (b) Expenses, including attorney's fees, incurred by a director, trustee, officer, employee, member, manager or agent in defending any action, suit or proceeding referred to in Section 4.1 or 4.2 of these Regulations may be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on

behalf of the director, trustee, officer, employee, member, manager or agent to repay such amount, if it ultimately is determined that he is not entitled to be indemnified by the Corporation.

4.6. Article 4 Not Exclusive.

The indemnification authorized by this Article 4 shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the Articles, these Regulations, any agreement, a vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, member, manager or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

4.7. Insurance.

The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit or self-insurance, on behalf of or for any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article 4. Insurance may be purchased from or maintained with a person in whom the Corporation has a financial interest.

4.8. No Limitations.

The authority of the Corporation to indemnify persons pursuant to Section 4.1 or 4.2 of these Regulations does not limit the payment of expenses as they are incurred, indemnification, insurance or other protection that may be provided pursuant to Sections 4.5, 4.6 and 4.7 of these Regulations. Sections 4.1 and 4.2 of these Regulations do not create any obligation to repay or return payments made by the Corporation pursuant to Sections 4.5, 4.6 or 4.7 of these Regulations.

4.9. Definitions.

As used in this Article 4, the "Corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director, officer, employee, trustee, member, manager or agent of such a constituent entity, or is or was serving at the request of such constituent corporation as a director, trustee, officer, employee, member, manager or agent of another corporation (including a subsidiary of the Corporation), domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article 4 with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

4.10. Amendment or Repeal.

Any amendment or repeal of this Article 4 shall be prospective only and shall not adversely affect or limit the rights or protection of any person or limit the obligations of the Corporation under any provision of this Article 4 with respect to any claim arising from or relating to actions, omissions or events occurring prior to the time of any such amendment or repeal.

5. SHARES AND CERTIFICATES.

5.1. Certificates.

Certificates representing ownership of shares of the Corporation shall be issued to the holders of record thereof. Each certificate representing shares of the Corporation shall contain a distinguishing number; certify the number, class and par value of the shares of the Corporation represented thereby; be signed by the Chairman of the Board, if any, the President or a Vice President, and by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer (except that when any such certificate is countersigned by an incorporated transfer agent or registrar, any such signature may be facsimile, engraved, stamped or printed); and contain such recitals or legends as may be required by law or by agreement with the holder thereof. Subject to the foregoing sentence, certificates representing shares of the Corporation shall be of such tenor and design as the directors may from time to time adopt. Although any officer of the Corporation whose manual or facsimile signature is affixed to a certificate ceases to be such officer before such certificate is delivered, such certificate nevertheless shall be effective in all respects when delivered.

5.2. Transfers.

Where a certificate representing shares of the Corporation is presented to the Corporation or its transfer agent with a request to register transfer, the transfer shall be registered as requested if:

- (a) The holder of record of the shares represented by the certificate, or an attorney therefor lawfully constituted in writing by the holder of record, signs on each certificate so presented or signs on a separate document an assignment or transfer of shares evidenced by each such certificate, or signs a power to assign or transfer such shares, or signs, without more, the back of each such certificate; and
- (b) Reasonable assurance is given that the endorsement of each appropriate person is genuine and effective; and
- (c) All applicable laws relating to the collection of transfer of other taxes have been complied with; and
- (d) All conditions of transfer set forth in any legends contained on the certificate have been satisfied in the discretion of the Corporation or its agents; and
- (e) The Corporation or its agents are not otherwise required or permitted to refuse to register such transfer.

5.3. Transfer Agents and Registrars.

The directors may appoint, and fix the duties and liability of, one or more agents to keep the records of the shares of the Corporation, to transfer or to register shares of the Corporation, or both, in any state, and the acts of such agent shall be binding on the Corporation.

5.4. Lost, Wrongfully Taken or Destroyed Certificates.

Except as otherwise provided by law, where the owner of a certificate representing shares of the Corporation claims that such certificate has been lost, wrongfully taken or destroyed, the Corporation shall issue a new certificate in lieu of the original certificate if the owner:

- (a) So requests before the Corporation has notice that such original certificate has been acquired by a bona fide purchaser; and
- (b) Files with the Corporation, unless waived by the Corporation, an indemnity bond, with surety or sureties satisfactory to the Corporation, in such sums as the Corporation may, in its discretion, deem reasonably sufficient as indemnity against any loss or liability that the Corporation may incur by reason of the issuance of each such new certificate; and
- (c) Satisfies any other reasonable requirements that may be imposed by the Corporation, or its agents, in their discretion.

5.5. Uncertificated Shares.

Anything contained in this Article 5 to the contrary notwithstanding, the directors may provide by resolution that some or all of any or all classes and series of shares of the Corporation shall be uncertificated shares, provided that such resolution shall not apply to (A) shares of the Corporation represented by a certificate until such certificate is surrendered to the Corporation in accordance with the applicable provisions of law, or (B) a certificated security of the Corporation issued in exchange for an uncertificated security in accordance with applicable provisions of law. The rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical, except as otherwise expressly provided by law.

6. MISCELLANEOUS.

6.1. Relationship to Articles.

If any provision of these Regulations shall be inconsistent in any manner or in conflict in any respect with the Articles (which term, as used in these Regulations, means the Articles of Incorporation of the Corporation, as amended from time to time), the Articles shall govern and be controlling.

6.2. Amendments.

These Regulations may be amended, or new regulations may be adopted, at a meeting of shareholders held for such purpose, only by the affirmative vote of the holders of shares entitling them to exercise not less than a majority of the voting power of the Corporation on such

proposal, or without a meeting by the written consent of the holders of shares entitling them to exercise all of the voting power of the Corporation on such proposal.

6.3. Seal.

The directors may, but shall not be required to, adopt and alter a seal of the Corporation and use the same or a facsimile thereof, but the failure to affix a seal upon any instrument of the Corporation shall not impair or affect the validity of that instrument.

6.4. Fiscal Year.

The fiscal year of the Corporation shall be as fixed from time to time by the directors.

RD Energy, Inc.

Exhibit A-18

Secretary of state



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/10/2005	200501000716	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	.00

Receipt

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

JOHN B. SHEPHERD
24461 DETROIT RD., 340
WESTLAKE, OH 44146

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell**1510932**

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

RD ENERGY, INC.

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200501000716

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 10th day of January, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State

RD Energy, Inc.

Exhibit B-1

Jurisdiction of Operations

RD Energy is authorized to provide electric service in:

Ohio

Illinois

Michigan

RD Energy, Inc.

Exhibit B-2

Experience & Plans

RD Energy, Inc. has provided services to residential (through business organizations), commercial, mercantile and industrial customers. By establishing a working and trusting relationship with the individual client or business association, we provide energy information, strategies and insight so customers can make the right decisions for their home or business. Starting with Darrell Bragg's (president) 29 years in the energy market along with his experience in pricing, risk management, strategy creation, forecasting, and overall energy knowledge, RD Energy takes its mission statement and corporate goals very seriously. The first step in having a happy customer is having an informed one and one who feels that both information and the human touch is only a phone call or email away. All RD Energy employees and sales agents are trained to treat every customer with honesty and respect.

As RD Energy moves forward in the Ohio electric marketplace, we will be simply a broker and not a supplier. We will not be billing, but we will be handling billing questions. We won't own the supplier contract, but we will know what the contract says and will be the contract interface for the supplier.

RD Energy has plans to provide both custom pricing to large volume users and a guaranteed savings offer to small commercial and residential customers. Customers with custom pricing will be provided not only a competitive price to compare with the utility rate, but we will provide a savings analysis as well so the customer can see the real value of the price. We will understand the supplier contract and point out both the most attractive points of the contract as well as any potential pitfalls of the contract. We recognize that any contract surprises to the detriment of the customer will likely lead to a lost customer at renewal time so we will work hard to prevent contract surprises.

RD Energy, Inc.

Exhibit B-3

Summary of Experience

RD Energy has served the natural gas market in Ohio since January 2005. As an agent for a major natural gas supplier RD Energy has brought approximately 10,000 new accounts to the supplier representing industrial, commercial and residential accounts with annual volumes adding up to approximately 4 bcf/year.

RD Energy's President has been involved in nearly all parts of the natural gas industry starting in January 1981 when he became employed by Columbia Gas Transmission. During his 9 years at TCO he became a resident expert in plant accounting, revenue accounting, Appalachian pool production, gas control, gas measurement and the scheduling of gas. The final three years at TCO he was Transportation and Exchange Representative, which involved being one of five representatives of TCO that was the marketing go between TCO and all of its deregulated utility and industrial customers. This position required expertise in most operational aspects of TCO. Darrell later worked in the deregulated supplier side of the business and has participated in sales, planning, finance, delivery, production, supply, scheduling, management, accounting, etc. Each company he has worked for as seen fit to promote him to the Vice President level in a short period of time. In his most recent role he was responsible for the creation, growth and financial profitability for all commercial and residential business in the company's eastern U.S. footprint for natural gas, electric and governmental aggregation.

Since taking over ownership in July 2008, Darrell continues to manage one of the largest business association relationships in the country, has continued a business practice of honesty and professionalism has brought the electric product to many natural gas customers and continues to grow the business. His knowledge of business principals, the energy industry and the recognition of the value of strong customer relationships demonstrates that his years in the business world and energy experience provides the bedrock of experience needed to function soundly in the Ohio deregulated market place.

RD Energy, Inc.

Exhibit B-4

Disclosure of Liabilities and Investigations

None

RD Energy, Inc.

Exhibit C-1

Annual Reports

RD Energy, inc. is not required to produce an annual report

RD Energy, Inc.

Exhibit C-2

SEC Filings

RD Energy, Inc. is a broker/sales agent and does not take title to the natural gas or electric and is not a public entity. RD Energy, Inc. is an Ohio Corporation with 100% of the stock owned by Darrell Bragg, so no SEC filing is required.

RD Energy, Inc.

Exhibit C-4

Financial Arrangements

RD Energy, Inc. is a broker/sales agent only and does not take title to the natural gas or electric and is not a public entity. RD Energy does not require any loans to operate.

RD Energy, Inc

Exhibit C-8

Bankruptcy Information

RD Energy, Inc. has not had 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 since applicant last filed for certification.

RD Energy, Inc.

Exhibit C-9

Merger Information

RD Energy, Inc. has had no dissolution or mergers or acquisition of the applicant since the applicant last filed for certification.

Exhibit D 1

Operations

RD Energy Inc. serves as an energy supplier sales agent for both deregulated natural gas and electric, as an energy program and enrollment facilitator for business associations, as an energy information source to its natural gas and electric customers and can provide pricing and supply strategies for customers ranging from industrial to residential including governmental communities. RD Energy personnel are recognized as having the integrity, the expertise and the communication skills necessary to provide timely, accurate and critically important data for clients of all sizes to make educated decisions on the product and timing of their energy purchase that best meets their energy budgets and financial demands.

Exhibit D-2

Operations Expertise

President – Darrell Bragg

Past Qualifying Positions:

- a. **Vice President & General Manager at Integrys Energy Services Inc.(1995 – 2008) – served as Income Stream leader for Direct Mass Market and Governmental Aggregation Programs for the Integrys Energy business footprint. Was responsible for developing the Income Stream to maximize growth, profitability and customer satisfaction. Participated in, reviewed and created the marketing plan, product pricing, product delivery, risk management, billing, financial reporting, budgeting, Appalachian production services, In bound call center, resolve customer complaints, legal contracting as well as tariff negotiations. The overall goal was to have a high degree of customer delight while balancing competitive pricing and profitability.**
- b. **Vice President and partner at Fuels Services Group, Inc. (1992 -1995) – Responsible for Appalachian and Southwest natural gas purchasing as well as Industrial Sales. Created sales and purchasing plans and reviewed financial reporting, billing and natural gas delivery. Also worked to develop strong utility and pipeline relationships.**

Key Technical Personnel

Darrell Bragg – President. He's been In the Industry 29 years. Over the course of his career Darrell has directly served and has been in charge of and over saw every element of the natural gas process from well head supply purchasing to burner tip delivery and every component in between.

Ali Shaffer – Data Analyst & Marketing. Ali's job role at RD Energy is one of tracking all data, contracts and pricing as well as providing customer service. As the front line to customer service Ali serves as the go between for customers who need a quick response to their questions and the data available to answer the customer questions. Her skill set include a business and communication degree from Bowling Green University. Her skill set and professionalism provides customers with assurance that their questions and concerns are handled accurately and efficiently and the response will be timely. Ali also helps with not only customer retention and customer satisfaction, but also uses her skill set to work with the sales and marketing components of RD Energy.