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The Public Utilities Commission of Ohio

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Date Received	Case Number	Version
13-788	-EL-AGG	August 2004

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). 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's legal name, address, telephone number and web site address

Legal Name Front Line Power Solutions, LLC
Address 251 Thames St., Bristol, RI 02809
Telephone # (401) 474-4776 Web site address (if any) N/A

A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Front Line Power Solutions, LLC
Address 251 Thames St., Bristol, RI 02809
Telephone # (401) 474-4776 Web site address (if any) N/A

A-3 List all names under which the applicant does business in North America

N/A

A-4 Contact person for regulatory or emergency matters

Name Mary Dubitsky
Title Account Manager

PUCO

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RECEIVED-DOCKETING DIV

This is to certify that the above information is an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician AM Date Processed 4/1/13

Business address 150 Grand St., 4th Fl., White Plains, NY 10601

Telephone # (914) 644-8547

Fax # (212) 672-1105

E-mail address (if any) mdubitsky@licenselogix.com

A-5 Contact person for Commission Staff use in investigating customer complaints

Name John T. Holmes

Title CEO

Business address 251 Thames St., Bristol, RI 02809

Telephone # (401) 474-4776

Fax # (401) 396-5713

E-mail address (if any) john@frontlinepowersolutions.com

A-6 Applicant's address and toll-free number for customer service and complaints

Customer Service address John T. Holmes

Toll-free Telephone # N/A

Fax # (401) 396-5713

E-mail address (if any) john@frontlinepowersolutions.com

A-7 Applicant's federal employer identification number # 461685609

A-8 Applicant's form of ownership (check one)

☐ Sole Proprietorship

☐ Partnership

☒ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☐ Corporation

☐ Other _____

A-9 (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).

☒ First Energy

☒ Ohio Edison

☒ Toledo Edison

☒ Cleveland Electric Illuminating

☒ Cincinnati Gas & Electric

☒ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Columbus Southern Power

☒ Dayton Power and Light

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☒ Commercial

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☐ Mercantile

☐ Mercantile

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

☐ Industrial

- A-10 Provide the approximate start date that the applicant proposes to begin delivering services
upon licensure

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-11 **Exhibit A-11 "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-12 **Exhibit A-12 "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 electricity or natural gas to customers and companies that aggregate customers in North America.
- 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.

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 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.
- C-4 **Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial arrangements to conduct CRES 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 CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- 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.
- 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.
- 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.

AFFIDAVIT

State of Rhode Island

Bristol

ss.

(Town)

County of Bristol :

John T. Holmes, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the CEO/Pres (Office of Affiant) of Front Lien Power Solutions, 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 comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

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

H. H. C.E.O.
Signature of Affiant & Title

Sworn and subscribed before me this 7 day of March, 2013
Month Year

[Signature]
Signature of official administering oath

Print Name and Title

My commission expires on _____
Alfred R. Rego, Jr.
Notary Public
State of Rhode Island
My Commission Expires: June 24, 2013

C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

F.I.W. C.E.O.
Signature of Applicant & Title

Sworn and subscribed before me this 7 day of March, 2013
Month Year

[Signature]
Signature of official administering oath

Print Name and Title

My commission expires on _____
Alfred R. Rego, Jr.
Notary Public
State of Rhode Island
My Commission Expires: June 24, 2013



DATE:	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
03/01/2013	201306000260	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	.00	.00	.00	.00

Receipt

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

FRONT LINE POWER SOLUTIONS, LLC
MARY DUBITSKY
150 GRAND ST., 4TH FL.
WHITE PLAINS, NY 10601

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2177706

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

FRONT LINE POWER SOLUTIONS, LLC

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

Document(s):

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

Document No(s):

201306000260

Effective Date: 02/25/2013



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 1st day of March, A.D. 2013.

Ohio Secretary of State

Front Line Power Solutions, LLC

A-11

John Holmes is the sole officer of Front Line Power Solutions, LLC is solely owned and operated by John Holmes.

John Holmes
251 Thames St.
Bristol, RI 02809

A-12

Front Line Power Solutions, LLC is solely owned and operated by John Holmes.

A-13

Front Line Power Solutions, LLC is a start up energy broker company.

A-14

See attached

A-15

See attached

B-1

Front Line Power Solutions, LLC is not currently operating in any jurisdiction. We have applied for licensure as an energy broker in MA, NJ, RI, OH, PA & MD.

B-2

Experience and Plans

John Holmes has many years of experience in the energy industry at Glacial Energy. He plans to operate as an electric energy broker in OH.

B-3

Summary of Experience

John Holmes has experience managing and overseeing energy brokers while at Glacial Energy.

B-4

Front Line Power Solutions, LLC does not have any existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter.

C-1

Not applicable.

C-2

Not applicable.

C-3
See attached

C-4
Not applicable

C-5
See attached

C-6
Not applicable

C-7
Not applicable

C-8
Not applicable.

RI SOS Filing Number: 201310657740 Date: 02/01/2013 8:53 AM
Filing Fee: \$160.00

ID Number: _____

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY**ARTICLES OF ORGANIZATION**

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Front Line Power Solutions, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

443 Hope Street

Bristol

RI

02809

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Alfred R. Rego, Jr.

(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

☐

a partnership

or

☒

a corporation

or

☐

disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:
54 Viking Drive, Bristol, Rhode Island

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

FILED

FEB 01 2013

BY

DS 189009DS 8:53

6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

7. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☒ by its members. (If you have checked this box, go to Item no. 8.)

or

- B. The limited liability company is to be managed ☐ by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

Manager

Address

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8. The date these Articles of Organization are to become effective, if later than the date of filing, is:
date of filing

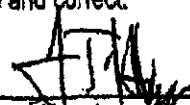
(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:
John T. Holmes, sole member

443 Maple St
Bartlett, IL 60010

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

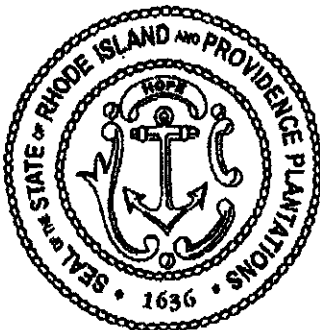
Date: 1-25-13



Signature of Authorized Person

**State of Rhode Island and Providence Plantations****A. Ralph Mollis***Secretary of State***STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:
February 01, 2013 8:53 AM

A. RALPH MOLLIS*Secretary of State*

RI SOS Filing Number: 201310657740 Date: 02/01/2013 8:53 AM
Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2616

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:
Front Line Power Solutions, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

443 Hope Street **Bristol**, RI **02809**
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is **Alfred R. Rego, Jr.**
(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

☐ a partnership *or* ☒ a corporation *or* ☐ disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:
54 Viking Drive, Bristol, Rhode Island

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

FILED

FEB 01 2013

BY

DS 189009
DS 8:53

6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

7. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☒ by its members. (If you have checked this box, go to item no. 8.)

or

- B. The limited liability company is to be managed ☐ by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

Manager

Address

<hr/>	<hr/>
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<hr/>	<hr/>

8. The date these Articles of Organization are to become effective, if later than the date of filing, is:
date of filing

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:
John T. Holmes, sole member

443 Maple St
Bristol, RI 02809

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1-25-13


Signature of Authorized Person

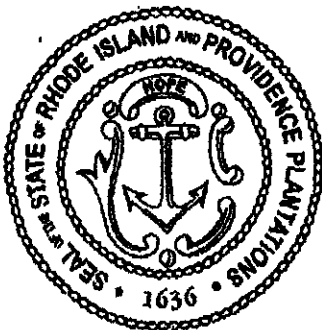
**State of Rhode Island and Providence Plantations****A. Ralph Mollis***Secretary of State***STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

February 01, 2013 8:53 AM

A. RALPH MOLLIS

Secretary of State



**FRONTLINE POWER SOLUTIONS
PRO-FORMA STATEMENT OF INCOME
FOR YEARS 1 AND 2**

	<u>Year 1</u>		<u>Year 2</u>	
REVENUES				
Commissions Earned	<u>\$2,800,000</u>		<u>\$6,900,000</u>	
TOTAL REVENUES	<u>\$2,800,000</u>	<u>100.00%</u>	<u>\$6,900,000</u>	<u>100.00%</u>
OPERATING EXPENSES				
Licensing / Bonds	\$10,000	0.4%	\$20,000	0.3%
Commissions	1,400,000	50.0%	3,450,000	50.0%
Computer Systems Services	15,000	0.5%	30,000	0.4%
Depreciation	1,000	0.0%	1,000	0.0%
Rent and Utilities	15,000	0.5%	15,000	0.2%
Travel and Entertainment	12,000	0.4%	24,000	0.3%
TOTAL OPERATING EXPENSES	<u>1,453,000</u>	<u>51.9%</u>	<u>3,540,000</u>	<u>51.3%</u>
EARNINGS FROM OPERATIONS	<u>\$1,347,000</u>	<u>48.1%</u>	<u>\$3,360,000</u>	<u>48.7%</u>
INCOME TAXES	<u>538,800</u>	<u>19.2%</u>	<u>1,344,000</u>	<u>19.5%</u>
NET EARNINGS	<u>\$808,200</u>	<u>28.9%</u>	<u>\$2,016,000</u>	<u>29.2%</u>

Note: KWH Delivered

700,000,000

1,725,000,000

FRONTLINE POWER SOLUTIONS
STATEMENT OF INCOME
FOR THE PERIOD NOVEMBER 1, 2012 TO MARCH 19, 2013

	<u>Year 1</u>
REVENUES	
Commissions Earned	<u>\$0</u>
TOTAL REVENUES	<u>\$0</u>
 OPERATING EXPENSES	
Licensing / Bonds	\$14,600
Commissions	0
Computer Systems Services	1,000
Consulting	8,000
Depreciation	0
Rent and Utilities	0
Travel and Entertainment	3,400
TOTAL OPERATING EXPENSES	<u>27,000</u>
EARNINGS (LOSS) FROM OPERATIONS	<u>(\$27,000)</u>
 INCOME TAXES	<u>0</u>
NET EARNINGS (LOSS)	<u><u>(\$27,000)</u></u>

**FRONTLINE POWER SOLUTIONS
BALANCE SHEET
AS OF MARCH 19, 2013**

ASSETS

CURRENT ASSETS

Cash	\$15,000
Net Accounts Receivable	0
Other Current Assets	<u>0</u>
Total Current Assets	15,000

PROPERTY & EQUIPMENT

5,000

TOTAL ASSETS

\$20,000

LIABILITIES & SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable and Accrued Expenses	\$0
Other Current Liabilities	<u>0</u>
Total Current Liabilities	<u>0</u>

TOTAL LIABILITIES

\$0

STOCKHOLDERS' EQUITY

Member's Interest	\$47,000
Distribution to Members	0
Retained Earnings	<u>(27,000)</u>

TOTAL EQUITY

20,000

TOTAL LIABILITIES & EQUITY

\$20,000

John Holmes

54 Viking Dr. Bristol RI 02809

401-474-4776

Frontline Power Solutions Jan-2013 to present

Glacial Energy- Senior Vice President, July 2007-Jan 2013.

Direct Access Inc. CEO Dec, 1991-Jan-2007