

FILE

**Ohio****Public Utilities  
Commission**

PUCO USE ONLY - Version 10/7		
Date Received	Renewal Certification Number	ORIGINAL AGG Case Number
		13 - 1175 - GA-AGG

## RENEWAL 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 renew its certificate as: (check all that apply)**

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

**A-2 Applicant information:**

Legal Name Summit Energy Services, Inc  
 Address 10350 Ormsby Park Place, Ste 400, Louisville, KY 40223  
 Telephone No. 502-429-3800 Web site Address www.summitenergy.com  
 Current PUCO Certificate No. 13-307G(1) Effective Dates June 10, 2013 through June 10, 2015

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

Name Schneider Electric, Energy & Sustainability Services  
 Address 10350 Ormsby Park Place, Ste 400, Louisville, KY 40223  
 Web site Address www.schneider-electric.com Telephone No. 502-429-3800

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

Summit Energy Services, Inc Schneider Electric, Energy & Sustainability Services

**A-5 Contact person for regulatory or emergency matters:**

Name Ron Taglieri Title Vice President, Americas Operations  
 Business Address 10350 Ormsby Park Place, Ste 400, Louisville, KY 40223  
 Telephone No. 502-753-3172 Fax No. 502-753-2248 Email Address Ron.Taglieri@ems.schneider-electric.com

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. (CRNGS Broker/Aggregator Renewal)

Technician AN

Date Processed MAY 07 2015

Page 1 of 7

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 2015 MAY -7 PM 12:20  
 PUCO

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

Name Ron Taglieri

Title Vice President, Americas Operations

Business address 10350 Ormsby Park Place, Ste 400, Louisville, KY 40223

Telephone No. 502-753-3172

Fax No. 502-753-2248

Email Address Ron.Taglieri@ems.schneider-electric.com

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

Customer service address 10350 Ormsby Park Place, Ste 400, Louisville, KY 40223

Toll-Free Telephone No. 800-418-3344

Fax No. 502-753-2248

Email Address N/A

**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 Robert Haffner

Title Client Development Manager

Business address 13664 Clipper Cove Drive, Cleveland, OH 44136

Telephone No. 216-375-1234

Fax No. 502-753-2248

Email Address Robert.Haffner@ems.schneider-electric.com

**A-9 Applicant's federal employer identification number 61-1211144**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☒ Corporation

☐ 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 type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input 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 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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	3/1/2012	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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	5/1/2012	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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	3/1/2013	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 checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	3/1/2013	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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still 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 renewed certification (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 for which it is seeking renewed certification since applicant last filed for certification.

- 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 since applicant last filed for certification.

☒ 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 since applicant last filed for certification.

☒ No ☐ Yes

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

## **SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experion, Dun and Bradstreet, or a similar organization.
- C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

### **SECTION D – APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

*[Handwritten Signature]* VP, Americas Operations

Sworn and subscribed before me this 6<sup>th</sup> day of May Month 2015 Year

*Mary Beth Baker*  
Signature of official administering oath

MARY BETH BAKER, NOTARY PUBLIC  
Print Name and Title

My commission expires on JUNE 16, 2016



# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of

Summit Energy Services, Inc

for a Certificate or Renewal Certificate to Provide

Competitive Retail Natural Gas Service in Ohio.

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Case No. 13 - 1175 -GA-AGG

County of Jefferson

State of Kentucky

Ron Taglieri - Vice President, Americas Operations

[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

*Ron Taglieri* VP, Americas Operations

Sworn and subscribed before me this

6<sup>th</sup>

day of

May

Month

2015

Year

*Mary Beth Baker*  
Signature of Official Administering Oath

MARY BETH BAKER, NOTARY PUBLIC  
Print Name and Title

My commission expires on JUNE 16, 2016

Summit Energy Services Inc.

Exhibit A-14 Principal Officers, Directors & Partners

Steve Wilhite  
Senior Vice President, ESS  
10350 Ormsby Park Place, Suite 400  
Louisville, KY 40223  
502-753-3103

Bill Brewer  
Vice President, Global Supply & Sustainability Operations  
10350 Ormsby Park Place, Suite 400  
Louisville, KY 40223  
502-753-3125

Ron Taglieri  
Vice President, Americas Operations  
10350 Ormsby Park Place, Suite 400  
Louisville, KY 40223  
502-753-3172



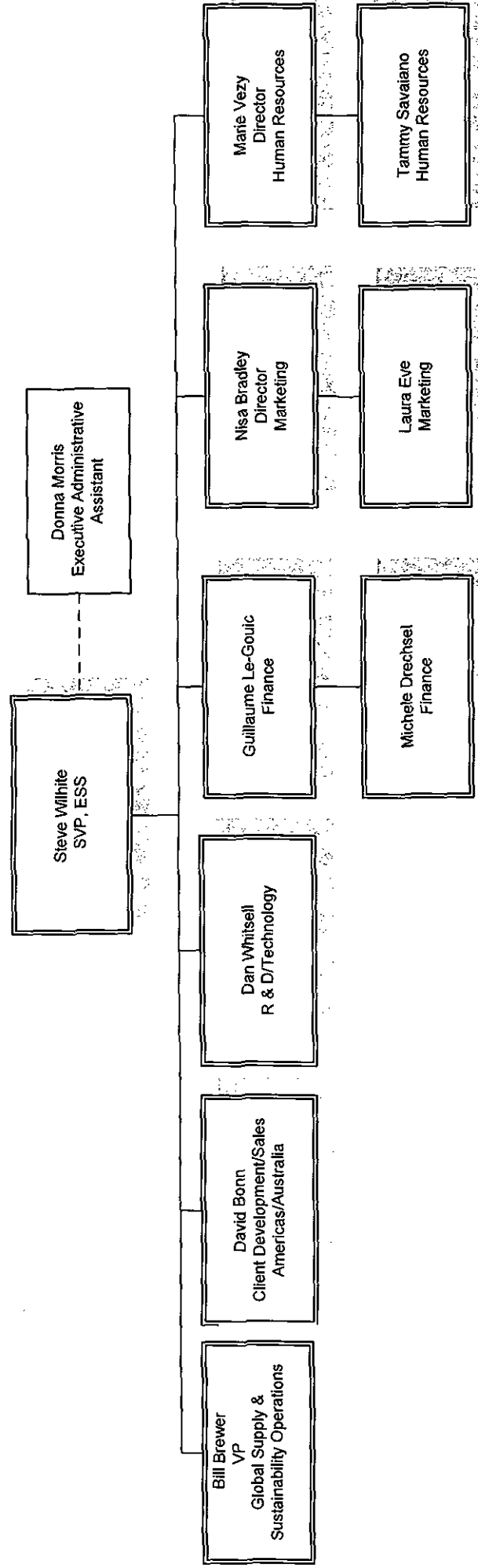
Summit Energy Services Inc.

Exhibit A-15 Corporate Structure

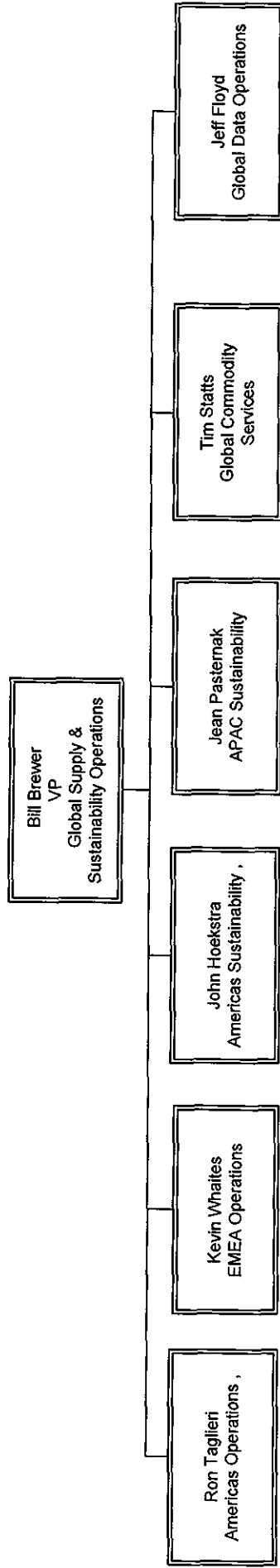
Summit Energy Services, Inc. is a 100% fully owned subsidiary of Schneider Electric. Neither Summit nor Schneider have any affiliate or subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America. Schneider does own some solar generation assets that are used for its own energy needs at some of its facilities.

# Steve Wilhite's ESS Americas Team

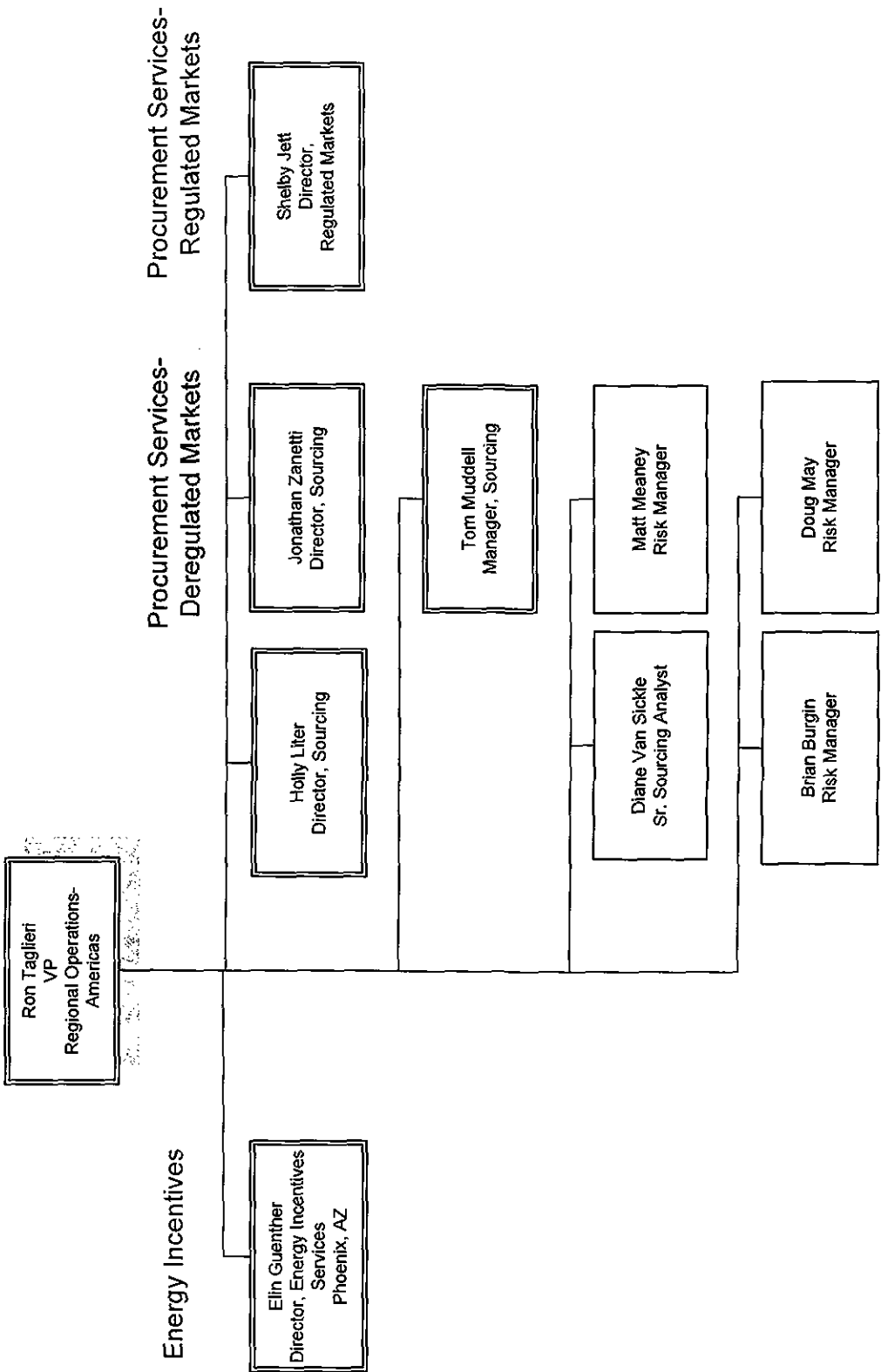
March 31, 2015  
Proprietary and Confidential Information



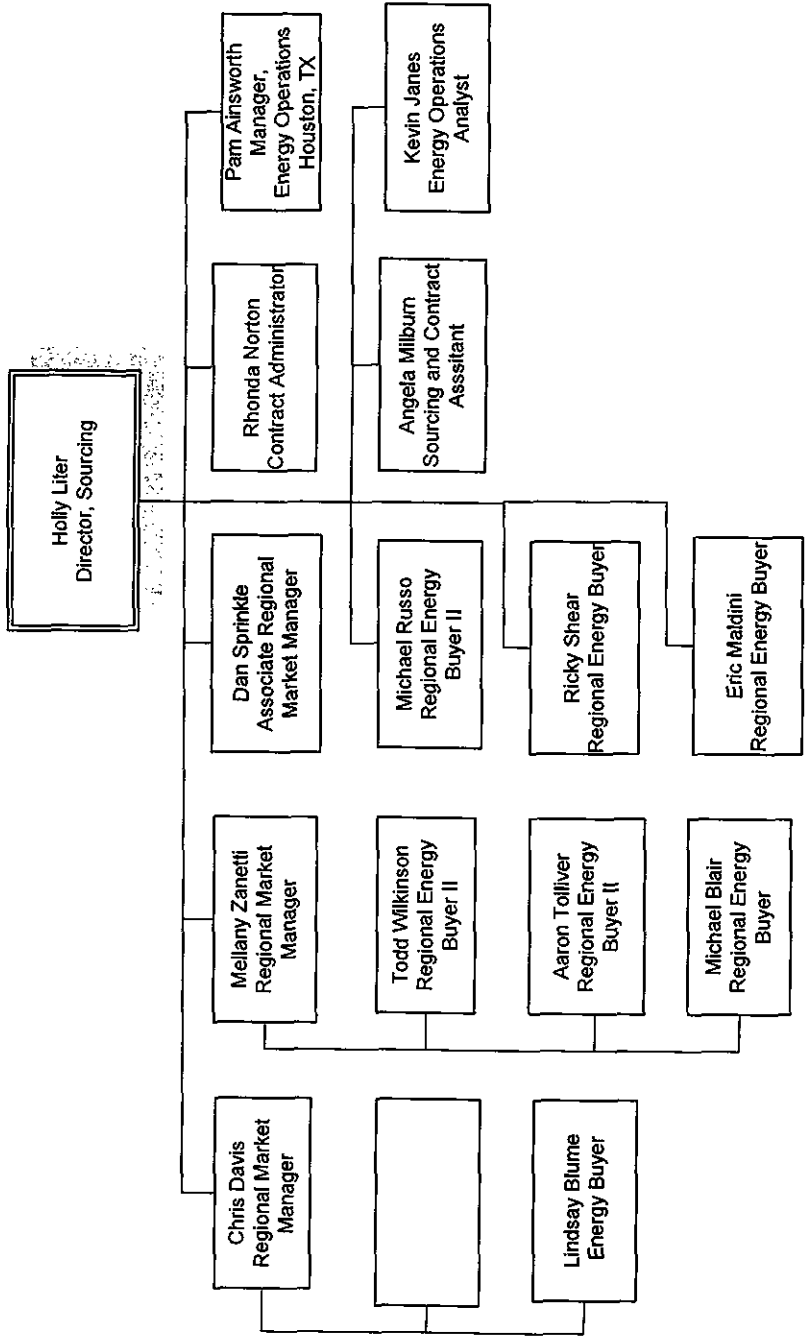
# Bill Brewer's Supply & Sustainability Global Operations Team



# Ron Taglieri's Regional Operations- Americas



# Holly Liter's Sourcing Team



Summit Energy Services Inc.

Exhibit A-16 Company History

Summit Energy Services, Inc. has existed since 1991, originally in area of natural gas procurement, but expanding into electric procurement in the mid-1990s. In addition to strategic sourcing on behalf of our clients, Summit also engages in data collection, invoice auditing and reconciliation, budgeting, rate analysis, risk management analysis and execution, demand side management and sustainability services. Summit has acquired two North American energy management businesses in the past several years, but both (POCO Energy and Kimball Energy) are currently being consolidated into Summit.

Summit is compensated through contractual relationships with its customers. However, a small portion of our business, is paid directly by suppliers through a broker relationship, in which a previously agreed upon fee between Summit and customer, is remitted directly to Summit by the supplier. This is disclosed to both customer and supplier, and Summit accepts no other remuneration from Supplier.

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# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SUMMIT ENERGY SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2004, AT 2:22 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF AUGUST, A.D. 2004, AT 10:47 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 8:26 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 8:26 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JUNE, A.D. 2009, AT 3:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SUMMIT ENERGY SERVICES, INC.".

3758387 8100H

091051793

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7669493

DATE: 12-01-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:22 PM 07/26/2004  
FILED 02:22 PM 07/26/2004  
SRV 040545204 - 3758387 FILE

**CERTIFICATE OF INCORPORATION  
OF  
SUMMIT ENERGY SERVICES, INC.**

1. **Name.** The name of the corporation is Summit Energy Services, Inc. (hereinafter the "Corporation").
2. **Registered Office, Registered Agent.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
3. **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. **Capital Stock.** The Corporation is authorized to issue two classes of common stock ("Common Stock"), designated respectively, "Voting Common Stock" and "Nonvoting Common Stock." The total number of shares which the Corporation is authorized to issue is fifteen million (15,000,000) shares, each with a par value of \$0.0001 per share, of which ten million (10,000,000) shares shall be Voting Common Stock and five million (5,000,000) shares shall be Nonvoting Common Stock. Holders of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held. Holders of Nonvoting Common Stock shall have no voting power whatsoever, except as otherwise expressly provided by law. Holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by each. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all of the Corporation's remaining assets, tangible and intangible, of whatever kind available for distribution to the stockholders, ratably in proportion to the number of shares of Common Stock held by each.
5. **Incorporator.** The name of the incorporator is WT&C Corporate Services, Inc. The mailing address of the incorporator is 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.
6. **Directors.** Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.
7. **Elimination of Director Liability.** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the



filing of the Certificate of Incorporation of which this Section 6 is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. Bylaws. The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal the Bylaws of the Corporation, except as such power may be restricted or limited by Delaware General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the incorporator of the Corporation, as of the 26th day of July, 2004.

WT&C CORPORATE SERVICES, INC.

By: Barbara G. Mangus  
Barbara G. Mangus, Vice President

15154622.1

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:47 AM 08/18/2004  
FILED 10:47 AM 08/18/2004  
SRV 040603914 - 3758387 FILE

**CERTIFICATE OF MERGER  
OF  
SUMMIT ENERGY SERVICES, INC.  
(a Kentucky corporation)  
INTO  
SUMMIT ENERGY SERVICES, INC.  
(a Delaware corporation)**

(Under Section 252 of the Delaware  
General Corporation Law)

Summit Energy Services, Inc., a Delaware corporation, hereby certifies that:

1. The name and jurisdiction of incorporation of each of the constituent corporations are:  
  
    A. Summit Energy Services, Inc., a Delaware corporation ("Summit DE");  
  
    and  
  
    B. Summit Energy Services, Inc., a Kentucky corporation ("Summit KY").
2. An Agreement and Plan of Merger has been duly authorized, approved, adopted, certified, executed and acknowledged by Summit DE and by Summit KY in accordance with the applicable provisions of the Delaware General Corporation Law and the Kentucky Business Corporation Act. The Agreement and Plan of Merger is attached hereto as Exhibit A.
3. Summit DE will be the surviving corporation in the merger. The name of the surviving corporation is Summit Energy Services, Inc.
4. The Certificate of Incorporation of Summit DE in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of Summit DE.
5. The executed Agreement and Plan of Merger is on file at the following office of Summit DE: Suite 400, 10350 Ormsby Park Place, Louisville, Kentucky 40223.
6. A copy of the Agreement and Plan of Merger will be furnished by Summit DE on request and without cost to any stockholder of Summit DE or any shareholder of Summit KY.
7. Summit KY has authorized capital stock of five million (5,000,000) common shares, no par value.
8. With respect to Summit KY, the designation and number of outstanding shares, the number of votes entitled to be cast by the sole voting group entitled to vote separately on the Agreement and Plan of Merger and the number of votes of the sole voting group cast for and against the Agreement and Plan of Merger are as follows:

Designation and Number of Outstanding Shares	Number of Votes Entitled to be Cast by Sole Voting Group	Number of Votes Cast For the Agreement and Plan of Merger	Number of Votes Cast Against the Agreement and Plan of Merger
4,197,244 shares of common stock	4,197,244 shares of common stock	3,179,970 shares of common stock	None

With respect to Summit DE, the Agreement and Plan of Merger was approved and adopted by the Summit DE Board of Directors by Unanimous Written Consent dated as of August 2, 2004. No shares of stock of Summit DE were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

IN WITNESS WHEREOF, Summit DE has caused this Certificate of Merger and Articles of Merger to be executed by James B. Headlee, its Chief Executive Officer as of the 12<sup>th</sup> day of August, 2004.

"Summit DE"

SUMMIT ENERGY SERVICES, INC.

By:   
James B. Headlee, Chief Executive Officer

**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER**, by and between **SUMMIT ENERGY SERVICES, INC.**, a Kentucky corporation, and **SUMMIT ENERGY SERVICES, INC.**, a Delaware corporation, pursuant to Section 11-070 of the Kentucky Business Corporation Act and Section 252 of the Delaware General Corporation Law.

**Section 1. Name and Jurisdiction.** The name of the corporation proposing to merge is Summit Energy Services, Inc., a Kentucky corporation, which corporation is referred to hereinafter as the "Merging Corporation." The name of the corporation into which the Merging Corporation shall be merged is Summit Energy Services, Inc., a Delaware corporation, which corporation is referred to hereinafter as the "Surviving Corporation."

**Section 2. Terms and Conditions.** The terms and conditions of the merger are as follows:

A. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation pursuant to the provisions of Section 11-070 of the Kentucky Business Corporation Act and Section 252 of the Delaware General Corporation Law. Upon the effective date of the merger, the existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue under the name Summit Energy Services, Inc. The Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Merging Corporation; and the Surviving Corporation shall become subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

B. **Bylaws.** The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation following the effective date of the merger.

C. **Board of Directors and Officers.** The members of the Board of Directors and the Officers of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the same persons following the effective date of the merger.

D. **Principal Office.** The principal office of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the principal office of the Surviving Corporation following the effective date of the merger.

E. **Costs and Expenses.** All of the costs and expenses incurred on account of this merger shall be assumed and paid by the Surviving Corporation.

**Section 3. Manner and Basis of Conversion.**

A. **Capital Stock.** The manner and basis of converting the outstanding shares of capital stock of the Merging Corporation into shares of capital stock of the Surviving Corporation is as follows: On the effective date of the merger, each and every one (1) of the

outstanding shares of common stock of the Merging Corporation shall be converted into and exchanged for one (1) share of the Voting Common Stock and .4 share of the Nonvoting Common Stock of the Surviving Corporation; provided that no fractional shares of Nonvoting Common Stock or scrip therefor shall be issued in the merger but, instead, any fractional share of Nonvoting Common Stock which a shareholder otherwise, upon the conversion and exchange, would be entitled to receive shall be rounded up to a whole share of Nonvoting Common Stock. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate representing the number of shares of Voting Common Stock and a certificate representing the number of shares of Nonvoting Common Stock of the Surviving Corporation into which the shares of capital stock of the Merging Corporation theretofore represented by the surrendered certificate or certificates shall have been converted as aforesaid.

B. Options. On the effective date of the merger, each and every outstanding option to purchase shares of capital stock of the Merging Corporation, whether or not vested or exercisable, shall, by virtue of the merger and with no action on the part of the option holder, be converted automatically into and exchanged for an option to purchase one (1) share of the Voting Common Stock and .4 share of the Nonvoting Common Stock of the Surviving Corporation, subject to and in accordance with the terms and conditions of the applicable stock option plan and agreement pursuant to which the option was issued.

Section 4. Adoption of Agreement. This Agreement and Plan of Merger has been adopted by the Board of Directors of the Surviving Corporation pursuant to the second sentence of Section 251(f) of the Delaware General Corporation Law. No shares of stock of the Surviving Corporation were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

[END OF TEXT]

IN WITNESS WHEREOF, the undersigned Merging Corporation, by its Chief Executive Officer, and the undersigned Surviving Corporation, by its Chief Executive Officer, have adopted, approved, certified, executed and acknowledged this Agreement and Plan of Merger as of the 12<sup>th</sup> day of August, 2004.

"Merging Corporation"

SUMMIT ENERGY SERVICES, INC.

By: James B. Headlee  
James B. Headlee, Chief Executive Officer

"Surviving Corporation"

SUMMIT ENERGY SERVICES, INC.

By: James B. Headlee  
James B. Headlee, Chief Executive Officer

IN WITNESS WHEREOF, the undersigned Secretary of the Surviving Corporation hereby executes this Agreement and Plan of Merger as of the 12<sup>th</sup> day of August, 2004, for purposes of certifying the truth and accuracy of the information contained in Section 4 of this Agreement and Plan of Merger.

Patrick W. Mattingly  
Patrick W. Mattingly, Secretary

**CERTIFICATE OF MERGER  
OF  
SESI ACQUISITION CORPORATION  
INTO  
SUMMIT ENERGY SERVICES, INC.**

**(Under Section 251 of the General Corporation  
Law of the State of Delaware)**

Summit Energy Services, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - A. SESI Acquisition Corporation, a Delaware corporation; and
  - B. Summit Energy Services, Inc., Delaware corporation.
2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of SESI Acquisition Corporation and Summit Energy Services, Inc. in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Summit Energy Services, Inc.
4. The certificate of incorporation of Summit Energy Services, Inc. as in effect immediately prior to the merger becoming effective shall be amended at the effective time of the merger to read in its entirety as so provided in Exhibit A attached hereto and, as so amended, shall be the amended and restated certificate of incorporation of the surviving corporation, effective upon the filing of this Certificate of Merger, until thereafter further altered or amended as provided therein or by applicable law.
5. The executed agreement and plan of merger is on file at the office of Summit Energy Services, Inc., located at 10350 Ormsby Park Place, Suite 400, Louisville, Kentucky 40223.
6. A copy of the agreement and plan of merger will be furnished by Summit Energy Services, Inc. on request and without cost, to any stockholder of Summit Energy Services, Inc. or SESI Acquisition Corporation.
7. The merger shall be effective upon the filing of this certificate with the Delaware Secretary of State.

IN WITNESS WHEREOF, Summit Energy Services, Inc. has caused this certificate to be signed by a duly authorized officer on the 31st day of August, 2007.

SUMMIT ENERGY SERVICES, INC..

By: 

Its: President



**STATE of DELAWARE**

---

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF**

**SUMMIT ENERGY SERVICES, INC.**

*(filed under and pursuant to Section 242 and 245 of  
the General Corporation Law of the State of Delaware)*

The undersigned, Steve Wilhite, the President of Summit Energy Services, Inc. (the "Corporation"), organized and existing under the General Corporation Law of the State of Delaware, hereby adopts this Amended and Restated Certificate of Incorporation in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware. The undersigned certifies as follows:

**FIRST:** The Corporation filed its original Certificate of Incorporation with the Secretary of State of Delaware on July 26, 2004, under the name Summit Energy Services, Inc.

**SECOND:** The undersigned has determined that the adoption of this Amended and Restated Certificate of Incorporation is advisable and in the best interests of the Corporation and has adopted this Amended and Restated Certificate of Incorporation amending and restated the original Certificate of Incorporation as follows:

1. Name. The name of this corporation is Summit Energy Services, Inc.
2. Registered Office. The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.

5. Incorporator. The name and mailing address of the incorporator is: WT&C Corporate Services, Inc., 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.

6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall

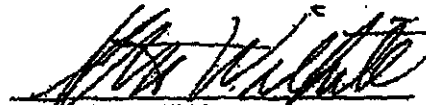
not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Waiver of Corporate Opportunities. To the maximum extent permitted from time to time under the law of the State of Delaware, this Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of this Corporation. No amendment or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

12. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

13. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

THE UNDERSIGNED, the undersigned, a duly authorized officer of Summit Energy Services, Inc., hereby certifies that the facts stated above are true as of this 31st day of August, 2007.



Name: Steve Wilhite  
Title: President

**STATE of DELAWARE**

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SUMMIT ENERGY SERVICES, INC.**

*(filed under and pursuant to Section 242 and 245 of  
the General Corporation Law of the State of Delaware)*

The undersigned, Steve Wilhite, the President of Summit Energy Services, Inc. (the "Corporation"), organized and existing under the General Corporation Law of the State of Delaware, hereby adopts this Amended and Restated Certificate of Incorporation in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware. The undersigned certifies as follows:

**FIRST:** The Corporation filed its original Certificate of Incorporation with the Secretary of State of Delaware on July 26, 2004, under the name Summit Energy Services, Inc.

**SECOND:** The undersigned has determined that the adoption of this Amended and Restated Certificate of Incorporation is advisable and in the best interests of the Corporation and has adopted this Amended and Restated Certificate of Incorporation amending and restated the original Certificate of Incorporation as follows:

1. Name. The name of this corporation is Summit Energy Services, Inc.
2. Registered Office. The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.

5. Incorporator. The name and mailing address of the incorporator is: WT&C Corporate Services, Inc., 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.

6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall

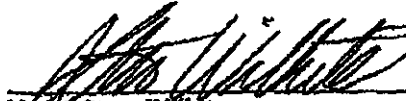
not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Waiver of Corporate Opportunities. To the maximum extent permitted from time to time under the law of the State of Delaware, this Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of this Corporation. No amendment or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

12. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

13. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

THE UNDERSIGNED, the undersigned, a duly authorized officer of Summit Energy Services, Inc., hereby certifies that the facts stated above are true as of this 31st day of August, 2007.



Name: Steve Wilhite  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:50 PM 06/02/2009  
FILED 03:50 PM 06/02/2009  
SRV 090580679 - 3758387 FILE

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SUMMIT ENERGY SERVICES, INC.**

Summit Energy Services, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

By unanimous written consent of the Board of Directors of the Corporation, resolutions were duly adopted pursuant to Sections 141 and 242 of the DGCL, setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The holder of the majority of the outstanding shares of the Corporation duly approved said proposed amendment by consent in accordance with Sections 228 and 242 of the DGCL. The resolution setting forth the amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by adding Article 14 which shall read in its entirety as follows:

14. Classes of Directors. In accordance with Section 141(d) of the General Corporation Law of the State of Delaware, the holders of this Corporation's Common Stock are entitled to elect and designate two directors as Class 1 Directors (the "Class 1 Directors") and one or more directors as Class 2 Directors (the "Class 2 Directors"). Each Class 1 Director shall have five (5) votes on all matters considered by the board of directors. Each Class 2 Director shall have one (1) vote on all matters considered on all matters considered by the board of directors.

[Remainder of page left intentionally blank; signature page follows]

IN WITNESS WHEREOF, Summit Energy Service, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by Steve Williams, its President, as of May 24, 2008.

SUMMIT ENERGY SERVICES, INC.

By:   
Name: Steve Williams  
Title: President



# Exhibit A-18 Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/28/2010	201011700957	FOREIGN LICENSE/FOR-PROFIT (FLP)	125.00	.00		.00	.00

## Receipt

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

WYATT, TARRANT & COMBS, LLP  
2800 PNC PLAZA  
LOUISVILLE, KY 40202

## STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1932168

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

**SUMMIT ENERGY SERVICES, INC.**

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

Document(s):

**FOREIGN LICENSE/FOR-PROFIT**

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

Document No(s):

**201011700957**



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 23rd day of April, A.D.  
2010.

Ohio Secretary of State

Summit Energy Services, Inc

### **Exhibit B-1: Jurisdictions of Operation**

<b><u>State:</u></b>	<b><u>License No:</u></b>
Delaware	13-378
District of Columbia	EA 2013-20, GA 2013-13
Illinois	10-0241
Maine	2006-318
Maryland	IR-1396, IR-3249
Massachusetts	RA-104, EB-149
New Hampshire	DM 13-328, DM 11-286
New Jersey	EA-0092
Ontario	ER-2013-0050
Pennsylvania	A-2009-2143682. A-2013-2389017
Rhode Island	D-96-6 (O6), 2379(D3)
Texas	80292

### **Exhibit B-2 Experience & Plans**

Summit Energy Services Inc. is a broker, not a supplier, and we do not provide contracting services or billing statements.

### **Exhibit B-3 Summary of Experience**

Although Summit has relatively recent experience (starting in 2009) functioning as a broker for third party gas procurement transactions, Summit Energy has served in an advisory capacity in the Ohio gas markets for almost twenty years. Most of that period resulted in utility tariff supplied electricity being more economical, but that recently changed and Summit has advised on transactions for over several hundred MWs for over one hundred clients. Summit has experience not only on pricing analysis, but also evaluation of suppliers, including their credit and operational capabilities, bill audits, budgeting and forward pricing forecasting. Summit aggregates its customer base for its suppliers to lower transaction costs and secure most competitive bidding.

In the last two years, Summit has facilitated 23 contracts for our commercial and industrial customers in OH for supply of over 180 million kWh and over 45,000 Dth.

### **Exhibit B-4: Disclosure of Liabilities and Investigations**

In January 2015, Summit Energy Services, Inc. (Summit) was ordered by the Commodity Futures Trading Commission (CFTC) to pay a \$140,000 civil monetary penalty for acting as an unregistered Commodity Trading Advisor for a period of time from October 2012 through September 25, 2014. This arose as the result of Summit working with the CFTC to ensure all reporting requirements were met.

Currently, Summit is now registered as a Commodity Trading Advisor (CTA) with the CFTC and are in full compliance with the requirements to provide financial hedging and risk management services to clients, and there will be no impact to operations or customers. Even before the CFTC's inquiry, Summit was working through the requirements to meet these new regulations, including obtaining the necessary certifications to provide financial hedging and risk management services to our clients. This situation has been fully resolved, and does not impact any of our operations or our services, past or future. Furthermore, there are no implications for our clients, their businesses, or their interactions with Summit.

Information regarding this can be found in CFTC Docket No. 15-12

### **Exhibit C-1 Annual Reports**

Annual reports for Schneider Electric SA can be found online at <http://www.schneider-electric.com/sites/corporate/en/finance/presentations/annual-reports.page>.

Summit Energy Services, Inc

**Exhibit C-2 SEC Filings**

Schneider Electric SA shares are not traded on an organized exchange in the United States. As a result, Schneider Electric does not fall under the SEC's jurisdiction. The shares are traded on the Paris Stock Exchange (Eurolist – Euronext Paris).

# Exhibit C-3: Financial Statements

## Summit Energy Services, Inc. Consolidated Balance Sheet December 31, 2014 and December 31, 2013

ASSETS	December 31, 2014 in KUSD	December 31, 2013 in KUSD
<b>Current Assets:</b>		
Cash	118	(758)
Accounts Receivable & Other Receivables	13,352	10,142
Intercompany Receivable	4,163	7,602
Prepaid Expenses	484	563
Other Current Assets		
<b>Total Current Assets Before Funds Held for Clients</b>	<b>18,117</b>	<b>17,549</b>
Funds Held for Clients	1,167	484
<b>Total Current Assets</b>	<b>19,284</b>	<b>18,033</b>
<b>Fixed Assets:</b>		
Property and Equipment	5,807	4,795
Software	36,729	31,326
Accumulated Depreciation	(21,786)	(14,069)
<b>Total Fixed Assets</b>	<b>20,750</b>	<b>22,052</b>
<b>Other Assets:</b>		
Goodwill and Other Assets	259,062	259,932
<b>Total Other Assets</b>	<b>259,062</b>	<b>259,932</b>
<b>Total Assets</b>	<b>299,096</b>	<b>300,017</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Accounts payable	434	234
Accrued expenses	12,058	10,546
Deferred Revenue	1,630	767
Deferred income taxes	9,452	14,784
<b>Total Current Liabilities before client fund obligations</b>	<b>23,574</b>	<b>26,331</b>
Client funds obligations	1,167	484
<b>Total Current Liabilities</b>	<b>24,741</b>	<b>26,815</b>
Deferred income taxes	7,054	7,054
<b>Total Liabilities</b>	<b>31,795</b>	<b>33,869</b>
<b>Stockholders' Equity:</b>		
Common Stock and Additional Paid in Capital	275,279	272,161
Dividends	(2,000)	(2,000)
Retained Earnings	(5,943)	(4,012)
Other Comprehensive Income	(35)	(1)
<b>Total Stockholders' Equity</b>	<b>267,301</b>	<b>266,148</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>299,096</b>	<b>300,017</b>

-- Amounts Above are Unaudited --

Summit Energy Services, Inc.  
Consolidated Income Statement  
For the Twelve Months Ending December 31, 2014 and December 31, 2013

	2014 in KUSD	2013 in KUSD
<b>Revenue</b>	<b>63,059</b>	<b>53,422</b>
<b>Operating Expense:</b>		
Salaries and Related	34,426	30,462
Office Rent	1,423	1,174
Technology, repairs and maintenance	1,322	746
Outside Services	8,267	7,061
Travel, meals and entertainment	1,387	1,410
General & Administrative	3,372	2,849
<b>Total Operating Expense</b>	<b>50,197</b>	<b>43,702</b>
<b>EBITDA</b>	<b>12,862</b>	<b>9,720</b>
<b>Other Expense (Income):</b>		
Interest Expense/Interest Income	(4)	(6)
Depreciation/Amortization	12,333	10,721
Other Non-Recurring Costs	3,545	2,161
Total Other (Expense)	15,874	12,876
Pre- Tax Income	(3,012)	(3,156)
Income Tax Expense	(1,220)	(1,227)
<b>Net Income</b>	<b>(1,792)</b>	<b>(1,929)</b>

-- Amounts Above are Unaudited --

Summit Energy Services Inc.

Exhibit C-4 Financial Arrangements

We are a broker, not a supplier and do not have copies of any financial arrangements requested in Exhibit C-4.

# Exhibit C-5: Forecasted Financial Statements

## Forecasted Income Statement (Unaudited)

Summit Energy Services, Inc.

For the Month Ending December 31, 2015

	<u>TOTAL</u> <u>Bud2015</u>
<b>Revenues</b>	
Consulting Income	\$54,474,316
Special Projects / One-time fees	3,245,861
Energy Efficiency & Environment	10,084,462
<b>Total Revenue</b>	<b>67,804,639</b>
<b>Operating Expense:</b>	
Salaries and Related	38,348,505
Office Rent	1,500,508
Technology, repairs and maintenance	1,231,936
Outside Services	7,549,834
Travel, meals and entertainment	1,378,180
General Admin	3,435,375
<b>Total Operating Expense</b>	<b>53,444,338</b>
<b>EBITDA</b>	<b>14,360,301</b>
<b>Other Expense (Income):</b>	
Interest Expense/Interest Income	(4,312)
Depreciation	8,670,774
Amortization	4,610,004
Integration	2,367,395
Gain Loss on Equipment Disposal	0
Foreign Currency Gain (Loss)	(78,970)
SE Mgmt Fees	944,006
<b>Total Other (Expense)</b>	<b>16,508,897</b>
<b>Pre- Tax Income</b>	<b>(2,148,596)</b>
<b>Income Tax Expense</b>	<b>(718,851)</b>
<b>Net Income</b>	<b>(1,429,745)</b>



Summit Energy Services, Inc

**Exhibit C-6 Credit Rating**

Summit Energy Services was acquired by Schneider Electric in April 2011 and in January 2012 was branded as Schneider Electric. However, contracting and accounting is still done under Summit Energy Services and the D&B number is Summit Energy's number.

Dunn & Bradstreet Number: 80-878-6073

Summit Energy Services, Inc. has a 1R3 D&B rating.

Schneider Electric USA, Inc. has a 1R4 D&B rating.

## Exhibit C-7 Credit Report



Printed By: Wes Tappmeyer  
Date Printed: April 21, 2015

## Account : SUMMIT ENERGY

D-U-N-S® Number: 80-878-6073 - SUMMIT ENERGY SERVICES, INC.

Account Number: 24517-Schneider US

Trade Names: (SUBSIDIARY OF SCHNEIDER ELECTRIC HOLDINGS, INC., PALATINE, IL)

Endorsement/Billing Reference: Wes.tappmeyer@ems.schneider-electric.com

## D&amp;B Address

**Address** 10350 Ormsby Pk Pl Ste  
400  
Louisville, KY, US - 40223  
**Phone** 502-429-3800  
**Fax** 502-753-2248  
**Location Type** Headquarters  
(Subsidiary)

## Account Address

**Address** 10350 ORMSBY PARK PL  
LOUISVILLE, KY, US - 40223  
**Phone**  
**Fax**

**Assigned to:** Credit Department

**Account Created:** 09/06/2011

**Last View Date:** 02/23/2015

**Last Review Date:** 12/07/2011

**Last Import Date:** 07/17/2013

**Endorsement :** Wes.tappmeyer@ems.  
schneider-electric.com

## Company Summary

Currency: Shown in USD unless otherwise indicated

## Score Bar

PAYDEX®		72	Paying 12 days past due
Commercial Credit Score Percentile		76	Low to Moderate Risk of severe payment delinquency.
Financial Stress Score National Percentile		60	Moderate Risk of severe financial stress.
D&B Viability Rating			View More Details
Bankruptcy Found	No		
D&B Rating	1R3		1R indicates 10 or more Employees, Credit appraisal of 3 is fair

## Account Review Reasons

Status: No Action Recommended

## D&amp;B Viability Rating

	<b>Viability Score : 3</b>
	<b>Portfolio Comparison : 2</b>
	<b>Data Depth Indicator : B</b>
	<b>Company Profile : Z</b>

## Detailed Trade Risk Insight™

Days Beyond Terms Past 3 Months

**2**  
Days

Dollar-weighted average of 9 payment experiences  
reported from 8 Companies

#### Recent Derogatory Events

	Jan-15	Feb-15	Mar-15
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	-

#### Subsidiary

#### Current Credit Terms

Actual Credit Limit(USD)	6,000.00
Previous Credit Limit (USD)	Not Available
Actual Payment Terms	Not Set
Actual Early Payment Discount	Not Set
Actual Term Status	Not Set
Total Outstanding	11,580.00
Credit Limit Remaining	-5,580.00

#### Company Overview

This is a headquarters (subsidiary) location

Branch(es) or Division(s) exist	Y
Chief Executive	JAMES B HEADLEE, CEO
Year Started	1991
Management Control	2011
Employees	350 (Undetermined Here)
SIC	8741
Line of business	Management services
NAICS	561110
History Status	CLEAR

#### FirstRain Company News

This Company is not currently tracked for Company News

Powered by FirstRain

#### Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	7	11/28/14


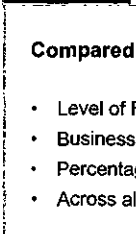

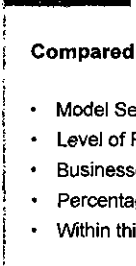

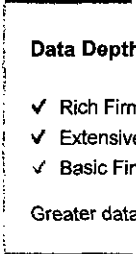
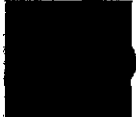
The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

## Predictive Scores

Currency: Shown in USD unless otherwise indicated 

### D&B Viability Rating Summary

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 go out of business, become dormant/inactive, or file for bankruptcy/insolvency within the next 12 months. The D&B Viability Rating is made up of 4 components:

	<b>Viability Score</b>	Lowest Risk:1	Highest Risk:9
	<p><b>Compared to All US Businesses within the D&amp;B Database:</b></p> <ul style="list-style-type: none"> <li>• Level of Risk: <b>Low Risk</b></li> <li>• Businesses ranked 3 have a probability of becoming no longer viable: <b>3 %</b></li> <li>• Percentage of businesses ranked 3: <b>15 %</b></li> <li>• Across all US businesses, the average probability of becoming no longer viable: <b>14 %</b></li> </ul>		
	<b>Portfolio Comparison</b>	Lowest Risk:1	Highest Risk:9
	<p><b>Compared to All US Businesses within the same MODEL SEGMENT:</b></p> <ul style="list-style-type: none"> <li>• Model Segment : <b>Established Trade Payments</b></li> <li>• Level of Risk: <b>Low Risk</b></li> <li>• Businesses ranked 2 within this model segment have a probability of becoming no longer viable: <b>3 %</b></li> <li>• Percentage of businesses ranked 2 with this model segment: <b>16 %</b></li> <li>• Within this model segment, the average probability of becoming no longer viable: <b>5 %</b></li> </ul>		
	<b>Data Depth Indicator</b>	Predictive Data:A	Descriptive Data:G
	<p><b>Data Depth Indicator:</b></p> <ul style="list-style-type: none"> <li>✓ Rich Firmographics</li> <li>✓ Extensive Commercial Trading Activity</li> <li>✓ Basic Financial Attributes</li> </ul> <p>Greater data depth can increase the precision of the D&amp;B Viability Rating assessment.</p>		
	<b>Company Profile</b>		<b>Subsidiary</b>

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Summit Energy Services Inc.

#### **Exhibit C-8 Bankruptcy Information**

Summit Energy Services, Inc & Schneider Electric are not in any bankruptcy or reorganization proceedings and does not anticipate need to do so.

#### **Exhibit C-9 Merger Information**

There has been no dissolution, merger or acquisition since Summit Energy Services, Inc last filed.

#### **Exhibit D-1 Operations**

Summit Energy will evaluate the market to ensure whether utility provided electricity is competitive with those markets open to third party competition, and where third party options are more optimal, Summit will competitively source the generation component amongst multiple vendors on price, service and other factors. Summit will also negotiate contract terms on behalf of its clients as well as offer follow-up services such as billing reconciliation.

#### **Exhibit D-2 Operations Expertise**

Although Summit has relatively recent experience (starting in 2009) functioning as a broker for third party gas procurement transactions, Summit Energy has served in an advisory capacity in the Ohio gas markets for almost twenty years. Most of that period resulted in utility tariff supplied electricity being more economical, but that recently changed and Summit has advised on transactions for over several hundred MWs for over one hundred clients. Summit has experience not only on pricing analysis, but also evaluation of suppliers, including their credit and operational capabilities, bill audits, budgeting and forward pricing forecasting. Summit aggregates its customer base for its suppliers to lower transaction costs and secure most competitive bidding.

Summit Energy Services Inc.

Exhibit D-3 Key Technical Personnel

**HOLLY LITER**  
**DIRECTOR, SOURCING**

As the Director of NG Sourcing for the Midwest region, Holly oversees the procurement team responsible for Midwestern natural gas portfolios. Over the past few years, these markets have experienced significant regulatory and infrastructure-related changes, creating opportunities for risk mitigation strategies with customers. Holly assumed her current role in 2010, but began working with Summit Energy in 2002 as a Sourcing Analyst. Prior to joining Summit Energy, Holly spent five years as a Project Engineer with Vogt-Nem/Nem BV, a manufacturer of heat recovery steam generators. Holly holds both a Bachelor of Science and an Master of Engineering in Chemical Engineering from the University of Louisville.

**MELLANY HALE ZANETTI**  
**REGIONAL MARKET MANAGER**

As the Regional Market Manager for the Midwest region, Mellany is currently responsible for the Market Opinion and Buying Strategy for Natural Gas in Ohio, Illinois, Indiana, Michigan and Wisconsin. Additionally, Mellany procures gas behind a number of utilities in Ohio, Indiana, Michigan and Wisconsin. Mellany began her career at Summit within our Northeast Regulated Markets department in 2003. She moved to Senior Sourcing Analyst position and was promoted in 2009 to her current position. Mellany has a total of 15 years of energy experience, four were prior to Summit where she worked for a natural gas marketer nominating, balancing and procuring gas for industrial customers in several markets across the United States.

**AARON TOLLIVER**  
**REGIONAL ENERGY BUYER**

Aaron is currently responsible for third party natural gas and basis procurement behind Dominion East Ohio. He is a member of Schneider Electric's Alternative Fuel Procurement team buying refined fuels and transportation for customers across the nation. Aaron began his career with Schneider Electric in September 2012 as a Regional Energy Buyer I and was recently promoted to a Regional Energy Buyer II. He holds a Bachelor of Science in Environmental Management from the University of Indiana.

**MICHAEL BLAIR**  
**REGIONAL ENERGY BUYER**

Michael began his career with Schneider Electric as a Regional Energy Buyer in the fall of 2010. In the state of OH he is responsible for gas procurement primarily behind Columbia Gas and Duke Energy, along with a number of smaller utilities adjacent to those territories. Michael holds a Bachelor of Science in Economics from the University of Louisville.