

FILE



Direct Energy.

15-2033-GA-ABN

24

Barbara Farmer  
Compliance Analyst  
Direct Energy  
(713)354-4710

[barbara.farmer@directenergy.com](mailto:barbara.farmer@directenergy.com)

Public Utility Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

December 2, 2015

**RE: Hess Corporation Competitive Retail Natural Gas Supplier License (04-080G)**  
**Termination Notice**

Dear Docketing Division:

The purpose of this filing is to provide notice to the Public Utility Commission of Ohio of the intent to abandon the Competitive Retail Natural Gas Supplier License held by Hess Corporation (04-208G). This decision was made based on the notion that customers formerly served under the Hess Corporation license are being served by Direct Energy Business Marketing, LLC or have selected another Choice Provider. There are currently no customers being served by Hess Corporation under this license.

Please find enclosed one (1) original and ten (10) copies of the Abandonment Application as required.

If there are any questions or comments regarding this notice, please contact me directly.

Best Regards,

Barbara Farmer

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician MN Date Processed **DEC 03 2015**

RECEIVED-DOCKETING DIV  
2015 DEC -3 PM 2:07  
PUCO



# Public Utilities Commission

**ORIGINAL**

## RETAIL NATURAL GAS SERVICE SUPPLIER/GOVERNMENTAL AGGREGATOR SERVICE OPERATIONS AND CERTIFICATE ABANDONMENT APPLICATION

### *Preface*

*This form is intended for the purpose of making application to The Public Utilities Commission of Ohio (PUCO) for the voluntary cessation of natural gas services and operations and the abandonment of certificate issued for competitive retail natural gas service(s) or governmental aggregation, within the service areas of all Ohio-regulated local gas distribution (LDC) companies.*

### **Filing Instructions**

The following cover form and application are designed so that you may directly input information onto the form. You may also download the entire application package by saving it to your local disk.

Please print or type all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit C-2 LDC Notice*). All attachments should bear the legal name (and any references to which the Applicant is doing business in Ohio), and should be included on the electronic copy provided.

To file application, send or deliver the original completed cover form, application, affidavit, and all supporting information, along with 10 copies to:

***The Public Utilities Commission of Ohio, Docketing Division  
180 East Broad Street, 13<sup>th</sup> Floor  
Columbus, OH 43215-3793.***

RECEIVED-DOCKETING DIV  
2015 DEC -3 PM 2:07  
PUCO

# ***The Public Utilities Commission of Ohio***

## **RETAIL NATURAL GAS SUPPLIER/GOVERNMENTAL AGGREGATOR FILING COVER FORM POST INITIAL CERTIFICATION**

In the Matter of the Application of )  
Hess Corporation ) Case No. **04 - 683 -GA- CRS**  
)  
to: )

Name of Applicant: Hess Corporation

Applicant's Address: One Hess Plaza, Woodbridge, NJ 07095

Contact Person or Counsel: Barbara Farmer

Telephone Number: (713)354-4710

Mark the reason for filing this form, application, and supporting information. Check only one of the five main categories. Use separate copies of this form for each type of application.

1. ☐ Certification Renewal Application (to be filed 30 to 60 days prior to expiration of current certificate) per Rules 4901:1-27-09 and 4901:1-27-04 of the Ohio Administrative Code.
2. ☐ Notification of Material Change in Business (to be filed in the initial or most recent certification docket and within 30 days of the material change occurring) per Rule 4901:1-27-11 of the Ohio Administrative Code. Please check the following material change(s) that is(are) involved with this filing:
  - ☐ Change in ownership of five percent or more
  - ☐ Affiliation with public utility or change in affiliation with a public utility in this state
  - ☐ Retirement or other long-term changes to supply sources
  - ☐ Revocation, restriction, or termination of interconnection or service agreement with pipeline company or natural gas company
  - ☐ Fall of bond rating below BBB-
  - ☐ Fall of bond rating below Baa3
  - ☐ Filed or intend to file for some form of bankruptcy
  - ☐ Receipt of judgment, finding, or ruling that could affect fitness or ability to provide service
  - ☐ Other (please describe):
3. ☐ Certificate Transfer Application per Rule 4901:1-27-11 of the Ohio Administrative Code.
4. ☒ Abandonment Application (to be filed at least 90 days prior the effective date of the abandonment) per Rule 4901:1-27-12 of the Ohio Administrative Code. Please indicate which of the following two situations applies to the proposed abandonment:
  - ☒ Seek to abandon operations with no existing customers
  - ☐ Seek to abandon operations with existing customers
5. ☐ Other application (please describe):

# ***The Public Utilities Commission of Ohio***

## **RETAIL NATURAL GAS SERVICE SUPPLIER/GOVERNMENTAL AGGREGATOR OPERATIONS AND CERTIFICATE ABANDONMENT APPLICATION**

*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 - GENERAL INFORMATION**

#### **A-1 Applicant Information:**

**Name** Hess Corporation

**Address** One Hess Plaza, Woodbridge, NJ 07095

**Telephone #** (800)830-5923 **Web site address** N/A

**PUCO Certification Case #** 04-683-GA-CRS **Certificate #** 04-080G

#### **A-2 Contact person for regulatory or emergency matters:**

**Name** Theresa Rigenbach **Title** SR, Manager, Gov't & Reg Affairs

**Business Address** Fifth Third Building, 21 E. State St. Columbus, OH 43215

**Telephone #** (614)220-4369 **Fax #** N/A

**Email Address** teresa.rigenbach@directenergy.com

### **SECTION B - OPERATIONS/SERVICE INFORMATION**

**B-1 Date Applicant Will Cease Operations.** 12/5/2015

**B-2 Are customers being switched back to LDC** ☒ **or contracts assigned** ☒ **?**

**B-3 If contracts were/will be assigned, to whom?** DEBM or LDC

**B-4 In which month's billing cycle will the customers be switched?** Consents have occurred at various times not related to billing cycle

**B-5 Indicate total number of Ohio customers currently served** 0 **, and by service territory:**

**CGO**

**DEO**

**DUKE**

**VEDO**

- B-6** Pursuant to Rule 4901:1-27-11 (B), applicant acknowledges that all contract terms and conditions were fulfilled prior to abandoning the operations provided under its certificate, or applicant has assigned such contracts to another retail natural gas supplier to fulfill the unexpired contract terms and conditions. YES ☒ NO ☐

### ***SECTION C - EXHIBITS***

- C-1** Exhibit C-1 "Notice to Director of the Consumer Services Department" provide a dated copy of the written notice that notified PUCO Department Director of Applicant's intent to assign customer contracts, pursuant to Rule 4901:1-29-10(D)(1)(a) of the Ohio Administrative Code.
- C-2** Exhibit C-2 "LDC Notice" provide a dated copy of the written notice provided to each LDC in each certified territory the CRNGS supplier operates of its intent to cease providing service pursuant to Rule 4901:1-27-11(B)(2) of the Ohio Administrative Code.
- C-3** Exhibit C-3 "Customer Notice" provide a dated copy of the notice that notified customers of the company's intent to abandon service pursuant to Rule 4901:1-27-11(B)(3); and if applicable, provide a dated copy of the notice that also notified customers of the company's intent to assign contracts to another supplier.
- C-4** Exhibit C-4 "Affidavit" provide a signed and notarized affidavit (*approved form attached herein*).

Applicant Signature:



Title:

*Secretary*

Date:

*12/1/2015*

# *The Public Utilities Commission of Ohio*

## RETAIL NATURAL GAS SERVICE SUPPLIER/GOVERNMENTAL AGGREGATOR OPERATIONS AND CERTIFICATE ABANDONMENT AFFIDAVIT EXHIBIT C-4

### AFFIDAVIT

In the Matter of the Application of )  
Hess Corporation )  
To Abandon Retail Natural Gas Service Supplier ) Case No. 04-683-GA ABN  
Or Ohio Natural Gas Governmental Aggregation )  
Operations and Certificate in Ohio. )

County of Harris

State of Texas

Bray Dohwardt Affiant, being duly sworn/affirmed according to law, deposes and says that:  
He/She is the Vice President and Secretary (Office of Affiant) of Direct Energy Business  
Marketing, LLC as authorized agent of Hess Corporation (Name of Applicant).

1. Affiant is authorized to and does make this affidavit for said Applicant.
2. Applicant herein attests under penalty of false statement that all statements made in the application are true and complete.
3. Affiant further sayeth naught.

Affiant Signature & Title

Bray Dohwardt

Sworn and subscribed before me this 1<sup>st</sup> day of December Month 2015 Year

Signature of Official Administering Oath

JoAnn L. McLaughlin, Notary  
Print Name and Title



My commission expires on 4/23/2017



## Exhibit C-1

Notice to Director of the Consumer Service Department

Please find attached the Notice to the Executive Secretary, dated June 18, 2014, providing notice of the Legal Name Change of Hess Energy Marketing, LLC that provides notice of the intent to discontinue marketing and offer of sales.



**Carl W. Boyd**  
*Sr. Manager, Compliance*  
**Direct Energy**  
412.667.5272  
[carl.boyd@directenergy.com](mailto:carl.boyd@directenergy.com)

June 18, 2014

Barcy F. McNeal  
Executive Secretary  
180 East Broad Street  
Columbus, OH 43215

**RE: 13-1278-EL-CRS and 13-0835-GA-CRS - Hess Energy Marketing, LLC Notice of Name Change**

Dear Secretary McNeal:

Per the requirements of OAC 4901:1-24-10(A) (electric) and 4901:1-27-10(A) (gas), please accept this letter as notice of the legal entity name change of competitive retail supplier Hess Energy Marketing, LLC (certificate numbers 13-707E(1) and 13-303G(1)) to **Direct Energy Business Marketing, LLC** effective May 29, 2014.

In support of this notice, the following documents are attached:

- Amended Certificate of Registration from the State of Delaware (state of formation)
- Foreign LLC Certificate of Correction from the Ohio Secretary of State

If you have any questions or comments regarding this submission, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "C. Boyd", written over a horizontal line.

Carl W. Boyd  
Sr. Manager, Compliance

Enclosures



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELANARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF "HESS ENERGY MARKETING,  
LLC", CHANGING ITS NAME FROM "HESS ENERGY MARKETING, LLC" TO  
"DIRECT ENERGY BUSINESS MARKETING, LLC", FILED IN THIS OFFICE ON  
THE TWENTY-NINTH DAY OF MAY, A.D. 2014, AT 9:19 O'CLOCK A.M.

DCRA Corp. Div.

JUN - 2 2014

FILE COPY

5306943 8100

140741461

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



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1408245

DATE: 05-29-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:22 AM 05/29/2014  
FILED 09:19 AM 05/29/2014  
SRV 140741461 - 5306943 FILE

**CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF FORMATION OF  
HESS ENERGY MARKETING, LLC**

HESS ENERGY MARKETING, LLC, a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Act (the "Company"), does hereby certify:

1. The name of the Company is Hess Energy Marketing, LLC.
2. The Certificate of Formation of the Company is amended so that Article 1 thereof shall read in its entirety as follows:
  1. The name of the limited liability company is Direct Energy Business Marketing, LLC

IN WITNESS WHEREOF, the undersigned has signed this Certificate on the 29<sup>th</sup> day of May, A.D. 2014.

  
Bray Dohrman, Secretary

DCRA Corp. Div

JUN - 2 2014

FILE COPY 

**\*201415300061\***

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/02/2014	201415300061	CORRECT REG./FOREIGN LLC (LFC)	50.00	100.00	.00	.00	.00

**Receipt**

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

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted  
2186521**

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

**DIRECT ENERGY BUSINESS MARKETING, LLC**

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

Document(s):  
**CORRECT REG./FOREIGN LLC**

Document No(s):  
**201415300061**

Effective Date: 05/30/2014



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  
2nd day of June, A.D. 2014.

*Jon Husted*

Ohio Secretary of State

*Jon Husted*

Form 543B Prescribed by:  
Ohio Secretary of State  
**JON HUSTED**  
Ohio Secretary of State  
Central Ohio: (614) 468-3910  
Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Busserv@OhioSecretaryofState.gov](mailto:Busserv@OhioSecretaryofState.gov)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

*WHL*  
☒ Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Foreign Limited Liability Company  
Certificate of Correction**  
Filing Fee: \$50  
(135-LFC)

The undersigned authorized representative of:

Hess Energy Marketing, LLC

Name of limited liability company in jurisdiction of formation

Name of limited liability company in Ohio, if different than above

2186521

Ohio Registration Number

Delaware

Jurisdiction of Formation

Only complete sections that apply. (sections to be corrected)

Direct Energy Business Marketing, LLC

Name of limited liability company in jurisdiction of formation

Name of limited liability company in Ohio

Direct Energy Business Marketing, LLC

Name of limited liability company in Ohio must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd."

The address to which interested persons may direct requests for copies of any operating agreement, or any bylaws, or other charter documents of the company is:

12 Greenway Plaza, Suite 250

Mailing Address

Houston

City

TX

State

77046

ZIP Code

CLIENT SERVICE CENTER

2014 MAY 30 PM 4: 24

RECEIVED  
OFFICE OF THE  
CLERK OF STATE

Complete the information in this section if the limited liability company wants to correct the a statutory agent information.

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

Name

Mailing Address

City

Ohio

State

ZIP Code

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

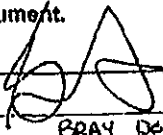
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

  
Signature GRAY DEHEWART, SECRETARY OF  
HESS ENERGY MARKETING, LLC

By (If applicable)

Print Name

Signature

By (If applicable)

Print Name



Exhibit C-2  
LDC Notice

1. Copy of letter to Columbia Gas – Request for Assignment of Customers from Hess Energy Marketing to Direct Energy Business Marketing, LLC .
2. Copy of letter to NiSource Corporate Services – Hess Energy Marketing Name Change



Gas Transportation & Sales Support  
200 Civic Center Drive  
Columbus, OH 43215

May 6, 2014

Columbia Gas  
Attn: Thomas Heckathorn  
200 Civic Center Drive  
Columbus, OH 43215

**RE: Request for Assignment of Customers to Direct Energy Business Marketing, LLC**

Dear Mr. Heckathorn:

This letter is in response to Hess Energy Marketing, LLC (**Assignor**) request to assign its customers who are being provided General Transportation/Distribution Service by The Columbia Gas Companies ("Columbia") to Direct Energy Business Marketing, LLC (**Assignee**), effective as of August 1, 2014 and with physical gas deliveries to begin on August 1, 2014 ("Effective Time").

Rules applicable to Transportation/Distribution Services obtained in the Columbia tariffs, assignment of the pools may be performed with the written consent of Columbia.

Columbia will agree to the assignment upon the following conditions:

- 1) **Assignor** represents that it has taken all actions it deems to be necessary under applicable Public Utility Commission Orders. **Assignor** and **Assignee** agree to give at least thirty (30) day notice to such assigned Customers prior to transfer on Columbia.
- 2) **Assignee** must be a supplier, licensed by the Public Utility Commission, if applicable and must meet all requirements of Columbia's approved tariffs, as they may be modified from time to time with the approval of the Public Utility Commission.
- 3) **Assignor** shall provide a list of the customers and their respective account numbers that should be assigned to **Assignee**, to Columbia.
- 4) **Assignee** shall take assignment of any financial obligation due Columbia Gas Companies ("Columbia Gas of Ohio, Inc., Columbia Gas of Kentucky, Inc., Columbia Gas of Pennsylvania, Inc., Columbia Gas of Maryland, Inc., Columbia Gas of Virginia, Inc.") by **Assignor**, existing at the time of the assignment.
- 5) Any bank balances or future adjustments to the existing customer base in **Assignor's** aggregation groups at the time of the assignment shall become the property of **Assignee**.
- 6) **Assignee** must satisfy Columbia's creditworthiness requirements.

Gas Transportation & Sales Support  
200 Civic Center Drive  
Columbus, OH 43215

By signing this Letter of Assignment of Customers, **Assignor** and **Assignee** agree to comply with the conditions set forth herein. Upon satisfaction of the conditions set forth herein by **Assignor** and **Assignee** Columbia shall assign all of **Assignor's** rights under the Service/Aggregation Agreements to **Assignee**.

By my attested signature below, Columbia indicates its willingness to assign **Assignor's** rights under the Service/Aggregation Agreements pursuant to the conditions of this letter. Please indicate your acceptance of the above-stated conditions of assignment by executing three original copies of this letter below and forwarding them to **Assignor** for execution. **Assignee** will return all three fully executed originals to Thomas Heckathorn, Columbia Gas, 200 Civic Center Drive, Columbus, OH 43215. Columbia will return to each party a fully executed original.

Sincerely,

Attest:

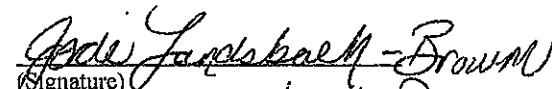
  
\_\_\_\_\_

  
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Thomas Heckathorn  
Director Transportation & Supplier Services  
The Columbia Companies

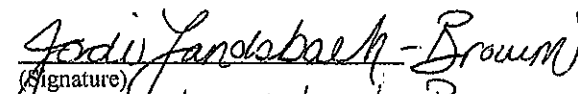
Attest:

  
\_\_\_\_\_

  
(Signature)  
Jodi Landsbach-Brown  
(Printed name)  
Assignee

Attest:

  
\_\_\_\_\_

  
(Signature)  
Jodi Landsbach-Brown  
(Printed name)  
Assignor





November 18, 2015

**Jodi Brown**

Manager Natural Gas Operations

Energy Marketing

(412) 667-5361

[Jodi.Landsbach-Brown@directenergy.com](mailto:Jodi.Landsbach-Brown@directenergy.com)

VIA EMAIL

Thomas C. Heckathorn

NiSource Corporate Services

Director, Transportation & Supplier Services – Commercial Operations

200 Civic Center Drive

Columbus, OH 43215

Email: [heckathorn@nisource.com](mailto:heckathorn@nisource.com)

## **RE: Hess Energy Marketing Name Change**

Dear Mr. Heckathorn:

On May 29, 2014 Hess Energy Marketing ("HEM") will be changing its legal name to Direct Energy Business Marketing, LLC d/b/a Direct Energy Business. This is a name change only, our Duns and tax ID will remain the same. Please accept this letter as written notice of the change.

Please do not hesitate to contact me at 412.667.5361 or [Jodi.Landsbach-Brown@directenergy.com](mailto:Jodi.Landsbach-Brown@directenergy.com), should you have any questions or concerns.

Sincerely,

Jodi Brown

Manager Natural Gas Operations

Direct Energy Business

1001 Liberty Avenue

Pittsburgh, PA 15222

[Jodi.Landsbach-Brown@directenergy.com](mailto:Jodi.Landsbach-Brown@directenergy.com)

412.667.5361

cc:

Enclosures



Exhibit C-3  
Customer Notice

1. Copy of Direct Energy Acquisition News providing public notice of acquisition of Hess Energy Marketing
2. Copy of Hess Energy Marketing Acquisition Notification letter dated November 1, 2013.
3. Copy of joint communication from Hess Energy Marketing and Direct Energy, requesting consent to assign customers to DEBM.

# ACQUISITION NEWS

NOVEMBER 2013



## Direct Energy Has Completed the Acquisition of Hess Energy Marketing

We are pleased to announce that, as of Nov. 1, 2013, Direct Energy has completed the transaction to acquire Hess Energy Marketing for \$731 million plus \$X00m working capital.

This acquisition positions Direct Energy Business, a Direct Energy Company, as a leading commercial and industrial (C&I) retailer in the Eastern U.S. and supports the North American growth strategy of Direct Energy's parent company, Centrica plc.

### A Powerful Combination

Together, Direct Energy Business and Hess Energy Marketing bring powerful strengths to our customers. Hess Energy Marketing's mature and well-established natural gas operations and the size and coverage of Direct Energy Business' electricity supply operations are highly complementary attributes, enabling customers to further control costs and take advantage of our breadth and reach.

This acquisition also doubles the size of Direct Energy's supply and trading unit, Direct Energy Upstream, and accelerates our customer-focused and asset management businesses with Hess Energy Marketing's attractive portfolio of gas storage and transport contracts, producer relationships, and a long-term tolling agreement with a Northeast generation facility.

### Acquisitions 2011-2013

In the last three years, Centrica/Direct Energy has spent more than \$1.6 billion on acquiring downstream operations in North America. When upstream is included, Centrica has invested approximately \$2.6 billion in the same time period.

In 2013, Direct Energy also invested \$50 million in a dedicated investment fund with Solar City that is capable of financing up to \$124 million in solar projects for commercial and industrial customers.

### The Combined Companies: Direct Energy Business

The combined organization—which will be known as Direct Energy Business upon completion of the integration—will include Hess Energy Marketing and Direct Energy's two business units, Direct Energy Business and Direct Energy Upstream.

#### Direct Energy Business Snapshot

Direct Energy Business is one of the largest commercial retail energy suppliers in North America. In business for more than 25 years, we supply electricity and natural gas to more than **220,000 businesses** in 14 states, the District of Columbia and five Canadian provinces. In 2012, Direct Energy Business supplied **68 Bcf** of natural gas and **51 TWh** of power to customers.

#### Financials

In 2012, Direct Energy Business had \$4.274b in revenue and \$205m in operating profit.

#### Hess Energy Marketing Snapshot

Hess Energy Marketing is one of the largest commercial retailers of natural gas and power in the Eastern U.S. Headquartered in Woodbridge, NJ, Hess Energy Marketing has more than **23,000 C&I retail customers**, as well as utility and other wholesale customers, in 18 states. In 2012, Hess Energy Marketing supplied **378 Bcf** of natural gas and **28 TWh** of power to commercial customers.

#### Financials

In 2012, Hess Energy Marketing had more than \$6b in revenue and is expected to deliver around \$200m of EBITDA in 2013.

#### Direct Energy Upstream Snapshot

Direct Energy Upstream manages the supply and trading function for Direct Energy, including managing power and gas production (1,305 MWh in Texas and 617 Bcf in Alberta), wind power purchase agreements (813 MWh in Texas), wholesale energy auctions, and midstream and trading.

#### Financials

In 2012, Direct Energy Upstream had \$693 million in revenue and \$21 million in operating profit.

*'We remain very excited about combining Direct Energy Business, Direct Energy Upstream and Hess Energy Marketing to create an industry powerhouse—Direct Energy Business—that will be the leading energy marketing organization in North America. Together we will set a new standard for excellence for our industry, our customers and our people!'*

Maura Clark  
President, Direct Energy Business

## Acquisition News (con't)

### What is the impact of this acquisition?

While we move through the process of integrating the companies and building on the existing strengths of each—including systems, processes, relationships, services, offerings, and assets—we expect existing customers of both companies to experience little to no change, from a service and contracting standpoint, in the immediate future. We will continue to keep our customers and channel program members apprised of news and information related to this acquisition in a timely fashion in the weeks and months ahead.

#### Branding

Hess Energy Marketing Customers (previously branded as Hess) will notice that, after November 1, all branding will reflect the new operating company, Hess Energy Marketing, that resulted from the completion of the sale of that portion of Hess' business to Direct Energy. This is an interim shift in branding, as Hess Energy Marketing will later transition to Direct Energy Business branding during the integration process and upon integration completion (in 2014).



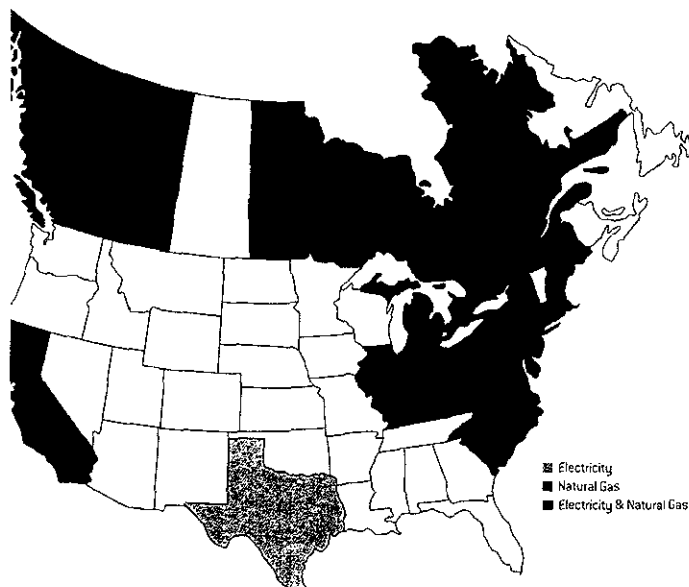
**ENERGY MARKETING**

A Direct Energy® Company

#### Combined Companies' Products, Services and Reach

Upon full integration, we expect customers of both companies to benefit from the combined strengths of two of the retail energy market's top supply companies—two companies whose focus is on building strong customer relationships, sharing deep energy experience, providing innovative solutions, and delivering excellent service. However, even before the companies are fully integrated, we expect to be able to offer our respective customer bases additional products and services, as we move swiftly to combine the companies' service areas and service offerings across our North American footprint.

#### New Direct Energy Business North American Footprint



#### More Information?

If you have any questions in the meantime, please contact your Direct Energy Business Sales Representative or Direct Energy Business Customer Relations at 888.925.9115.

#### Direct Energy Business—Part of the Direct Energy Family

Direct Energy Business is part of Direct Energy—the largest competitive retailer of energy and related services in North America, with more than 6 million customer relationships. Direct Energy is wholly-owned by Centrica plc (CNA-London Stock Exchange), one of the world's leading integrated energy companies. Centrica is a Top 30 FTSE 100\* company and a global Fortune 500® company\* and carries an A- credit rating (S&P) and a Moody's Senior Unsecured A3 rating.\*\*

**Financials:** In 2012, Centrica had revenue of £23.9 billion and market capitalization of £25+ billion. In 2012, Direct Energy had revenue of \$9.56 billion and \$526 million in profit.

\* The FTSE 100 Index is a share index of the 100 companies listed on the London Stock Exchange with the highest market capitalization. It is one of the most widely used stock indices and is seen as a gauge of business prosperity for businesses regulated by UK company law. The index is maintained by the FTSE Group, a subsidiary of the London Stock Exchange Group, and is calculated in real time and published every 15 seconds. The global Fortune 500 was published in July 2013.

\*\* As of February 5, 2013



888.925.9115

[www.directenergy.com/business](http://www.directenergy.com/business)

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Forward Thinking Energy  
November 1, 2013

<<FIRSTNAME>> <<LASTNAME>>  
<<CUSTOMERMASTERNAME>>  
<<MAILINGSTREET1>>  
<<MAILINGSTREET2>>  
<<MAILINGCITY>>, <<MAILINGSTATE>> <<MAILINGPOSTALCODE>>

Dear <<FIRSTNAME>>:

We are pleased to announce that, effective November 1, 2013, Hess' Energy Marketing business is now a wholly-owned subsidiary of Direct Energy, operating as Hess Energy Marketing, LLC ("HEM"). This is an exciting opportunity for customers of HEM and Direct Energy to benefit from the strengths that our combined companies have to offer, including best-in-class operational expertise and assets, access to new cutting edge products and services to complement the broad suite of products you already value, an expanded service area, and the same superior customer service you have always enjoyed. *HEM is proud of the relationships we have built over the years with valued customers like you. Now the combination of these two strong brands will provide us with additional tools and resources to help you manage your energy spend.*

#### What you can expect:

Very little will change for you at this time. A few things to remember:

- If you did not receive a consent form or have already returned your signed form consenting to the assignment of your contract from Hess Corporation to HEM, there is nothing you need to do. There will be no impact to your current contract terms and conditions except that your contract has been, or will be, assigned to HEM when your supply service is transferred by your utility to HEM. If you have not already signed and returned your consent form, we request that you do so at your earliest convenience.
- You may receive a letter from your utility notifying you of your enrollment with HEM. This standardized letter is simply to inform you of an operational detail and does not impact your existing contract or reflect assignment of your contract.
- In keeping with our tradition of providing the highest levels of customer care, you will receive the same exceptional level of service you have come to expect. If you have account inquiries contact your Account Manager or our Quality Customer Service (QCS) team at 1-800-HESS-AOK (1-800-437-7265) or by email at [QCSTeam@hess.com](mailto:QCSTeam@hess.com).
- As always, you can access your account information by logging onto [HessEnergy.com](http://HessEnergy.com).

As Hess Energy Marketing and Direct Energy join together to become one united company, we will continue to share information with you. We are excited about the unmatched suite of products and services we will be offering to you as a member of the Direct Energy family including natural gas and electricity supply, solar installations, compressed natural gas solutions, bill consolidation and management, and demand response programs.

We thank you for your business and we appreciate your trust in us. We look forward to continuing to serve you now and for many years to come.

Truly yours,

Title





MasterKey

FirstName LastName  
CompanyName  
StreetAddress#1  
StreetAddress#2  
City, State ZipCode

Dear FirstName:

On November 1, 2013, Direct Energy Business, LLC ("Direct Energy") completed its acquisition of Hess Corporation's Energy Marketing business (such acquisition, the "Transaction"). The Energy Marketing business is now conducted by Direct Energy Business Marketing, LLC f/k/a Hess Energy Marketing, LLC ("DEBM"), which, as a result of the Transaction, is a wholly-owned subsidiary of Direct Energy. This has been an exciting step forward for customers of both Direct Energy and Hess' Energy Marketing business. The combined businesses have been providing customers across all of our markets with access to a full suite of electricity, natural gas, and energy solutions offerings, as well as the benefits that come from our collective operational expertise and assets.

Pursuant to the Transaction, and subject to any applicable consent requirements, Hess will transfer and assign its rights and obligations under its existing contracts with you to DEBM. Subject to receipt of your consent and effective on the date that supply service under your contract is transferred by the applicable utility from Hess to DEBM, which is expected to occur on or after [\_\_\_\_], DEBM will assume the performance of all rights and obligations under your contract, and will continue to supply service under the same terms and conditions, including price. After this transfer, you can look forward to the same high standards of service and operational excellence from DEBM that you have come to expect from Hess. We believe it is important to maintain strong relationships with our customers and will work to minimize any changes to your existing relationships.

Inquiries and/or notices to DEBM may be directed to:

DIRECT ENERGY BUSINESS MARKETING, LLC  
One Hess Plaza  
Woodbridge, NJ 07095  
[QCSTeam@directenergy.com](mailto:QCSTeam@directenergy.com)  
1-800-437-7265


We are writing to notify you of the Transaction, and to request your consent to assign your contract from Hess to DEBM pursuant to the enclosed Consent. Please sign the enclosed Consent and return the executed copy via the enclosed self-addressed stamped envelope or via email to [CentralConsent@directenergy.com](mailto:CentralConsent@directenergy.com).

If you have any questions regarding this letter or the Consent, please feel free to contact Hess' Quality Customer Service Team toll-free at 1-800-437-7265 or by email at [QCSTeam@directenergy.com](mailto:QCSTeam@directenergy.com).



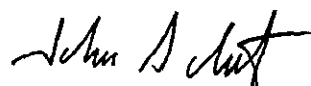
Very truly yours,

HESS CORPORATION

By:   
Name: Nicholas P. Brountas  
Title: Vice President and General Counsel  
Corporate, Marketing and Refining



DIRECT ENERGY BUSINESS MARKETING, LLC

By:   
Name: John Schultz  
Title: President



MasterKey

## CONSENT

Reference is made to the commodity supply agreement(s) between Hess Corporation ("Hess") and CompanyName ("Customer"), pursuant to which the parties agreed to the terms and conditions for the supply by Hess to Customer of electricity and/or natural gas (together with any schedules and/or attachments thereto, and as amended from time to time, the "Base Contract(s)"). The Base Contract(s), together with all transactions thereunder, constitute the "Contract."

Customer hereby (i) consents to the assignment by Hess of Hess' right, title and interest in the Contract to Direct Energy Business Marketing, LLC ("DEBM") effective on the date that supply service under the Contract is transferred by the applicable utility from Hess to DEBM (the "Assignment Effective Date"), which is expected to occur on or after [\_\_\_\_], (ii) accepts DEBM as the counterparty under the Contract in place of Hess and acknowledges that DEBM has become a subsidiary of Direct Energy as a result of the consummation of the Transaction (as described in the accompanying letter), and (iii) effective on the Assignment Effective Date, releases Hess from all claims, obligations or liabilities arising out of or relating to the Contract.

Agreed and accepted this  
\_\_ day of \_\_\_\_, 2015

COMPANYNAME

By: \_\_\_\_\_  
Name:  
Title: