



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	- EL-CRS	August 2004

13-1315-EL-CRS

CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may input information directly onto the form.
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A. APPLICANT INFORMATION

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

- ☐ Retail Generation Provider ☐ Power Broker
☐ Power Marketer ☐ Aggregator

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

Legal Name FM Energy Scheduling, LLC
 Address 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223
 Telephone # (502) 214-9400 Web site address (if any) www.fellonmccord.com

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

Legal Name FM Energy Scheduling, LLC
 Address 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223
 Telephone # (502) 214-9400 Web site address (if any) www.fellonmccord.com

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

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
 Technician [Signature] Date Processed JUN 03 2013

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2013 MAY 31 AM 9:42

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2013 JUN -3 AM 9:55
PUCO

A-5 Contact person for regulatory or emergency matters

Name Elizabeth Ahrold

Title Senior Counsel

Business address 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223

Telephone # (502) 214-9310

Fax # (502) 357-0502

E-mail address (if any) eahrold@fellowmccord.com

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

Name Chuck Lanager

Title Vice President, Electricity Services

Business address 2790 Mossie Blvd., Suite 225, Monroeville, PA 15146

Telephone # (412) 228-4094

Fax # (412) 372-2649

E-mail address (if any) clanager@fellowmccord.com

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

Customer Service address 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223

Toll-free Telephone # (866) 718-6441

Fax # (502) 357-0502

E-mail address (if any) pcc@fellowmccord.com

A-8 Applicant's federal employer identification number # 262467399

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

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☐ Corporation

☐ Other _____

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

☒ First Energy

☒ Ohio Edison

☒ Toledo Edison

☒ Cleveland Electric Illuminating

☒ Cincinnati Gas & Electric

☒ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Commercial

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Mercantile

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

<input checked="" type="checkbox"/> Columbus Southern Power	<input type="checkbox"/> Residential	<input type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Dayton Power and Light	<input type="checkbox"/> Residential	<input type="checkbox"/> Commercial	<input type="checkbox"/> Mercantile	<input type="checkbox"/> Industrial

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

July 1, 2013

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

A-13 **Exhibit A-13 "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 in North America.

A-14 **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.

A-15 **Exhibit A-15 "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-16 **Exhibit A-16 "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.

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 the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).
- B-4** **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.
- B-5** **Exhibit B-5 "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-6** 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-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.
- B-7** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.
☒ No ☐ Yes
- If yes, provide a separate attachment labeled as **Exhibit B-7 "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.

- 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.

D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- D-1** **Exhibit D-1 "Operations"** provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2** **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- D-3** **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.
- D-4** **Exhibit D-4 "FERC Power Marketer License Number,"** provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

Pet C Brown, COO
Signature of Applicant and Title

Sworn and subscribed before me this 28th day of May, 2013
Month Year

[Signature]
Signature of official administering oath

Elizabeth Ahnold, Notary
Print Name and Title

My commission expires on 10-16-16

AFFIDAVIT

State of Kentucky:

Louisville ss.
(Town)

County of Jefferson:

Peter C. Brown, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the COO (Office of Affiant) of FM Energy Scheduling, 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.

Pete C. Brown
Signature of Affiant & Title

Sworn and subscribed before me this 28th day of May, 2013
Month Year

[Signature]
Signature of official administering oath

Elizabeth Arnold, Notary
Print Name and Title

My commission expires on 10-16-16

Exhibit A-12 "Principal Officers, Directors & Partners

Andrew R. Fellon, CEO, 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223, 502-214-9418

Peter C. Brown, COO, 10200 Forest Green Blvd., Suite 601, Louisville, KY 40223, 502-214-9416

Charles Lanager, Vice President, Electricity Services, 2790 Mossdale Blvd., Suite 225, Monroeville, PA 15146, 724-989-5100

Exhibit A-13 "Corporate Structure"

Applicant is a single member Kentucky LLC. Its sole member is Fellow-McCord & Associates, LLC, a Kentucky LLC.

Fellow-McCord's other subsidiary, Global Energy Market Services, LLC, is a Broker of electricity and natural gas, and is a Ohio Competitive Retail Natural Gas Aggregator/Broker (Certificate Number 12-274G(1)), and an Ohio Competitive Retail Electric Service Provider (Certificate Number 11-357E(1)).

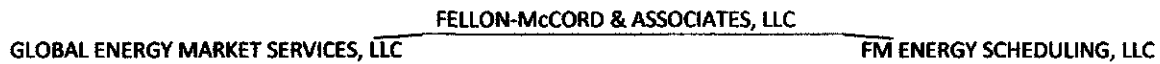


EXHIBIT A-14 "Company History"

Company History

Applicant was formed in 2009 as a wholly owned subsidiary of Fellow-McCord & Associates, LLC, for the purpose of providing retail electric services to a client in the Texas ERCOT market. Applicant is a registered Retail Electric Provider in ERCOT. Fellow-McCord has been providing energy management services for 20 years in the energy business with 14 years in electricity consulting. The support staff to Applicant, provided by Fellow McCord, have significant experience in the electricity industry from all business segments.

FM ENERGY SCHEDULING, LLC

EXHIBIT A-15 “Articles of Incorporation and Bylaws”

Applicant is a limited liability company. It was formed in the State of Kentucky. The certificate of formation is attached to this Exhibit as Attachment A-15-1.

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

Attachment A-15-1
LA00
0729491.06
Trey Grayson
Secretary of State
Received and Filed
5/8/2009 11:56:35 AM
Fee receipt: \$40.00

Trey Grayson
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

**Articles of Organization
Limited Liability Company**

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the office of the Secretary of State for filing:

Article I: The name of the company is

FM Energy Scheduling, LLC

Article II: The street address of the company's initial registered office in Kentucky is

400 W. Market Street, Suite 1800, Louisville, KY 40202-335

and the name of the initial registered agent at that address is **S & H Louisville, LLC**

Article III: The mailing address of the company's initial principal office is

9960 Corporate Campus Drive, Suite 2500, Louisville, KY 40223

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Friday, May 08, 2009

Signature of Organizer: **W Thomas Halbleib**

I, **S & H Louisville, LLC**, consent to serve as the registered agent on behalf of the limited liability company.

Signature of registered agent or individual signing on behalf of the company serving as registered agent:

Patricia L. Hoskins

Exhibit A-16 "Secretary of State"

Applicant has registered as a Foreign Limited Liability with the Secretary of State. See certificate from Ohio Secretary of State for Registration of Foreign Profit Limited Liability Company attached as Attachment A-16-1.



DATE 02/12/2013	DOCUMENT ID 201304201456	DESCRIPTION REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	FILING 125.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

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

Attachment A-15-1

FM ENERGY SCHEDULING LLC
ELIZABETH AHROLD
10200 FOREST GREEN BLVD - SUITE 601
LOUISVILLE, KY 40223

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2172874

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

FM ENERGY SCHEDULING, LLC

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

Document(s):

REGISTRATION OF FOREIGN FOR PROFIT LLC

Document No(s):

201304201456



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 11th day of February, A.D. 2013.

Jon Husted

Ohio Secretary of State

FM ENERGY SCHEDULING, LLC

EXHIBIT B-1 "Jurisdiction of Operation"

Applicant is a Retail Electric Provider in Texas.

EXHIBIT B-2 "Experience & Plans"

Applicant has the necessary technical and managerial resources to comply with all scheduling, operating, planning, reliability, customer registration and settlement policies and procedures established by PJM. Applicant has also entered into an agreement with third party provider to ensure the reliability of retail electric service to customers, in accordance with its customer contracts, commission rules, PJM protocols, and other applicable laws.

Applicant has sufficient management resources to secure and schedule electric supply, establish an ethical marketing program, provide excellent customer service and responsible fiscal management. Applicant will utilize internal staff to fulfill the risk management needs of the company.

Applicant has sufficient staff to ensure that all requirements are met and exceeded. Applicant will provide exceptional customer service to all its customers, and be in compliance with all PUCO regulations. Applicant will put into place a system of checks and balances to ensure compliance with all PUCO rules. Management will apply oversight and direction to customer service activities.

Management will meet with staff at least monthly to discuss operations and compliance. A system will be put in place to compile regular internal compliance reports and to review these reports on a frequent and regular basis.

Applicant will enter into an agreement with an experienced third- party provider to provide back end CIS and EDI functions. Applicant has staff with extensive hands-on experience with both wholesale and retail electric operations, as reflected in Exhibit D-3, and will utilize its expertise to ensure compliance with policies, rules, guidelines, and procedures established by PJM or other independent organizations.

Applicant's customer service and operations staff will be up-to-date on all regulatory proceedings and amendments, so as to remain compliant at all times. Applicant will conduct its Ohio retail electric service business in a manner compliant with Ohio Administrative Code Chapter 4901:1-21.

Applicant plans to service electricity customers in all utility service territories of Ohio. Applicant will focus its efforts on mercantile and industrial customers.

Applicant plans to provide service in a manner compliant with the Ohio Administrative Code, as it pertains to operating a competitive electricity company.

EXHIBIT B-3 "Summary of Experience"

Applicant has the operational and managerial capabilities to serve competitive electricity customers. Applicant's management team is comprised of individuals with significant experience in the wholesale and retail electricity markets. Applicant's officers have extensive experience in energy risk management, electricity retail management, electricity wholesale management, ISO/RTO management service and operations, billing, marketing and regulatory compliance.

FM ENERGY SCHEDULING, LLC

EXHIBIT B-4 "Environmental Disclosure"

Applicant is aware of the Rule 4901:1-21-09 and will fully comply will all requirements of such rule.

EXHIBIT B-5 "Disclosure of Liabilities and Investigations"

Applicant has no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact its financial or operational status or ability to provide the services it is seeking to be certified to provide.

EXHIBIT C-1 "Annual Reports"

Applicant was formed in 2009. It currently has no Annual Statements.

Applicant's parent company, Fellow-McCord & Associates, LLC will provide operational support and capital for Applicant.

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EXHIBIT C-2 "SEC Filings"

Applicant and its parent company are privately held entities and are not required to file with the SEC.

EXHIBIT C-3 "Financial Statements"

Applicant was formed in 2009. It currently has no financial statement.

Applicant's parent company, Fellon-McCord & Associates, LLC will provide operational support and capital for Applicant.

Attached as Attachment C-3-1 are the audited statements for Fellon-McCord & Associates, LLC for 2011 and 2012.

INFORMATION IN THIS EXHIBIT IS PRIVILEGED AND CONFIDENTIAL.

EXHIBIT C-4 "Financial Arrangements"

Applicant has no guarantees, bank commitments, contractual arrangements, credit agreements, or other financial arrangements to conduct CRES as a business activity. Applicant's parent company will provide capital and operational support from its working capital.

EXHIBIT C-5 "Forecasted Financial Statements"

Attached as Attachment C-5-1 are Applicants forecast financial statements of Applicant. The forecast was prepared by Peter Brown, COO of Applicant and Fellow-McCord & Associates, LLC, 102000 Forest Green Blvd., Suite 601, Louisville, KY 40223, pbrown@fellowmccord.com, 502-214-9416.

INFORMATION IN THIS EXHIBIT IS PRIVILEGED AND CONFIDENTIAL.

EXHIBIT C-6 "Credit Rating"

Applicant has no credit rating.

FM ENERGY SCHEDULING, LLC

EXHIBIT C-7 "Credit Report"

As a company with no credit rating and no debt, Applicant has no credit report.

EXHIBIT C-8 "Bankruptcy Information"

Applicant has not had any reorganizations, protection from creditors or any other form of bankruptcy filings made by itself, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant.

EXHIBIT C-9 "Merger Information"

There have been no dissolutions or mergers or acquisitions of the Applicant within the five most recent years preceding the application.

EXHIBIT D-1 "OPERATIONS"

Applicant will sell electricity to mercantile and industrial customers within the state of Ohio.

Applicant has the necessary technical and managerial resources to comply with all scheduling, operating, planning, reliability, customer registration and settlement policies and procedures established by PJM. Applicant will enter into agreements with third party wholesale energy providers to ensure the reliability of retail electric service to customers, in accordance with its customer contracts, commission rules, PJM protocols and other applicable laws.

Applicant has sufficient management resources to secure and schedule electric supply, establish an ethical marketing program, provide excellent customer service and responsible fiscal management. Applicant will utilize internal staff to fulfill the risk management needs of the company.

Management will meet with staff at least monthly to discuss operations and compliance. A system will be put in place to compile regular internal compliance reports and to review these reports on a frequent and regular basis.

Applicant has entered into an agreement with an experienced third party provider to provide back-end CIS and EDI functions.

Applicant has staff with extensive hands-on experience with both wholesale and retail electric operations and will utilize its expertise to ensure compliance with policies, rules, guidelines, and procedures established by PJM or other independent organizations.

Applicant's customer service and operations staff will be up to date on all regulatory proceedings and amendments, so as to remain compliant at all times. Applicant will conduct its Ohio retail electric service business in a manner compliant with Ohio Administrative Code Chapter 4901:1-21.

Applicant will have wholesale power supply agreements in place to provide reliable service to customers. Applicant will utilize the supply agreements for purchase of energy. Transmission, PJM capacity reserves, and other ancillary services may be bought from the PJM market or sourced through third party agreements.

Applicant will not generate power for retail sales.

Exhibit D-2 "Operations Expertise"

Charles A. Lanager

Vice President, Electricity Services

Chuck Lanager joined Fellon-McCord in November 2010. He has more than 25 years of experience in the energy industry. He began his career in 1985 at West Penn Power Company, which is part of the Allegheny Power System. While there, he served in various positions on the regulated utility side of the company, including management positions in engineering, marketing, customer service and accounting, meter reading and collections.

With the advent of electricity deregulation, Chuck moved to the unregulated side of the re-named Allegheny Energy Company. From 1999 to 2001, he was responsible for marketing and delivering unregulated retail electric generation services to a market area that eventually included Pennsylvania, Maryland, New Jersey and Ohio. In this role, Chuck gained experience with various state utility commission and utility company rules and regulations, ISO/RTO delivery requirements and retail energy pricing. In 2002, he was placed in charge of the group responsible for all of Allegheny Energy's long-term electricity and natural gas transactions throughout the U.S. Transactions falling under his responsibility included Provider of Last Resort contracts in PJM territory, as well as generator off-take agreements, wholesale municipal load contracts, long-term wholesale and retail energy transactions, and financial transmission rights.

In 2007, Chuck left Allegheny Energy to start Keytex Energy LLC. Keytex performed both physical and financial electricity trading in the PJM, NY-ISO and ISO-NE market areas. The Keytex Energy Solutions affiliate performed retail electricity brokerage services in Pennsylvania and Ohio service territories. Chuck received his Bachelor of Science degree in Electrical Engineering from The Pennsylvania State University.

Peter C. Brown

Chief Operating Officer

Peter Brown is an experienced energy professional who is proficient in structuring and execution of energy-related transactions, construction and operation of generation facilities, mergers and acquisitions of energy companies and project entities, placement of energy-related financing facilities and energy related legal and regulatory issues. Currently, he serves as Chief Operating Officer for Fellon-McCord and is responsible for management of all client fulfillment operations and back office functions, including legal, regulatory, IT, HR and accounting.

Prior to becoming COO in May 2008, Peter was senior counsel for Fellon-McCord and Constellation NewEnergy – Gas Division, LLC, North America's largest commercial and industrial natural gas retailer, where he was responsible for all aspects of the company's contracting for wholesale and retail natural gas, transportation and storage, and helped oversee the company's federal and state regulatory compliance programs. From 2003 to 2006, Peter worked at North-east Utilities and was responsible for providing all legal services for its unregulated subsidiaries, including electrical generating assets (gas, coal, hydro), power plant operations and maintenance companies, energy services companies and related contracting companies. He also served as in-house counsel for EnviroPower, LLC, a greenfield fossil fuel power plant development company and was responsible for commercial contracts, merger and acquisition, and equity

FM ENERGY SCHEDULING, LLC

and debt financing negotiations, as well as supervising legal support for all corporate functions. Peter began his career working for Smith Currie & Hancock in Atlanta, GA, and Frost Brown Todd in Lexington, KY supporting large construction and energy-related clients.

Peter received his B.A. in Mathematics from the University of Dayton and his J.D. from the University of Kentucky.

Andrew R. (Drew) Fellon

President and Chief Executive Officer

Andrew R. (Drew) Fellon is the President and CEO of Fellon-McCord & Associates, LLC (Fellon-McCord). Drew co-founded Fellon-McCord in 1992 when the deregulation of the natural gas industry led large energy users to request help with navigating the energy markets. Since 1992, the company has grown to support its clients' \$14 billion global energy procurement spend which includes natural gas, electricity, crude oil, propane, diesel fuels, coal and renewables.

Throughout his career, Drew has held staff and senior positions and developed and managed partnerships with multiple energy companies including: Columbia Gas System, Centran Corporation, Consumers Power, Conoco Inc., Allegheny Energy, and Constellation Energy Group.

In 2010, Drew led the development of Fellon-McCord's Global Energy Market Services (GEMS) division. GEMS is an independent energy business designed to serve multi-site, commercial consumers of energy in procuring low cost energy in deregulated electric and natural gas markets.

In addition to the Fellon-McCord board, Drew serves on the boards of The Aluminum Association and American Life and Accident Insurance Company of Kentucky. Drew holds a degree in Industrial and Management Systems Engineering from the Pennsylvania State University.

Exhibit D-3 "Key Technical Personnel"

Name	Title	Address	Phone	Fax	Email
Ryan Thompson	Manager, PCC	10200 Forest Green Blvd, Suite 601 Louisville, KY 40223	502-241-9356	502-357-0502	Rthompson@FellonMcCord.com
Rakesh Kothakapu	Sr. System Operator, PCC	10200 Forest Green Blvd, Suite 601 Louisville, KY 40223	502-214-9362	502-357-0502	Rkothakapu@FellonMcCord.com
Logan Owen	Sr. System Operator, PCC	10200 Forest Green Blvd, Suite 601 Louisville, KY 40223	502-214-9364	502-357-0502	<u>Lowen@FellonMcCord.com</u>

Ryan Thompson joined Fellon-McCord in February 2009 and has operated in several different roles including energy analyst as well as account and personnel management. Ryan is currently responsible for overseeing the day-to-day activities of the Power Control Center (PCC) personnel and providing guidance and training. Ryan graduated from the University of Louisville with a Bachelor of Science in Business Finance. Prior to joining Fellon-McCord, Ryan was a contractor for DaCott Power and Transmission Systems and specialized in market settlements for municipalities within PJM.

Logan Owen joined Fellon-McCord in August 2010. As Sr. System Operator for the PCC, he is responsible for providing development and support of all advanced applications, balancing authority operations for clients, and generation asset management. The PCC is responsible for the direction and management of Fellon-McCord client resources, including outage reporting, settlement accounting, assignment and verification of ancillary services, load curtailment and generation dispatch. Logan graduated from the University of Louisville with a Master of Mechanical Engineering and a MBA.

Rakesh Kothakapu joined Fellon-McCord in February 2009. As a Sr. System Operator for the PCC, Rakesh's primary responsibility is to provide supplementary support services during normal business hours through the completion of special projects and assignments, both short-term and long-term. Other responsibilities include developing new tools and internal procedures to advance the consistency, efficiency and effectiveness of PCC activities, assist with tracking and fulfilling energy desk service contract requirements and researching and communicating RTO/ISO policies and procedures for energy desk clients. Rakesh has received his certification as a PJM generation system operator and as a North American Electric Reliability Corporation system operator. He graduated from the University of Kentucky with a Master of Engineering in Electrical Engineering.

FM ENERGY SCHEDULING, LLC

Exhibit D-4 "FERC Power Marketer License Number"

Applicant was granted FERC MBR Tariff ER13-1107-000, effective July 1, 2013.