



FILE

PUCO USE ONLY – Version 1.07		
Date Received	Case Number	Certification Number
	14-1187 - 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, 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 AUI Associates, Inc.
Address 1122 Nottingham Drive, West Chester, PA 19380
Telephone No. (610) 517-3362 Web site Address [www://energyconsulting.com/](http://www.energyconsulting.com/)

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

Name AUI Associates, Inc.
Address 1122 Nottingham Drive, West Chester, PA 19380
Web site Address [www://energyconsulting.com/](http://www.energyconsulting.com/) Telephone No. (610) 517-3362

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

AUI Associates, Inc

A-5 Contact person for regulatory or emergency matters:

Name Len D Chylack Title President
Business Address 1122 Nottingham Drive, West Chester, PA 19380
Telephone No. (610) 517-3362 Fax No. (610) 383-6027 Email Address ldchylack@energyconsulting.com

This document is the property of the Public Utilities Commission of Ohio. It is to be used for the purpose of the application and is not to be reproduced or distributed without the written consent of the Commission. This document delivered in the regular course of business.

Technician SM Date Processed AUG 25 2014

(CRNGS Broker/Aggregator -Version 1.07) Page 1 of 7

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

Name Len D Chylack Title President
Business address 1122 Nottingham Drive, West Chester, PA 19380
Telephone No. (610) 517-3362 Fax No. (888) 692-2130 Email Address ldchylack@energyconsulting.com

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

Customer service address 1122 Nottingham Drive, West Chester, PA 19380
Toll-Free Telephone No. (888) 692-2133 Fax No. (888) 692-2130 Email Address ldchylack@energyconsulting.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 Keith Zbin Title Business Development Manager
Business address 25870 Kennedy Ridge Road, North Olmsted, OH 44070
Telephone No. (440) 476-5307 Fax No. (888) 692-2130 Email Address ezbin@energyconsulting.com

A-9 Applicant's federal employer identification number 232645141

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input 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 type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date

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 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 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

Len D. Chylack Pres.

Sworn and subscribed before me this

7

day of

July

Month

2014

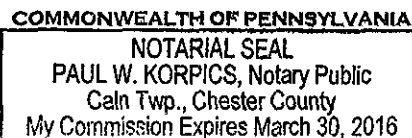
Year

Paul W. Korpics

Signature of official administering oath

PAUL W KORPICS, NOTARY PUBLIC

Print Name and Title



My commission expires on

March 30th, 2016



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. - -GA-AGG

County of Chester

State of PA

Len D Chylack

[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

Len D Chylack Pres.

Sworn and subscribed before me this

7

day of July

Month

2014

Year

Signature of Official Administering Oath

Paul W Korpics

PAUL W KORPICS, NOTARY PUBLIC
Print Name and Title

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
PAUL W. KORPICS, Notary Public
Calm Twp., Chester County
My Commission Expires March 30, 2016

My commission expires on March 30th, 2016

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

Officers of AUI Associates, Inc

Len A Chylack	CEO	1122 Nottingham Drive	West Chester, PA 19380	(610) 692-6544
Len D Chylack	President	2019 Fawn Lane	Romansville, PA 19320	(610) 517-3362
Catherine Chylack	Corp Secretary	1122 Nottingham Drive	West Chester, PA 19380	(610)-692-6544

Principal Officers, Directors & Partners

EXHIBIT A-14

Corporate Structure of AUI Associates, Inc

Len A Chylack CEO

Len D Chylack, President
President

Catherine A Chylack
Corporate Secretary

Corporate Structure

EXHIBITA-15

History of AUI Associates, Inc

AUI Associates, Inc, (AUI) has been an energy leader in the natural gas industry since 1994. As a retail marketer of Energy, AUI has a proven history of experience which allows us to offer our clients the most cost-effective programs in the industry. AUI works with our clients to design a strategy that allows their business to take full advantage of the deregulated energy markets.

AUI's customers were the first PECO firm customers to start saving back in 1994! AUI's original gas customers are still with us strong today, 20 years later. AUI's aggregation expertise allows customers to achieve saving discounts that the largest users enjoy.

AUI's customers were the first to save on PECO's "Lvt" low volume transportation back in 2001.

AUI has been through the lows of the early 1990's to the runaway high's starting after 9/11, peaking post "Katrina", then back to the lows with the recent "shale" gas boom and the latest December 2013 to February 2014 weather related spike in prices. AUI possesses the expertise and experience to utilize the best tools to manage this volatile market expense.

AUI's electric deregulation experience goes back to 1998! AUI was heavily involved in Pennsylvania's 1st electric deregulation phase in the late 1990's to early 2000.

AUI works with our clients to design a strategy that allows their business model to take full advantage of the deregulated energy markets.

AUI Company History

EXHIBITA-16

SMC

SCHAEFER MANAGEMENT CORPORATION DOWNTOWN MARKET PLACE

RT. 30, LANCASTER PIKE, DOWNTOWN, PA 19335
TELEPHONE (215) 269-4050

October 15, 1993

To Whom It May Concern:


I can recommend with full confidence the service of Len Chylack of AUI Associates.

As the owner and operator of a 175,000 square foot enclosed shopping center, I can tell you that our annual electric bills are well in excess of \$300,000.00 per year. Through Len's efforts and guidance we were able to save tens of thousands of dollars on our current bills.

I found Len to be most accommodating and professional.

Again, I would highly recommend to anyone seeking to save money on their utility bills, that they engage the services of Len Chylack and AUI Associates.

Sincerely Yours,


Alexandre P. Schaefer
President

Customer Friendly

AUI Associates, Inc

Shareholders Agreement Attached

Articles of Incorporation & Bylaws

EXHIBITA-17

SHAREHOLDERS AGREEMENT

AGREEMENT made and entered this day of
1991, by and among Leonard A. Chylack, Leonard D. Chylack, Catherine
Chylack and Michael Chylack, all residing at 1122 Nottingham Drive,
West Chester, Pennsylvania, 19380, (hereinafter sometimes referred
to individually as "Shareholder" or collectively as "Shareholders");
and AUI ASSOCIATES, INC., (the "Corporation"), a Pennsylvania
corporation presently having its principal place of business at 1122
Nottingham Drive, West Chester, Pa. 19380.

W I T N E S S E T H

WHEREAS all of the issued and outstanding shares of stock of
the Corporation are owned by each of the Shareholders as follows:

Leonard A. Chylack	47%
Leonard D. Chylack	47%
Catherine Chylack	5%
Michael Chylack	1%

WHEREAS the Shareholders hereto deem it to be in the best
interest of the Corporation to act together concerning the
management and operation of the Corporation as well as to make
provision for the contingency of the death of any Shareholder and to
set forth the manner and method by which a Shareholder may sell his
stock during his lifetime.

NOW, THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

FIRST: MANAGEMENT AND OPERATION OF THE CORPORATION

A. Directors and Officers

Each of the Shareholders shall vote to elect the
following persons as Directors of the Corporation:

Leonard A. Chylack
Leonard D. Chylack
Catherine Chylack
Michael Chylack

The Officers of the Corporation shall be the following
persons:

Leonard A. Chylack	Chief Executive Officer
Leonard D. Chylack	President
Catherine Chylack	Secretary/Treasurer

B. Checks

All checks issued on the corporate bank account shall
require the signing of any one (1) of the officers signing singly.

C. Voting

All parties hereby ratify and approve the provision of the Certificate of Incorporation which requires over fifty three percent (53%) of the Directors and/or Shareholders shares to constitute a quorum at any meeting of the Directors and/or Shareholders and over fifty three percent (53%) of the votes of all Shareholders shares to pass any matters at any meetings of Directors and/or Shareholders. In the event of the death of one or any number of the above-named Shareholders, one hundred percent (100%) of the remaining Directors and/or Shareholders shall be required to constitute a quorum and a one hundred percent (100%) vote of the remaining Shareholders shall be required to pass any matters at any meeting of the Directors and/or Shareholders.

D. Employment

In the event that any Shareholder is in need of employment, the Corporation agrees to employ said Shareholder, and the Corporation shall pay and said Shareholder shall accept such compensation as may be granted by the Board of Directors.

E. Indemnification

To the extent that any Shareholder suffers a loss by virtue of having either any personal liability for debts of the Corporation incurred in the ordinary course of business or by virtue of having advanced funds or other property on behalf of the Corporation or guaranteeing the Corporation's credit or any similar obligation, then and in either of such events, each of the other Shareholders severally agrees to indemnify and hold such Shareholders harmless for a percentage of such loss as may be equal to the percentage of stock ownership of the indemnifying Shareholder. It is the intent of the foregoing to provide that all such losses are to be borne by the Shareholders in the same proportion as their stock interest in the Corporation.

SECOND: DEATH OF A SHAREHOLDER

A. Offer

In the event of the death of a Shareholder, the legal representative of his estate shall be required to sell decedent's shares of stock of the Corporation and offer them as follows:

To the surviving Shareholders, pro-rata, in the same percentage as the shares held by each. If any Shareholder fails to accept or indicates his unwillingness to purchase that portion of said shares offered to him, said shares shall be deemed to have been offered to the other Shareholders on a pro-rata basis.

B. Acceptance

Acceptance of the offer, as set forth above, is to be exercised in writing within thirty (30) days from the date of death.

C. Purchase Price

The purchase price for the decedent's shares shall be set forth in the Article herein entitled "PURCHASE PRICE", and the

manner of payment therefor shall be as set forth in the Article of this Agreement entitled "MANNER OF PAYMENT".

D. Closing

Closing shall be held at the office of the attorney for the Corporation on a date and at a time to be mutually agreed upon, but no later than thirty (30) days after either the determination of the purchase price or appointment of a legal representative for the decedent's estate, whichever is later. The Article of this Agreement entitled "CLOSING" sets forth the documents and papers to be executed and/or delivered at closing.

E. Failure to Purchase

In the event the surviving Shareholders fail or refuse to purchase any or all of the shares of a deceased shareholder, the disposition of such remaining shares shall be as set forth in his or her estate or under the intestate laws.

THIRD: LIFETIME SALE OF SHARES

A. Restrictions on Sale

No Shareholder of the Corporation shall sell, transfer, pledge, hypothecate or assign or in any way dispose of all or any part of his stock except by sale to the Corporation or the other Shareholders, as hereinafter provided.

B. Offer and Acceptance

In the event a Shareholder desires to dispose of his stock in the Corporation, he shall offer, by certified mail, all of his shares to the remaining Shareholders, pro-rata, in the same percentage of the shares held by each and at the purchase price set forth herein. The remaining Shareholders shall have the first option to purchase as many of the shares as they can legally purchase. If they cannot legally purchase all of the stock or fail to indicate acceptance of the offer by certified mail within thirty (30) days from the receipt of the offer, then the Corporation shall have the option to purchase all of the remaining balance of said shares. The Corporation, if it desires to purchase the stock as offered, shall indicate its acceptance by certified mail to the seller within sixty (60) days after the receipt of the original offer. In the event that the Corporation purchases the stock, each Shareholder shall have the option of purchasing, with six percent (6%) interest, said shares, pro-rata, to the percentage of shares held by each for a period of one (1) year. If any shareholder fails to purchase that portion of said shares available to him, said shares shall be deemed to be available to the other shareholders on a pro-rata basis.

C. Purchase Price

The purchase price shall be as stated in the Article of this Agreement entitled "PURCHASE PRICE" and the purchase price shall be paid pursuant to the Article of this Agreement entitled "CLOSING".

D. Closing

Closing shall be held no later than thirty (30) days after acceptance and shall take place at the office of the attorney for the Corporation at a time to be mutually agreed upon between the parties. At closing, the selling Shareholder shall deliver to the purchaser his shares of stock duly endorsed for transfer, with the appropriate transfer tax stamps affixed thereon, together with his resignation as an officer and director of the Corporation and an instrument stating that he is terminating any employment agreement with the Corporation, if he or she entered into such an agreement.

E. Failure to Purchase

In the event the remaining Shareholders and the Corporation are not able to purchase all or part of said shares or refuse to purchase all or the balance of such shares, as hereinbefore provided, then and in any of such events, said shares can be offered to any willing outside purchaser.

FOURTH: PURCHASE PRICE

A. Method

The purchase price, in the event of a lifetime sale, pursuant to the Article of this Agreement, shall be as follows:

The price shall be the book value of the offering Shareholder's shares of stocks calculated in the quarterly report of the quarter immediately prior to the one in which the offer occurred. Book value for this purpose shall be determined in accordance with generally accepted accounting principles provided, however, good will or other intangible assets shall be considered to have no value. The determination of the book value shall be binding and conclusive upon all parties.

B. Liability Indemnification

1. The representative of the deceased Shareholder shall indemnify the Corporation against any and all claims or liabilities of the Corporation of any nature existing as of the dates the purchase price is determined to the extent that such claims or liabilities are not reflected or reserved against in full on the books and records of the Corporation including, but not limited to, taxes due to any governmental authority for any period prior to date. The liability hereunder shall be limited to such proportion of such claims or liabilities as may be equal to the proportionate stock interest sold by the estate of deceased Shareholder. The foregoing indemnification shall be a continuing one and survive closing.

2. The legal representative shall be entitled to prompt notification by the Corporation of any such additional claims or liabilities and have the right, at his cost and expense, to participate in any such proceedings, legal or otherwise, in connection therewith. Unless such notification is given, the foregoing obligation of indemnification shall terminate.

FIFTH: CLOSING

A. Items at Closing

1. The legal representative of a deceased Shareholder shall be required to deliver appropriate tax waiver and a Certificate of Letters Testamentary or Letters of Administration to the attorney for the purchaser upon receipt of purchase price in full or in cash and notes as provided in "A" above.

2. All credit cards and corporate property of the deceased Shareholder shall be delivered to the Corporation. Seller shall agree to indemnify the Corporation against expenses incurred on such credit cards or otherwise by the Seller which do not appear on the books and records or were not made in the ordinary course of business.

B. Loans

Any loans owed to the Corporation by the deceased or selling Shareholder shall be paid to the Corporation out of first monies received on the sale of the shares hereunder and any loans owed to the deceased or selling Shareholder by the Corporation shall be paid at the time of closing.

SIXTH: CORPORATE SURPLUS

In the event the Corporation shall not have sufficient surplus to permit it to lawfully purchase the deceased or selling Shareholder's shares of stock, as set forth in this Agreement, the surviving Shareholders and the Seller may promptly take such lawful measures (if any measures are available), as may be appropriate or necessary in order to enable the Corporation to lawfully purchase and pay for Seller's shares of stock.

SEVENTH: ILLEGALITY

If any provisions of this Agreement shall be determined by the arbitrators, or any Court having jurisdiction, to be invalid, illegal or unenforceable, the remainder of this Agreement shall not be affected thereby but shall continue in full force and effect as though such invalid, illegal or unenforceable provision or provisions were not originally a part hereof.

EIGHTH: WAIVER

No waiver or modification of any of the provisions of this Agreement or any of the rights or remedies of the parties hereto shall be valid unless such change is in writing, signed by the party to be charged therewith. No waiver of any of the provisions of this Agreement shall be deemed a waiver of any other provision.

NINTH: SURVIVAL

This Agreement shall bind the parties hereto and their respective heirs, administrators, executors, successors and assigns.

TENTH: ENDORSEMENT

All stock certificates of the Corporation shall contain an endorsement that they are subject to the terms and provisions of this Agreement.

ELEVENTH: NOTICES

All notice required to be given under this Agreement shall be sent by registered or certified mail at the respective addresses of the parties as contained in the records of the Corporation.

TWELFTH: CONSTRUCTION OF TERMS

As used in this Agreement wherever necessary or appropriate, the singular shall be deemed to include the plural and vice-versa, as the context may require.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the day, month and year first above written.

AUI ASSOCIATES, INC.

AUI Associates, Inc

Certificate Attached

Registered in State of Ohio

EXHIBITA-18



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/13/2014	201422401576	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	0.00	0.00	0.00	0.00

Receipt

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

AUI ASSOCIATES INC
LEN D CHYLACK
1122 NOTTINGHAM DR
WEST CHESTER, PA 19380-4055

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
2317832

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
AUI ASSOCIATES, INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Effective Date: 08/08/2014

Document No(s):

201422401576

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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
13th day of August, A.D. 2014.

Jon Husted

Ohio Secretary of State

AUI Associates, Inc

AUI Associates, Inc. is licensed to conduct Aggregators/ Power Brokers business in:

State of Pennsylvania License # A-2012-2334188

State of New Jersey License #EA-0266 & PA-0146

Jurisdictions of Operations

EXHIBIT B-1

AUI Associates, Inc

Experience of applicant and Key personnel

Len A. Chylack and Len D. Chylack, founders of AUI Associates, Inc, have been in the energy Business since 1990 and have been a pioneer and leader in creating retail electric and natural gas service programs that have provided savings for our clients through a variety of energy programs.

Len D. Chylack considers our clientele to be energy partners. Our goal is to provide efficient, reliable and cost effective energy supply.

AUI's president, Len D. Chylack and some of our clients were featured and quoted in a 1996 *Wall Street Journal* front page article on the emerging Natural Gas Deregulated Market.

Len D. Chylack is proud of the long-term relationship he has maintained with many AUI Associates, Inc customers.

Experience & Plans

EXHIBIT B-2

Reprinted from THE WALL STREET JOURNAL.

TUESDAY, APRIL 16, 1996

© 1996 Dow Jones & Company, Inc. All Rights Reserved.

Front Burner

Tired of Phone Wars? Get Ready for a Fight To Sell Natural Gas

Providers Now Can Compete, So Armies of Salesmen Begin to Hit the Road

Demi Moore's Big Decision

By PETER FRITSCH

Staff Reporter of THE WALL STREET JOURNAL

As Arnold Schwarzenegger and Demi Moore studied a map of the U.S. natural-gas-pipeline network, a PanEnergy Corp. salesman scripted the scene.

Through the pipelines, Houston-based PanEnergy could deliver gas to fire the ovens at the small chain of Planet Hollywood restaurants in which the two celebrities are partners. The gas, the salesman explained, would be cheaper than that sold by the local utility.

No deal has been struck with the stars, but the brief meeting in January shows the extent to which the \$70 billion retail natural-gas industry is being transformed into a major marketing enterprise, adding pizzazz to a business that has long been as colorless as a gas molecule itself.

Much in the way that long-distance competition sprang up from the break-up of AT&T Corp., natural-gas companies are competing in the wake of deregulation. Gone in ever more places around the country are the days when a small-business owner opens shop and, wanting the gas turned on, picks up the phone and automatically calls the local utility. Now more customers are getting a choice—and often a lower gas bill.

Cutting a Deal

The gas industry calls its revolution "unbundling"—separating the cost of the gas on a customer's bill from its delivery. New suppliers will use the pipelines owned by local utilities to deliver gas, much in the way Sprint Corp. or MCI Communications Corp. use local telephone companies' lines to "deliver" their long-distance service. Like their Baby Bell counterparts, local gas utilities will continue to handle service complaints, such as dispatching a

service person when a customer smells gas.

The gas industry actually began the process of deregulation in 1986, when federal regulators allowed big buyers such as steel plants to cut their own deals for the fuel. The industry took another major step in 1993 when pipelines were forced to open up their systems to third parties.

Those moves have already meant savings for the largest customers. The Archdiocese of Chicago, for example, saved \$8 million over the past five years for its 377 parishes by buying its gas from a unit of Houston-based Enron Corp. instead of local gas companies, says Jack Benware, the archdiocese's director of finance.

But smaller gas buyers, such as homeowners, haven't seen such savings. Through the first 10 months of 1995, the nationwide price that local utilities paid for gas averaged \$2.79 a thousand cubic feet; but residential customers, forced to bear the cost of everything from laying new pipes to heating programs for the poor, paid \$6.22. That gap has risen nearly 60% since 1984.

Now, though, the disparity looks like it may begin to narrow. Small gas marketers—able to take advantage of price differences between markets and free of the obligation to buy gas in bulk as big utilities do—believe they can resell gas to consumers at a lower price than local utilities can. Ultimately, the marketers hope to offer other services traditionally supplied by the local utility, like meter reading, billing and maintenance.

The big money, though, is in deregulated electricity sales. Electric companies are starting to sell natural gas with an eye toward selling retail wattage, a nascent market worth a potential \$200 billion by Enron's estimate. Indeed, analysts said that notion in part motivated Dallas-based Texas Utilities Co.'s move yesterday to purchase gas-pipeline concern Enserch Corp. The \$1.7 billion deal "better positions Texas Utilities to meet customers' total energy needs in a more competitive energy market," Texas Utilities said.

Many small businesses find they are already saving money, by buying gas from new suppliers. "I was hesitant at first because you think it's too good to be true," says George Costalas, owner of Country Squire diner in Broomall, Pa., who estimates he saved \$4,000 last year, or about 10% of his usual bill, by switching gas suppliers. "But the savings are real."

Gas marketers—who run the gamut from large, traditional pipeline companies to local start-ups—aren't just knocking

on the doors of small businesses either. Soon, homeowners in a few states will be able to choose their gas supplier. In coming days, the 10,000 customers in southeastern Wyoming now served by KN Energy Inc., a Lakewood, Colo. gas utility, will get to choose their gas supplier from a ballot of about a dozen companies. KN, bracing for the competition with Enron and others, has already offered customers a net 9% savings—which sounds pretty good to people who typically spend \$600 a year on gas.

Weather Woes

"No matter what the other guys offer, I figure we've already come out ahead," says Paul Covello, a Chevrolet dealer eating breakfast recently at Granny's Place, a restaurant in Torrington, Wyo.

There are no guarantees, of course, that everyone will benefit. Steven Hunter, an area director for Chili's Grill & Bar in southern New Jersey and Philadelphia, frowns as he looks at a \$3,300 January gas bill from Broad Street/Energy One—a 50% increase over what he paid a year ago with the local gas company. Chili's had agreed to index its bill to the price of gas in the commodities markets, in the hopes of lowering its gas costs.

But when winter temperatures plummeted, the bill for Chili's soared. Mr. Hunter agrees that over a full year, his bill may end up being lower if he sticks with Broad Street/Energy One, a unit of UtiliCorp United Inc. of Kansas City, Mo. "But," he says, "we won't find out if I can help it."

There are other headaches, too. Because gas marketers aren't always required to pay the same taxes as local utilities, some states are concerned that as marketers land more business, they will take a big bite out of tax revenues. States also have the tough job of determining what happens to the pipeline capacity a local utility is left with when customers buy gas from someone else.

Some observers wonder whether savings for customers will sustain themselves over the long term, after the initial flurry of deal-making fades and the market shakes out to just a few big players.

"Competition is good, there's no question," says Jack Zekoll, a New York Public Service Commission official. "But whether it will ultimately pay for everybody is the question."

Placing Bets

To KN, the future of gas so resembles the long-distance phone-service wars that the company recently hired away an MCI executive to oversee its marketing efforts.

(over please)

Enron has a plan in the works to offer consumers "Energy Bucks" — a program that would reward new customers with various perks like frequent-flier miles.

"You may not know us but we just might be your natural-gas supplier," reads an Enron flier mailed recently to Minnesota businesses. "An Enron representative will be calling you soon with all the details on . . . how the winds of change can blow away your energy problems."

In one experiment, Microsoft Corp., TeleCommunications Inc. and Pacific Gas & Electric Co. are field-testing a television remote control that would allow homeowners to switch gas or long-distance phone companies — as well as pay the electric bill, adjust the air conditioning and even turn on the oven.

But the real battle is being fought in the trenches, as a recent day at the side of PanEnergy gas salesman Leonard Chylack illustrates. Last May, the Houston company had just two salesmen pounding the pavement in the Northeast. Now, Mr. Chylack is one of 100, all on commission.

As he sits across from David and Greg Biles, the wary owners of the Valley Forge Brewing Co., a Pennsylvania microbrewery and restaurant, Mr. Chylack passes them a brochure entitled "Your Passport to Savings." It shows how they will save a guaranteed 7% — equal to \$1,099 — over what they would pay with local utility Peco Energy Co. Impressed, Mr. Biles eventually agrees to sign up for a year. "Anything that saves me money sounds good," he says.

Halfway across the country, in Guernsey, Wyo., KN salesman Stan Roberts is busily handing out pocket knives, clocks and flashlights — all with the KN logo — to the company's customers. But it will take more than gadgets to keep these customers now that they have a choice. Two years ago, after 16 years without an increase, the utility raised gas rates 40%.

Brand Name Gas

Not surprisingly, with more customers up for grabs, more companies are maneuvering for their business. Major oil and gas producers, for instance, have been busy teaming up with more entrepreneurial marketers to get a piece of the action. NGC Corp. of Houston recently announced a gas marketing venture with Chevron Corp. Shell Oil Co., a unit of Royal Dutch/Shell Group, has joined forces with Tejas Gas Corp., and Mobil Corp. will market gas jointly with PanEnergy.

The goal is to develop "branded" natural gas as familiar as the gasoline sold at the corner station, says PanEnergy Chairman Paul Anderson. "One day we'll be able to send bills with Mobil's flying red horse on them."

It would seem the nation's 375 gas utilities would be doing all they could to fight off the invasion of marketers. But many utilities figure because they aren't allowed to mark up the gas they buy —

building their profit instead on services like meter reading — they have nothing to lose in letting marketers shave a few pennies from the commodity-based portion of their customers' bills.

In fact, some local utilities are even setting up their own nonregulated marketing arms to try to compete.

Shopping Around

Baltimore Gas & Electric Co. is a case in point. Through a new marketing subsidiary, BNG Inc., it now competes with 25 other marketers for the 40,000 commercial and industrial customers in Baltimore Gas's service territory. In February, 766 small companies negotiated separate gas deals, up from 220 in December and none a year ago.

How does Maryland know these customers are saving money? "If you see a higher number of customers, it's probably not because there are an increasing number of suckers out there," says Calvin Timmerman, an official with the Public Service Commission of Maryland. The state is so encouraged by the results that it plans to start a pilot program for residential customers in November.

Similarly, Long Island Lighting Co. in Hicksville, N.Y., will allow pools of residential customers to begin shopping around for natural gas through its "Naturalchoice" plan. "We've taken the view that this is going to happen and we can either get behind it or get run over by it," says Charles Daverio, Lilco's manager of gas operations.

Competition for customers flourishes most where individual states have been able to light a fire under the local utilities. The states hope that as more buyers get their gas from third parties, utilities won't have to store as much gas — a big savings that could be passed on to customers. Likewise, many experts believe that as the local utilities compete with marketers, they will adopt a more entrepreneurial approach throughout their operations; that, too, should lead to savings.

But many newly minted marketers have difficulty convincing customers that a company they have never heard of can be trusted to deliver when temperatures fall below freezing and gas is in short supply. Indeed, a number of small marketers failed to come through this winter, breaking supply contracts and leaving local gas companies holding the bag.

Fearful of what could happen if, for instance, a person freezes to death because a marketer doesn't deliver, most states have set severe fines for non-performance. Stiff a customer in Lilco's service area and it will cost you \$25 per thousand cubic feet, or more than 10 times the current market price of gas.

While such threats may intimidate some gas marketers, most are eagerly forging ahead. The market is changing so fast, says PanEnergy marketing executive Paul Hydok, "it'll make your head spin."

AUI Associates, Inc.

Experience of applicant and Key personnel

Len Chylack and AUI Associates, Inc began aggregating small natural gas customers' usage together in 1994 to meet PECO Energy's minimum usage requirements for individual customers' gas transportation tariff.

AUI Associates, Inc has provided deregulated energy service to diners, restaurants, churches, hotels, chains and municipalities.

AUI Associates, Inc. is currently licensed to operate in Pennsylvania and New Jersey:

Summary of Experience

EXHIBIT B-3

AUI Associates, Inc

There are no existing, pending or past liabilities or investigations regarding AUI Associates, Inc.

Disclosure of Liabilities & Investigations

EXHIBIT B-4

AUI Associates, Inc

AUI Associates, Inc. is a private corporation and does not issue Annual Reports to Stockholders.

Annual Reports

EXHIBIT C-1

AUI Associates, Inc

AUI Associates, Inc. is a private corporation and does not file reports with the SEC.

SEC Filings

EXHIBIT C-2

AUI Associates, Inc

Attached are AUI Associates 2013 and 2012 Financial Statements.

Financial Statements

EXHIBIT C-3

1120
Form
Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

OMB No. 1545-0123

For calendar year 2013 or tax year beginning

, ending

Information about Form 1120 and its separate instructions is at www.irs.gov/form1120.**2013**

- A Check if:
- 1a Consolidated return (attach Form 851) ☐
- b Life/nonlife consolidated return ☐
- 2 Personal holding co. (attach Sch. PH) ☐
- 3 Personal service corp. (see instructions) ☐
- 4 Schedule M-3 attached ☐

TYPE
OR
PRINT

Name

AUI ASSOCIATES, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.

1122 NOTTINGHAM DR

City or town, state, or province, country and ZIP or foreign postal code

WEST CHESTER**PA 19380-4055**

B Employer identification number

23-2645141

C Date incorporated

09/13/1991

D Total assets (see instructions)

\$ **55,115**

E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change

Income	1a Gross receipts or sales	1a	672,651	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a	1c	672,651	
	2 Cost of goods sold (attach Form 1125-A)	2		
	3 Gross profit. Subtract line 2 from line 1c	3	672,651	
	4 Dividends (Schedule C, line 19)	4	194	
	5 Interest	5	29	
	6 Gross rents	6		
	7 Gross royalties	7		
	8 Capital gain net income (attach Schedule D (Form 1120))	8		
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9		
10 Other income (see instructions—attach statement)	10			
11 Total income. Add lines 3 through 10	11	672,874		
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (see instructions—attach Form 1125-E)	12	245,000	
	13 Salaries and wages (less employment credits)	13		
	14 Repairs and maintenance	14	785	
	15 Bad debts	15		
	16 Rents	16		
	17 Taxes and licenses	17	18,777	
	18 Interest	18	847	
	19 Charitable contributions	19	397	
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	9,810	
	21 Depletion	21		
	22 Advertising	22	7,026	
	23 Pension, profit-sharing, etc., plans	23	48,575	
	24 Employee benefit programs	24	38,488	
	25 Domestic production activities deduction (attach Form 8903)	25		
	26 Other deductions (attach statement)	26	299,598	
	27 Total deductions. Add lines 12 through 26	27	669,303	
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	3,571	
	29a Net operating loss deduction (see instructions)	29a		
b Special deductions (Schedule C, line 20)		29b		
c Add lines 29a and 29b		29c		
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28 (see instructions)	30	3,571	
	31 Total tax (Schedule J, Part I, line 11)	31	536	
	32 Total payments and refundable credits (Schedule J, Part II, line 21)	32	3,235	
	33 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	33		
	34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed	34		
	35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid	35	2,699	
	36 Enter amount from line 35 you want: Credited to 2014 estimated tax 2,699 Refunded <input type="checkbox"/>	36		

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Signature of officer **LEONARD CHYLACK**

Date

Title **PRESIDENT**

Paid
Preparer
Use Only

Print/Type preparer's name

L STEUART BROWN, CPA

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P00368245

Firm's name

Firm's address

FISCHER-CUNNANE & ASSOCIATES, LTD**11 TURNER LN****WEST CHESTER, PA****19380-4805**

Firm's EIN

23-3060583

Phone no.

610-431-1003

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		48,472		37,591
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. stmt.) STMT 3		10,000		4,000
7	Loans to shareholders		12,014		12,014
8	Mortgage and real estate loans				
9	Other investments (attach stmt.)				
10a	Buildings and other depreciable assets	134,537		143,136	
b	Less accumulated depreciation	131,816	2,721	141,626	1,510
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	11,000		11,000	
b	Less accumulated amortization	11,000	0	11,000	0
14	Other assets (attach stmt.)				
15	Total assets		73,207		55,115
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.) STMT 4		53,050		48,468
19	Loans from shareholders		2,284		2,284
20	Mortgages, notes, bonds payable in 1 year or more		19,999		2,946
21	Other liabilities (attach statement)				
22	Capital stock: a Preferred stock				
b	Common stock	1,000	1,000	1,000	1,000
23	Additional paid-in capital				
24	Retained earnings—Appropriated (att. stmt.)				
25	Retained earnings—Unappropriated		-3,126		417
26	Adjustments to SH equity (att. stmt.)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		73,207		55,115

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more – see instructions

1	Net income (loss) per books	3,543	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
	STMT 5	25	8	Deductions on this return not charged against book income this year (itemize):	
5	Expenses recorded on books this year not deducted on this return (itemize):			a Depreciation \$	
a	Depreciation \$			b Charitable contributions \$	397
b	Charitable contributions \$				
c	Travel and entertainment \$	400			397
		400	9	Add lines 7 and 8	397
6	Add lines 1 through 5	3,968	10	Income (page 1, line 28)—line 6 less line 9	3,571

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	-3,126	5	Distributions: a Cash	
2	Net income (loss) per books	3,543		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	417	8	Balance at end of year (line 4 less line 7)	417

1120 Form Department of the Treasury Internal Revenue Service		U.S. Corporation Income Tax Return For calendar year 2012 or tax year beginning _____, ending _____ Information about Form 1120 and its separate instructions is at www.irs.gov/form1120 .				OMB No. 1545-0123 2012	
A Check if: 1a Consolidated return (attach Form 851) <input type="checkbox"/> b Life/nonlife consolidated return <input type="checkbox"/> 2 Personal holding co. (attach Sch. PH) <input type="checkbox"/> 3 Personal service corp. (see instructions) <input type="checkbox"/> 4 Schedule M-3 attached <input type="checkbox"/>		NAME AUI ASSOCIATES, INC. TYPE OR PRINT Number, street, and room or suite no. If a P.O. box, see instructions. City or town, state, and ZIP code 1122 NOTTINGHAM DR WEST CHESTER PA 19380-4055		B Employer identification number 23-2645141 C Date incorporated 09/13/1991 D Total assets (see instructions) 73,207			
		E Check if: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change					
Income	1a Gross receipts or sales		1a	528,312			
	b Returns and allowances		1b				
	c Balance. Subtract line 1b from line 1a		1c	528,312			
	2 Cost of goods sold (attach Form 1125-A)		2				
	3 Gross profit. Subtract line 2 from line 1c		3	528,312			
	4 Dividends (Schedule C, line 19)		4				
	5 Interest		5	26			
	6 Gross rents		6				
	7 Gross royalties		7				
	8 Capital gain net income (attach Schedule D (Form 1120))		8				
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)		9				
10 Other income (see instructions—attach statement)		10					
11 Total income. Add lines 3 through 10		11	528,338				
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (see instructions—attach Form 1125-E)		12	220,000			
	13 Salaries and wages (less employment credits)		13				
	14 Repairs and maintenance		14	819			
	15 Bad debts		15				
	16 Rents		16				
	17 Taxes and licenses		17	16,742			
	18 Interest		18	194			
	19 Charitable contributions		19	202			
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		20	13,811			
	21 Depletion		21				
	22 Advertising		22	7,076			
	23 Pension, profit-sharing, etc., plans		23	44,700			
	24 Employee benefit programs		24	38,211			
	25 Domestic production activities deduction (attach Form 8903)		25				
	26 Other deductions (attach statement)		26	184,761			
	27 Total deductions. Add lines 12 through 26		27	526,516			
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		28	1,822			
29a Net operating loss deduction (see instructions)		29a	3				
b Special deductions (Schedule C, line 20)		29b					
c Add lines 29a and 29b		29c	3				
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28 (see instructions)		30	1,819			
	31 Total tax (Schedule J, Part I, line 11)		31	273			
	32 Total payments and refundable credits (Schedule J, Part II, line 21)		32	3,508			
	33 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>		33				
	34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed		34				
	35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		35	3,235			
	36 Enter amount from line 35 you want: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,235 Refunded <input type="checkbox"/>		36				
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.							
Sign Here Signature of officer LEONARD CHYLACK Date _____ Title PRESIDENT		May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
Paid Preparer Use Only Print/Type preparer's name L STEUART BROWN, CPA Firm's name FISCHER CUNNANE & ASSOCIATES, LTD Firm's address 11 TURNER LN WEST CHESTER, PA 19380-4805		Preparer's signature _____ Date _____ Check <input type="checkbox"/> if self-employed PTIN P00368245 Firm's EIN 23-3060583 Phone no. 610-431-1003					

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		26,852		48,472
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. stmt.) STMT 3		16,000		10,000
7	Loans to shareholders		12,014		12,014
8	Mortgage and real estate loans				
9	Other investments (attach stmt.)				
10a	Buildings and other depreciable assets	123,398		134,537	
b	Less accumulated depreciation	118,005	5,393	131,816	2,721
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	11,000		11,000	
b	Less accumulated amortization	11,000	0	11,000	0
14	Other assets (attach stmt.)				
15	Total assets		60,259		73,207
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.) STMT 4		54,863		53,050
19	Loans from shareholders		2,284		2,284
20	Mortgages, notes, bonds payable in 1 year or more		6,975		19,999
21	Other liabilities (attach statement)				
22	Capital stock: a Preferred stock				
	b Common stock	1,000	1,000	1,000	1,000
23	Additional paid-in capital				
24	Retained earnings—Appropriated (att. stmt.)				
25	Retained earnings—Unappropriated		-4,863		-3,126
26	Adjustments to SH equity (att. stmt.)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		60,259		73,207

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more – see instructions

1	Net income (loss) per books	1,737	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
	STMT 5	23	8	Deductions on this return not charged against book income this year (itemize):	
5	Expenses recorded on books this year not deducted on this return (itemize):			a Depreciation \$	
a	Depreciation \$			b Charitable contributions \$	202
b	Charitable contributions \$				
c	Travel and entertainment \$	264			
		264	9	Add lines 7 and 8	202
6	Add lines 1 through 5	2,024	10	Income (page 1, line 28)—line 6 less line 9	1,822

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	-4,863	5	Distributions: a Cash	
2	Net income (loss) per books	1,737		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	-3,126	8	Balance at end of year (line 4 less line 7)	-3,126

AUI Associates, Inc

M&T Bank's information on AUI Associates, Inc

Financial Arrangements

EXHIBIT C-4



1584 Paoli Pike, West Chester, PA 19380
610 692 4755 FAX 610 692 2695

6/2/2014

Re: AUI ASSOCIATES/LEN CHYLACK

To Whom It May Concern:

This is letter is to confirm that AUI Associates has had over a 20 year relationship with M&T Bank in both deposits and lending. All accounts have always been in good standing and all loans have been paid as agreed. AUI Associates currently has multiple checking accounts with average deposits in the five figure range. They also have active lines / letters of credit with us that have always been in good standing.

Len also holds a 20 plus year relationship with M&T Bank on the personal side. He currently holds multiple deposit accounts and securities accounts in the six figure range.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jon Gomulka'.

Jon Gomulka

Banking Officer

AUI Associates, Inc Projected Cash Flow

July 31, 2014

	<u>2014</u>	<u>2015</u>
Beginning Cash	46,078	66,078
Projected Cash from Operations	720,000	750,000
Projected Expenses from Operations	700,000	725,000
Projected cash flow from Operations	66,078	91,078

Financial Forecast

EXHIBIT C-5

AUI Associates, Inc

See Exhibit C7

Credit Rating

EXHIBIT C-6

AUI Associates, Inc
D&B Business Credit Report

Credit Report

EXHIBIT C-7



Decide with Confidence

Business Information Report

[Print this Report](#)

 Report Printed: JUN 25 2014
In Date

BUSINESS SUMMARY

AUI ASSOCIATES, INC.
 GLOBAL ENERGY RESOURCES
1122 Nottingham Dr
West Chester, PA 19380

This is a **single** location.**Web site:** www.globalenergyresources.com**Telephone:** 610 692-6544**Fax:** 610 692-4411**Chief executive:** LEONARD CHYLACK SR, PRES**Year started:** 1991**Employs:** 4**History:** INCOMPLETE**SIC:** 8742**Line of business:** Management consulting services**D-U-N-S Number:** 17-190-2364
D&B Rating: --
D&B Viability Rating: 21CK

D&B PAYDEX®:
D&B PAYDEX: 80

When weighted by dollar amount, payments to suppliers average generally within terms.



Based on up to 24 months of trade.

SUMMARY ANALYSIS

D&B Rating:--

The blank rating symbol should not be interpreted as indicating that credit should be denied. It simply means that the information available to D&B does not permit us to classify the company within our rating key and that further enquiry should be made before reaching a decision. Some reasons for using a "-" symbol include: deficit net worth, bankruptcy proceedings, insufficient payment information, or incomplete history information. For more information, see the D&B Rating Key.

Below is an overview of the company's rating history since 10/17/12:

D&B Rating	Date Applied
--	10/17/12

The Summary Analysis section reflects information in D&B's file as of June 23, 2014.

VIABILITY RATING ANALYSIS

The D&B Viability Rating uses D&B's proprietary analytics to compare the most predictive business risk indicators and deliver a highly reliable assessment of the probability that a company will no longer be in business within the next 12 months.

D&B VIABILITY RATING:21CK

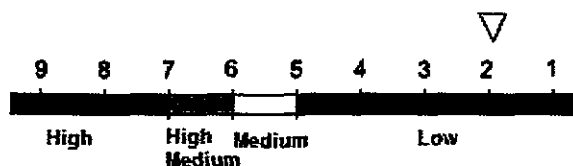
D&B VIABILITY RATING COMPONENTS:

VIABILITY SCORE:

Viability Score is the first of four components within the D&B Viability Rating. It is a high-level risk indicator that assesses the probability that a company will no longer be in business within the next 12 months, compared to all US businesses within the D&B database. A business is no longer viable when it goes out of business, becomes dormant/ inactive or files for bankruptcy. The ranking ranges from 1 to 9 where 9 reflects the highest probability of becoming no longer viable and 1 reflects the lowest probability.

NOTE: The Viability Score is best used when ranking all businesses within your portfolio based on the probability of becoming no longer viable.

Viability Score: 2



Compared to ALL US Business within D&B Database:

- **Level of risk:** Low Risk
- **Business ranked 2 have a probability of becoming no longer viable:** 2%
- **Percentage of business ranked 2:** 4%
- **Across all US business, the average probability of becoming no longer viable:** 14%

PORTFOLIO COMPARISON:

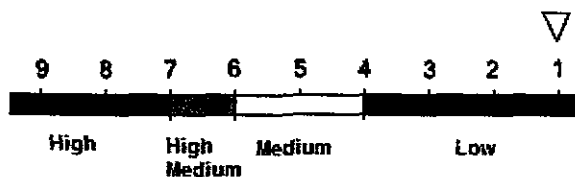
Portfolio Comparison is the second of four components within the D&B Viability Rating. Portfolio Comparison is a more detailed risk indicator that assesses the viability of a company compared to similar businesses within the same model segment which are determined by the amount and type of data available. A business is no longer viable when it goes out of business, becomes dormant/ inactive or files for bankruptcy. Every business within the D&B database falls into 1 of the following 4 profile segments:

1. Available Financial Data.
2. Established Trade Payments.
3. Limited trade Payments.
4. Firmographics and Business Activity.

The Portfolio Comparison ranking ranges from 1 to 9 where 9 reflects the highest probability of becoming no longer viable and 1 reflects the lowest probability.

NOTE: The Portfolio Comparison is best used when analyzing the individual risk level of a company compared to businesses within the same profile segment.

Portfolio Comparison: 1



Compared to all Business within the same MODEL SEGMENT:

- **Model Segment:** Established Trade Payments
- **Level of risk:** Low Risk
- **Business ranked 1 within this model segment have a probability of becoming no longer viable:** 2%
- **Percentage of business ranked 1 within this model segment:** 11%
- **Within this model segment, the average probability of becoming no longer viable:** 5%

DATA DEPTH INDICATOR:

Data Depth Indicator is the third of four components within the D&B Viability Rating. The Depth of Data Indicator presents the level of data available for a company. Data depth assists in the assessment of whether a company will no longer be viable and includes the following:

1. Financial Attributes.
2. Commercial Trading Activity.
3. Firmographics.

The level of data is represented by a letter on a scale of A - G where A reflects the greatest level of predictive data to make a highly reliable assessment of company viability, and G reflects a minimal level of data which can be considered descriptive. The more comprehensive the data, the more precise the overall D&B Viability Rating becomes. If a company has been placed in the Special Category, a letter ranging from H-M will be assigned to identify the specific reason.

Data Depth: C

Data Depth Indicator Details:

- Rich Firmographics
- Extensive Commercial Trading Activity
- No Financial Attributes

Greater data depth can increase the precision of the D&B Viability Rating assessment.

You have the ability to influence the confidence of the viability assessment by asking the business to report more information to D&B at <https://iupdate.dnb.com>

COMPANY PROFILE:

Company Profile is the fourth of four components within the D&B Viability Rating. The Company Profile describes a company based on a combination of 4 categories:

1. Financial Data.
2. Trade Payments.
3. Company Size.
4. Years in Business.


A company is characterized by a letter which ranges from A - X; with each letter representing a combination of the 4 categories that make up the company's profile. For example, A describes a company with a comprehensive level data, which has been in business 5+ years, with 50+ employees or \$500K+ in Sales, while X reflects a company with a minimal data, in business < 5 years, with < 10 employees or < \$10K in Sales. Y and Z reflect a Branch and Subsidiary, respectively.

Company Profile: K

Company Profile Details:

- **Financial Data:**Not Available
- **Trade Payments :** Available: 3+Trade
- **Business Size:** Small: Employees: <10 or Sales: <\$10K or Missing
- **Years in Business:**Established (Established: 5+)

CUSTOMER SERVICE

 Need help? Call Customer Service at (800) 932-0025, Monday through Friday, 8:00 AM to 6:00 PM Local Time.

HISTORY

The following information was reported **04/05/2014**:

Officer(s): LEONARD CHYLACK SR, PRES

DIRECTOR(S): THE OFFICER(S)

Incomplete history caption has been applied due to the following factor(s):

Stock ownership is undetermined.

The Pennsylvania Secretary of State's business registration file showed that AUI Associates, Inc. registered as a Corporation on September 13, 1991.

Business started 1991.

LEONARD CHYLACK SR. Antecedents are undetermined.

BUSINESS REGISTRATION

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF JUN 20 2014:

The following data is for informational purposes only and is not an official record. Certified copies may be obtained from the Pennsylvania Department of State.

Registered Name: AUI ASSOCIATES, INC.

Business type: CORPORATION

Corporation type: NOT AVAILABLE

Date incorporated: SEP 13 1991

State of incorporation: PENNSYLVANIA

Filing date: SEP 13 1991

Registration ID: 2049109

Duration: PERPETUAL

Status: ACTIVE

Where filed: SECRETARY OF STATE/CORPORATIONS DIVISION, HARRISBURG, PA

Principals: LEONARD D CHYLACK, PRESIDENT, 1122 NOTTINGHAM DR, WEST CHESTER, PA, 193804055
CATHERINE CHYLACK, SECRETARY, 1122 NOTTINGHAM DR, WEST CHESTER, PA, 193804055
CATHERINE CHYLACK, TREASURER, 1122 NOTTINGHAM DR, WEST CHESTER, PA, 193804055

OPERATIONS

04/05/2014

Description: Provides management consulting services (100%).

Employees: 4 which includes officer(s).

Facilities: Occupies premises in building.

SIC & NAICS

SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code.

NAICS:

541611 Administrative Management and General Management Consulting Services

The 4-digit SIC numbers link to the description on the

Occupational Safety & Health Administration (OSHA)
Web site. Links open in a new browser window.

87420000 Management consulting services

D&B PAYDEX

The D&B PAYDEX is a unique, dollar weighted indicator of payment performance based on up to 3 payment experiences as reported to D&B by trade references.

D&B PAYDEX: 80

When weighted by dollar amount, payments to suppliers average generally within terms.



Based on up to 24 months of trade.

When dollar amounts are not considered, then approximately 100% of the company's payments are within terms.

PAYMENT SUMMARY

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	Total Rcv'd (#)	Total Dollar Amts (\$)	Largest High Credit (\$)	Within Terms (%)	Days Slow <31 31-60 61-90 90> (%)			
Top industries:								
Short-trm busn credit	1	1,000	1,000	100	-	-	-	-
Radiotelephone commun	1	250	250	100	-	-	-	-
Other payment categories:								
Cash experiences	1	50	50					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
Placed for collections:								
With D&B	0	0						
Other	0	N/A						
Total in D&B's file	3	1,300	1,000					

The highest **Now Owes** on file is \$1,000

The highest **Past Due** on file is \$0

D&B receives over 600 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received.

PAYMENT DETAILS

Detailed Payment History

Date Reported (mm/yy)	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (months)
05/14	Ppt	1,000	1,000	0		1 mo
02/13	Ppt	250	0	0		6-12 mos
10/12	(003)	50			Cash account	1 mo

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

FINANCE**04/05/2014**

The name and address of this business have been confirmed by D&B using available sources.

PUBLIC FILINGS

A check of D&B's public records database indicates that no filings were found for AUI ASSOCIATES, INC. at 1122 Nottingham Dr, West Chester PA.

D&B's extensive database of public record information is updated daily to ensure timely reporting of changes and additions. It includes business-related suits, liens, judgments, bankruptcies, UCC financing statements and business registrations from every state and the District of Columbia, as well as select filing types from Puerto Rico and the U.S. Virgin Islands.

D&B collects public records through a combination of court reporters, third parties and direct electronic links with federal and local authorities. Its database of U.S. business-related filings is now the largest of its kind.

GOVERNMENT ACTIVITY**Activity summary**

Borrower (Dir/Guar):	NO
Administrative debt:	NO
Contractor:	NO
Grantee:	NO
Party excluded from federal program(s):	NO

Possible candidate for socio-economic program consideration

Labor surplus area:	N/A
Small Business:	YES (2014)
8(A) firm:	N/A

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

AUI Associates, Inc

There have been no reorganizations or any form of bankruptcy regarding AUI Associates, Inc.

Bankruptcy Information

EXHIBIT C-8

AUI Associates, Inc

There has been no dissolution, merger or acquisition of AUI Associates, Inc.

Merger Information

EXHIBIT C-9

AUI Associates, Inc Operations

AUI Associates, Inc, has provided energy consulting services to our commercial & industrial customers for almost 25 years.

AUI has the experience and expertise to provide our customers with a sound, reliable and economical energy program without any change to your service.

AUI's mission is to provide our customers with a long-term, reliable and economical supply of electricity and natural gas.

At **AUI**, we know that the energy business is a people business and the need to communicate with our customers. **AUI** maintains regular contact with our customers and our colleagues in the energy industry.

AUI works on behalf of our customers.

Operations

EXHIBIT D-1

AUI Associates, Inc

Operations Expertise of applicant and Key personnel

Len D. Chylack is proud of the long-term relationships AUI have maintained with its customers.

Len A. Chylack & Len D. Chylack has been an energy provider in the natural gas industry since 1994.

Since **AUI's** beginning, there have been dozens of natural gas marketing companies enter and exit the energy business, many leaving their customers to locate another energy supplier.

Len D Chylack has built AUI's success on our ability to deliver reliable energy services to our customers with significant cost savings.

Len D Chylack has the experience and knowledge to serve customers with a single location or multiple facilities.

Operational Expertise

EXHIBIT D-2

Key Technical Personnel of AUI Associates, Inc

Len A Chylack	CEO	1122 Nottingham Drive West Chester, PA 19380	lachylack@energyconsulting.com	(610) 692-6544
---------------	-----	---	--------------------------------	----------------

Len D Chylack	President	2019 Fawn Lane Romansville, PA 19320	ldchylack@energyconsulting.com	(610) 517-3362
---------------	-----------	---	--------------------------------	----------------

Both Len A. Chylack and Len D. Chylack have made AUI Energy a pioneer & leader in natural gas savings since 1994!

AUI was the first to aggregated PECO's firm customers to overcome the prohibitively high minimum usage requirement to start saving back in 1994! Many of AUI's original customers are still with us strong today, 20 years later! Our aggregation expertise allowed customers to achieve the same saving discounts only the largest users enjoy. These include fixed price, monthly market price, and basis only & triggered pricing options.

AUI's customers were the **first to save** on PECO's "LVT" Low volume transportation back in 2001!

AUI's president Len D. Chylack and some of our customers were quoted in a 1996 Wall Street Journal front page article on the emerging Natural Gas deregulation market.

AUI constantly monitors the energy markets and provides our clients directly with regular updates and specifically tailored strategies.

Key Technical Personnel

EXHIBIT D-3