

NC
FILE

17-2122-GA-CRS

55

Re: MPower Energy NJ LLC PUCO Gas Certification Application

Dear Sir/Madam:

MPower Energy NJ LLC ("MPower") hereby submits its Initial Certification Application to become a competitive natural gas supplier in Ohio.

Accordingly, MPower respectfully requests that the Commission files MPower's financial statements, financial arrangements, and forecasted financial statements under seal.

Respectfully submitted,
Peretz Lezell

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Public Utilities Commission

PUCO USE ONLY - Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	- GA-CRS	

17-2122-GA-CRS

INITIAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☐ Retail Natural Gas Aggregator ☐ Retail Natural Gas Broker ☒ Retail Natural Gas Marketer

A-2 Applicant information:

Legal Name **MPower Energy NJ LLC**
Address **24 Hillel Place, Brooklyn, NY 11210**
Telephone No. **(718)233-1167** Web site Address **www.mpowerenergy.com**

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

Name **MPower Energy NJ LLC**
Address **24 Hillel Place, Brooklyn, NY 11210**
Web site Address **www.mpowerenergy.com** Telephone No. **(718)233-1167**

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

MPower Energy NJ LLC

MPE&G LLC

MPower Energy

A-5 Contact person for regulatory or emergency matters:

Name **Paul Hoffman** Title **Director of Legal and Regulatory Affairs**
Business Address **24 Hillel Place Brooklyn, NY 11210**
Telephone No. **(718)360-1409** Fax No. **(718)307-6472** Email Address **paulh@mpowerenergy.com**

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PUCO

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

Name **Paul Hoffman** Title **Director of Legal and Regulatory Affairs**
Business address **24 Hillel Place Brooklyn, NY 11210**
Telephone No. **(718)360-1409** Fax No. **(718)307-6472** Email Address **paulh@mpowerenergy.com**

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

Customer service address **24 Hillel Place Brooklyn, NY 11210**
Toll-Free Telephone No. **(877)286-7693** Fax No. **(718)307-6472** Email Address **paulh@mpowerenergy.com**

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name **Sorania Castillos Oberon** Title **Customer Service Representative**
Business address **5533 Southwyck Boulevard, Toledo, Ohio 43614**
Telephone No. **(866)237-6430** Fax No. **(718)307-6472** Email Address **mpowerohio@gmail.com**

A-9 Applicant's federal employer identification number **80-0880289**

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 checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Duke Energy Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input type="checkbox"/>	Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	November 1, 2017
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	November 1, 2017
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	November 1, 2017
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	November 1, 2017

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 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
(This is generally only applicable to publicly traded companies who publish annual reports)
- 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. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

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.)

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody's, Standard & Poor's or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody's, Standard & Poor's or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal **in the opinion of the Staff reviewer** to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company's financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter "N/A" in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant's **NATURAL GAS related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

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. If an applicant or its parent does not have such a credit rating, enter “N/A” in Exhibit C-6.

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. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.

- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

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. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- 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]

CEO

Sworn and subscribed before me this 23

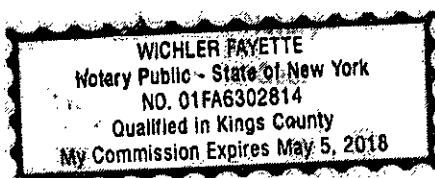
day of August

Month 2017

Year

[Handwritten Signature]
Signature of official administering oath

Wichler Fayette, Notary Public
Print Name and Title



My commission expires on

05/05/2018

(CRNGS Supplier –Version 1.08) Page 7 of 8



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Mpower Energy NJ LLC)

for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No.



-GA-CRS

County of

Brooklyn

State of

New York

Lavie Popack

[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

[Signature] CEO

Sworn and subscribed before me this

23rd

day of

08

Month

2017

Year

[Signature]

Signature of Official Administering Oath

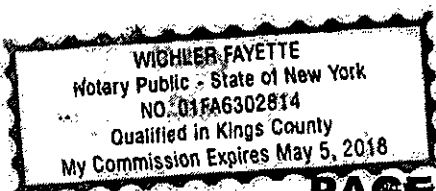
Wichler Fayette, Notary Public

Print Name and Title

My commission expires on

05/05/2018

(CRNGS Supplier -Version 1.08) Page 8 of 8



'PRINCIPAL OFFICERS, DIRECTORS AND PARTNERS'

All can be reached at:

Address: 24 Hillel Place, Brooklyn NY 11210

Phone:: (718) 233-1167

1. Lavie Popack, CEO (Ext. 203)
2. Joseph Popack, President (Ext. 201)
3. Oren Hashai, CFO (Ext. 218)

'COMPANY HISTORY'

MPower Energy NJ LLC was incorporated in New Jersey in December 2012. Its principal business is the retail sale of electricity and natural gas to residential and commercial customers throughout the United States. Since its formation, it has been approved for these business purposes by the New Jersey Board of Public Utilities, the Maryland Public Service Commission, and the Pennsylvania Public Utility Commission, and the Public Service Commission of the District of Columbia. MPower Energy NJ LLC has launched operations in New Jersey, Maryland and Pennsylvania and is currently in the process of launching operations in the District of Columbia.

Previously, the shareholders of MPower Energy NJ LLC, Lavie Popack and Joseph Popack, were growing their company, MPower Energy LLC, which commenced operations in 2009 in New York with the same principal business interest.

'ARTICLES OF INCORPORATION AND BY-LAWS'

CERTIFICATE OF FORMATION

OF

MPOWER ENERGY NJ LLC

Pursuant to the statutes of the State of New Jersey

ARTICLE I
NAME

The name of the limited liability company is MPOWER ENERGY NJ LLC (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the New Jersey Limited Liability Company Law or the Company Operating Agreement.

ARTICLE III
PURPOSES

This Company is formed to engage in any lawful act or activity for which a limited liability company may be organized under the laws of New Jersey.

ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT

The registered office of the company is located at One University Plaza, Suite 507, Hackensack, New Jersey 07601; its agent is Vcorp Services, LLC for service of process.

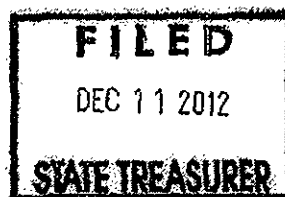
ARTICLE V
ORGANIZER

The name and mailing address of the Organizer is:

Taylor Lolya
25 Robert Pitt Drive, Suite 204
Monsey, New York 10952

IN WITNESS WHEREOF, these Articles have been subscribed as of December 11, 2012, by the undersigned, as its Organizer, who affirms that the statements made herein are true under penalties of perjury.


Taylor Lolya, Organizer



0600393778

**MANAGEMENT RESOLUTION
OF
MPOWER ENERGY NJ LLC**

The undersigned Organizer of MPOWER ENERGY NJ LLC , a New Jersey Limited Liability Company ("the Company")

DOES HEREBY CERTIFY:

At a general meeting of the member(s) and the organizer of the Company, duly called and held on January 02, 2013 at which a quorum was present and acted throughout, the member(s) unanimously adopted the following resolution, which has not been modified or rescinded:

RESOLVED, that the Company is to be managed by the members who shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement.

The name(s) and address(es) of the initial Member(s) of the Company, and who shall serve until their successor(s) is/are elected and begin serving, is/are:

MPower Energy LLC, One University Plaza, Suite 507, Hackensack, New Jersey 07601

FURTHER RESOLVED, that the undersigned hereby resigns as organizer and terminates any and all involvement relative to any and all business activities.

IN WITNESS WHEREOF, the undersigned has hereto affixed their hands as of January 02, 2013.



Taylor Lolya, Organizer



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
07/20/2017	201719504414	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	0.00	0.00	0.00

Receipt

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

Yael Dubrovsky
14006 Oakhill Way
San Antonio, TX 10033

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
4052648

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

MPOWER ENERGY NJ LLC

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

Document(s)

REGISTRATION OF FOREIGN FOR PROFIT LLC

Effective Date: 07/19/2017

Document No(s):

201719504414

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
20th day of July, A.D. 2017.

Jon Husted
Ohio Secretary of State

B-1

'Jurisdiction of Operations'

MPower Energy NJ LLC is currently licensed to provide retail gas and electric services by the New Jersey Board of Public Utilities, the Maryland Public Service Commission, the Pennsylvania Public Utility Commission, and the Public Service Commission of the District of Columbia. Current licenses for each state are attached. MPower Energy NJ LLC has launched operations in New Jersey, Maryland and Pennsylvania and is currently in the process of launching operations in the District of Columbia. A commonly-owned company, MPower Energy LLC, an affiliate, is licensed to provide retail gas and electric services by the New York Public Service Commission.

State of New Jersey



Board of Public Utilities

44 S. Clinton Ave., P.O. Box 350, Trenton, New Jersey 08625

HEREBY LICENSES

MPOWER Energy NJ LLC
One University Plaza, Suite, 507
Hackensack, New Jersey 07601

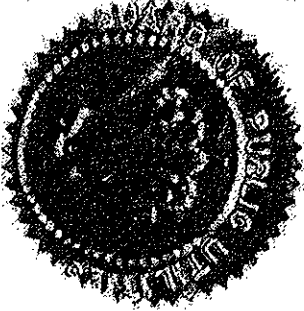
To conduct business in the State of New Jersey as a

Gas Supplier

Kristi Izzo

Kristi Izzo
Secretary of the Board

License No. GSL-0129
Effective Date: August 21, 2013
Expiration Date: August 20, 2014



State of New Jersey



Board of Public Utilities

44 S. Clinton Ave., Suite 350, Trenton, New Jersey 08625

HEREBY LICENSES

Mpower Energy NJ LLC
One University Plaza, Suite 507
Hackensack, New Jersey 07601

To conduct business in the State of New Jersey as an

Electric Power Supplier

Kristi Izzo

Kristi Izzo
Secretary of the Board

License No.

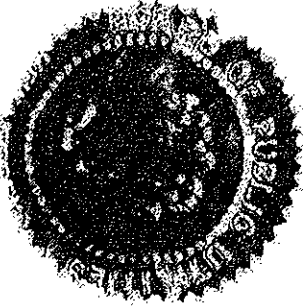
ESL-0143

Effective Date:

August 21, 2013

Expiration Date:

August 20, 2014



COMMISSIONERS

W. KEVIN HUGHES
CHAIRMAN

HAROLD D. WILLIAMS
LAWRENCE BRENNER
KELLY SPEAKES-BACKMAN
ANNE E. HOSKINS

STATE OF MARYLAND



PUBLIC SERVICE COMMISSION

#7, 3/11/15 AM; ML#s 158081, 161424 and 163821
License Reference No.: IR-3384

March 11, 2015

Yael Dubrovsky
Compliance Manager
MPOWER Energy, LLC
24 Hillel Place
Brooklyn, NY 11210

Dear Mr. Dubrovsky:

On August 28, 2014, MPOWER Energy NJ, LLC ("Company") filed an Application for a License to Supply Electricity or Electric Generation Services in Maryland under COMAR 20.51. The Company proposes to provide electricity supplier services in Maryland for residential, commercial and industrial customers as described in the application. Additional information was filed on December 10, 2014 and February 4, 2015.

After considering this matter at the March 11, 2015 Administrative Meeting, the Commission granted the Company a license to supply electricity or electric generation services in Maryland (License Reference Number IR-3384). The license granted by the Commission under this Letter Order is limited solely to electricity supplier services for all customer classes and service territories applied for and recommended by Staff. Additionally, the Company is directed to provide marketing and training materials specific to its Maryland operations to the Commission Staff and Office of People's Counsel 30 days prior to commencing operations in Maryland. The Company is also prohibited from marketing in Maryland with the name "MPOWER" and instead utilize its filed "d/b/a" name with the Maryland Department of Assessments and Taxation, once approved. In addition, the Company shall include a notification on its website of its "d/b/a" name utilized in Maryland. Furthermore, the Company's website shall also include a disclaimer that MPOWER Energy, LLC is not affiliated with the State of Maryland's EmPOWER Maryland program.

Finally, the Company is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People's Counsel.

By Direction of the Commission,

A handwritten signature in black ink, appearing to read "David J. Collins".

David J. Collins
Executive Secretary

DJC/st

cc: Phil VanderHeyden, Electricity Division
Obi Linton, Director, External Relations

WILLIAM DONALD SCHAEFER TOWER • 6 ST. PAUL STREET • BALTIMORE, MARYLAND 21202-6806

410-767-8000

Toll Free: 1-800-492-0474

FAX: 410-333-6495

MDRS: 1-800-735-2258 (TTY/Voice)

Website: www.psc.state.md.us/psc/

Exhibit B-1 Jurisdictions of O's
MPower Energy NJ LLC

COMMISSIONERS

W. KEVIN HUGHES
CHAIRMAN

HAROLD D. WILLIAMS
LAWRENCE BRENNER
KELLY SPEAKES-BACKMAN
ANNE E. HOSKINS

STATE OF MARYLAND



PUBLIC SERVICE COMMISSION

#6, 5/6/15 AM; ML# 165384
License Reference No.: IR-3484

May 6, 2015

Yael Dubrovsky
Compliance Manager
MPower Energy NJ, LLC
24 Hillel Place
Brooklyn, NY 11210

Dear Mr. Dubrovsky:

On March 20, 2015, MPower Energy NJ, LLC ("Company") filed an Application for License to Supply Natural Gas or Natural Gas Supply Services in Maryland under COMAR 20.54. The Company proposes to provide natural gas supplier broker services in Maryland for residential, commercial and industrial customers as described in the application.

After considering this matter at the May 6, 2015 Administrative Meeting, the Commission granted the Company a license to supply natural gas or natural gas supply services in Maryland (License Reference No. IR-3484). The license granted by the Commission under this Letter Order is limited solely to natural gas supplier services for the customer classes and service territories recommended by Staff. Additionally, the Company is directed to provide marketing and training materials specific to its Maryland operations to the Commission Staff and Office of People's Counsel 30 days prior to commencing operations in Maryland. The Company is also prohibited from marketing in Maryland with the name "MPower" and instead utilize its approved "d/b/a" name with the Maryland Department of Assessments and Taxation. Furthermore, the Company's website shall include a notification on its website of its d/b/a name utilized in Maryland and a disclaimer that MPower Energy is not affiliated with the State of Maryland's EmPOWER Maryland program.

Finally, the Company is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People's Counsel.

By Direction of the Commission,

A handwritten signature in black ink, appearing to read "David J. Collins".

David J. Collins
Executive Secretary

DJC/st

cc: Phil VanderHeyden, Electricity Division
Obi Linton, Director, External Relations

WILLIAM DONALD SCHAEFER TOWER • 6 ST. PAUL STREET • BALTIMORE, MARYLAND 21202-6806

410-767-8000

Toll Free: 1-800-492-0474

FAX: 410-333-6495

MDRS: 1-800-735-2258 (TTY/Voice)

Website: www.psc.state.md.us/psc/

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2015-2497850

EFFECTIVE DATE: March 10, 2016

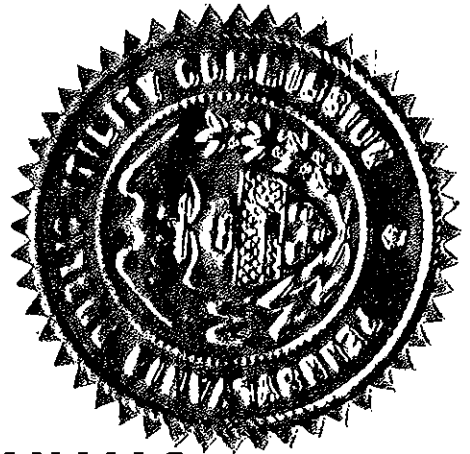
The Application of MPower Energy NJ LLC for the right to begin to offer, render, furnish or supply electricity or electric generation services as a supplier to residential, small commercial (25 kw and under demand), and large commercial (over 25 kw demand) customers in the electric distribution company service territories of PECO Energy Company and PPL Electric Utilities Corporation in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues, evidencing the Commission's approval, to the applicant this:

LICENSE FOR ELECTRIC GENERATION SUPPLIER.

In Witness Whereof, the PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 10th day, of March, 2016.


Secretary



PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held March 10, 2016

Commissioners Present:

Gladys M. Brown, Chairman
Andrew G. Place, Vice Chairman
Pamela A. Witmer
John F. Coleman, Jr.
Robert F. Powelson

Application of MPower Energy NJ LLC for
Approval to Offer, Render, Furnish or Supply
Electricity or Electric Generation Services as a
Supplier of Retail Electric Power

Docket Number:
A-2015-2497850

ORDER

BY THE COMMISSION:

On August 11, 2015 MPower Energy NJ LLC, (MPower), Utility Code 1117947, filed an application seeking to become a licensed electric generation supplier (EGS) in the electric distribution company service territories of PECO Energy Company and PPL Electric Utilities Corporation in the Commonwealth of Pennsylvania. The application was filed pursuant to the Commission's regulations at 52 Pa. Code §§54.31-54.43, which became effective on August 8, 1998, and which were established under Section 2809 of the Public Utility Code, 66 Pa. C.S. §2809.

§2809 provides in pertinent part that:

License Requirement.--No person or corporation, including municipal corporations which choose to provide service outside their municipal limits except to the extent

provided prior to the effective date of this chapter, brokers and marketers, aggregators and other entities, shall engage in the business of an electric generation supplier in this Commonwealth unless the person or corporation holds a license issued by the Commission. 66 Pa. C.S. §2809.

An electric generation supplier is defined as:

A person or corporation, including municipal corporations which choose to provide service outside their municipal limits except to the extent provided prior to the effective date of this chapter, brokers and marketers, aggregators or any other entities, that sells to end-use customers electricity or related services utilizing the jurisdictional transmission or distribution facilities of an electric distribution company, or that purchases, brokers, arranges or markets electricity or related services for sale to end-use customers utilizing the jurisdictional transmission and distribution facilities of an electric distribution company. 66 Pa. C.S. §2803.

MPower is a foreign limited liability company, formed in the State of New Jersey as of December 11, 2012, and registered to do business in the Commonwealth of Pennsylvania on February 25, 2015. MPower proposes to act as a supplier of retail electric power to residential, small commercial (25 kw and under demand), and large commercial (over 25 kw demand) customers.

Regarding the financial and technical requirements of the license application, MPower has submitted two years of financial statements, a tax return, and a bank letter. MPower has also supplied extensive resume data for its chief officer, its previous experience in the energy industry, its business plan and its oversight of marketing plan. MPower is also applying for an NGS license, at Docket Number A-2015-2497872, and is being considered at this same Public Meeting. We find that sufficient information has been provided by MPower to demonstrate its financial and technical fitness in order to be licensed as a supplier of retail electric power in the Commonwealth of Pennsylvania.

Since MPower will be providing electric generation supplier services to residential customers it is required to comply with, and be governed by, applicable Chapter 56 residential service regulations as set forth in the Commission Order *Guidelines for Maintaining Customer Service at the Same Level of Quality Pursuant to 66 Pa.*

C.S. §2807(d), and Assuring Conformance with 52 Pa. Code Chapter 56 Pursuant to 66 Pa. C.S. §2809(e) and (f), at Docket No. M-00960890 F0011, Order entered July 11, 1997. Thus, we deem it appropriate to reiterate certain items with respect to Chapter 56 of our regulations. Chapter 56 (52 Pa Code Chapter 56) is applicable to residential accounts. An electric generation supplier cannot physically disconnect a residential customer from the electricity grid; therefore, the rules relating to residential service termination are not applicable to electric generation suppliers. An electric generation supplier may seek to terminate its generation service through an appropriate written notice to the customer and the distribution company. The residential customer can then attempt to repair their relationship with the supplier, seek a new supplier, or return to utility service at default service rates in accordance with the utility's obligations under Section 2807(e), 66 Pa. C.S. §2807(e). The customer would only be disconnected from the electricity grid pursuant to appropriate regulations if the customer failed to meet its obligations to the utility or the electric generation supplier that has been designated by the Commission as the provider of last resort.

Additionally, we specifically note that the licensee must comply with, and ensure that its employees, agents, representatives and independent contractors comply with the standards of conduct and disclosure for licensees set out in Commission regulations at 52 Pa. Code §54.43 that were enacted to protect consumers of this Commonwealth. These standards include, *inter alia*, the provision of timely and accurate information about the services offered by the licensee, the practice of nondiscrimination in service in regard to race, color, religion, national origin, marital status, etc., the safeguarding of a consumer's personal information, and compliance with applicable state and federal consumer protection laws. We further note that the licensee and its agents must comply with the Commission's

sales and marketing regulations at 52 Pa. Code §111.1, et seq. applicable to residential customers. Among other things, these regulations require the licensee and its agents to provide accurate information about products and services being offered and prohibit a licensee and its agents from engaging in misleading or deceptive conduct and from making false or misleading representations. Also, we take this opportunity to remind the licensee of its agreement to abide by, and to ensure that its employees, representatives, agents and independent contractors abide by all applicable federal and state laws, and Commission regulations, procedures and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

We also note that that the licensee must comply with our decision in Docket No. M-2010-2157431, Motion adopted at the February 11, 2010, Public Meeting, regarding EGS membership in the PJM Interconnection (PJM). Specifically, our Motion directed that such EGS applicants must file with the Commission, within 120 days of receiving an EGS license, proof of membership in the PJM as a Load Serving Entity (LSE) or proof of a contractual arrangement with an existing PJM LSE that facilitates the applicant's retail operations. Since MPower is taking title to electricity, it is required to comply with this requirement, and has provided proof of approved PJM Membership as an LSE as of February 21, 2013.

Finally, should MPower employ any independent consultants to arrange for the sale of its energy products to end-users, it must inform such independent consultants that they will be required to be licensed as an EGS if they arrange for the sale of energy products to end-users from another supplier or suppliers in addition to MPower.

MPower has provided proofs of publication in the Pennsylvania newspapers and proofs of service to the interested parties as required by the Commission.

Mpower has provided a \$250,000 surety bond as required by the license application.

As of March 1, 2016, no protests have been filed.

We find that the applicant:

1. Is fit, willing and able to properly perform the service proposed in conformance with applicable provisions of the Public Utility Code and lawful Commission orders and regulations, specifically including 52 Pa. Code Chapter 56 (relating to Standards and Billing Practices for Residential Utility Service).
2. Has agreed to lawfully abide by all Commission regulations, procedures and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.
3. That the proposed service, to the extent authorized by the license, will be consistent with the public interest and the policy declared in the Electricity Generation Customer Choice and Competition Act.

Upon full consideration of all matters of record, we find that approval of this application is necessary and proper for the service, accommodation and convenience of the public; **THEREFORE,**

IT IS ORDERED:

1. That the application of MPower Energy NJ LLC is hereby approved,
consistent with this Order.

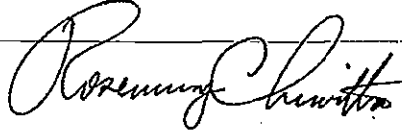
2. That a license be issued authorizing MPower Energy NJ LLC to begin to offer, render, furnish or supply electricity or electric generation services as a supplier to residential, small commercial (25 kw and under demand), and large commercial (over 25 kw demand) customers in the electric distribution company service territories of PECO Energy Company and PPL Electric Utilities Corporation in the Commonwealth of Pennsylvania

3. That if MPower Energy NJ LLC should employ any independent consultants to arrange for the sale of its energy products to end-users, it must inform such independent consultants that they will be required to be licensed as electric generation suppliers if they arrange for the sale of energy products to end-users from another supplier or suppliers in addition to MPower Energy NJ LLC.

4. That a copy of this Order be served on the Department of Revenue, Bureau of Corporation Taxes.

5. That this proceeding at Docket No. A-2015-2497850 be closed.

BY THE COMMISSION,



Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: March 10, 2016

ORDER ENTERED: March 10, 2016

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2015-2497872

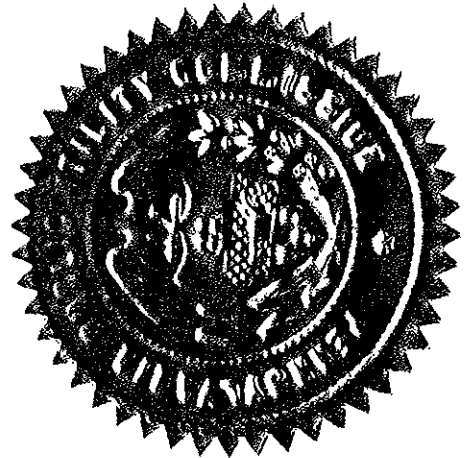
The Application of MPower Energy NJ, LLC for the right to begin to offer, render, furnish or supply natural gas services as a supplier to the public, limited to residential, small commercial (under 6,000 MCF annually), and large commercial (6,000 MCF or more annually) customers in the natural gas distribution company service territories of UGI Utilities, Inc., PECO Energy Company, Philadelphia Gas Works, and Columbia Gas of Pennsylvania, Inc. within the Commonwealth of Pennsylvania.

EFFECTIVE DATE: March 10, 2016

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues, evidencing the Commission's approval, to the applicant this:

LICENSE FOR NATURAL GAS SUPPLIER.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 10th day, of March, 2016.



A handwritten signature in cursive script, reading "Rosemary Churnick".

Secretary

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held March 10, 2016

Commissioners Present:

Gladys M. Brown, Chairman
Andrew G. Place, Vice Chairman
Pamela A. Witmer
John F. Coleman, Jr.
Robert F. Powelson

Application of MPower Energy NJ, LLC to
become a Licensed Supplier of Natural Gas
Services

Docket Number:
A-2015-2497872

ORDER

BY THE COMMISSION:

On August 11, 2015, MPower Energy NJ, LLC (MPower), Utility Code 1217948, filed a License Application to provide natural gas supply services in the natural gas distribution company (NGDC) service territories of UGI Utilities, Inc., PECO Energy Company, Philadelphia Gas Works, and Columbia Gas of Pennsylvania, Inc., within the Commonwealth of Pennsylvania. This application was filed pursuant to section 2208 of the Natural Gas Choice and Competition Act (Act) and Title 52 of the Pennsylvania Code, Chapter 62, Subchapter D.

§2208 provides in pertinent part that:

Requirements for Natural Gas Suppliers.--No entity shall engage in the business of a natural gas supplier unless it holds a license issued by the

Commission. To the extent that a natural gas distribution company provides natural gas supply service outside of its chartered or certificated territory, it also must hold a license. A license shall not be required for customers who make de minimis incidental sales or resales to themselves, an affiliate or to other nonresidential retail gas customers. 66 Pa. C.S. §2208.

A natural gas supplier is defined as:

An entity other than a natural gas distribution company, but including natural gas distribution company marketing affiliates, which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company. The term includes a natural gas distribution company that provides natural gas supply services outside its certificated service territories. The term includes a municipal corporation, its affiliates or any joint venture, to the extent that it chooses to provide natural gas supply services to retail customers located outside of its corporate or municipal limits, as applicable, other than:

- (i) as provided prior to the effective date of this chapter, pursuant to a certificate of public convenience if required under this title;
- (ii) total natural gas supply services in de minimis amounts;
- (iii) natural gas supply services requested by, or provided with the consent of, the public utility in whose certificated territory the services are provided; or
- (iv) natural gas supply services provided to the municipal corporation itself or its tenants on land it owns or leases, or is subject to an agreement of sale or pending condemnation, as of September 1, 1999, to the extent permitted by applicable law independent of this chapter.

The term excludes an entity to the extent that it provides free gas to end-users under the terms of an oil or gas lease. Notwithstanding any other provision of this title, a natural gas supplier that is not a natural gas distribution company is not a public utility as defined in section 102 (relating to definitions) to the extent that the natural gas supplier is utilizing the jurisdictional distribution facilities of a natural gas distribution company or is providing other services authorized by the Commission. 66 Pa. C.S. § 2202.

As used in the above definition of a natural gas supplier, the term natural gas supply services includes: (i) the sale or arrangement of the sale of natural gas to retail customers; and (ii) services that may be unbundled by the Commission under section 2203(3) of the Act (relating to standards for restructuring of the natural gas utility industry). ~~Natural gas supply service does not include distribution service. 66 Pa. C.S. § 2202.~~

MPower is a foreign limited liability company, formed in the State of New Jersey as of December 11, 2012, and registered to do business in the Commonwealth of Pennsylvania on February 25, 2015. MPower has stated that upon the approval of this Application, it proposes to provide natural gas supply services as a supplier to residential, small commercial (less than 6,000 Mcf annually), and large commercial (6,000 Mcf or more annually) customers.

Regarding the financial and technical fitness requirements of the license application, MPower has submitted two years of financial statements, a tax return, and a bank letter. MPower has also supplied extensive resume data for its chief officer, its previous experience in the energy industry, its business plan and its oversight of marketing plan. MPower is also applying for an EGS license, at Docket Number A-2015-2497850, and is being considered at this same Public Meeting. We find that sufficient information has been provided by MPower to demonstrate its financial and technical fitness in order to be licensed as a NGS in the Commonwealth of Pennsylvania.

Since MPower will be serving residential customers, it is important to note that a licensee must comply with, and be governed by, applicable Chapter 56 residential service regulations as set forth in the Commission Order *Guidelines for Maintaining Customer Service at the Same Level of Quality Pursuant to 66 Pa. C. S. §2206(a), Assuring Conformance with 52 Pa. Code Chapter 56 Pursuant to 66 Pa. C.S. §2207(b), §2208(e) and (f) and Addressing the Application of Partial Payments* (M-00991249 F003). Thus, we deem it appropriate to reiterate certain items with respect to Chapter 56 of our regulations.

Chapter 56 (52 Pa Code Chapter 56) is applicable to residential accounts. A natural gas supplier cannot physically disconnect a residential customer from the distribution system, and thus, the rules relating to residential service termination are not applicable to natural gas suppliers. A natural gas supplier may seek to terminate its natural gas services through an appropriate written notice to the customer and the local distribution company. The residential customer can then attempt to repair his or her relationship with the natural gas supplier, seek a new natural gas supplier, or default to the natural gas distribution company's service tariffed rates in accordance with the local distribution company's obligations under Section 2207(a), 66 Pa. C.S. §2207(a). The customer would only be disconnected from the distribution system pursuant to appropriate regulations if the customer failed to meet his or her obligations to the natural gas distribution company or the natural gas supplier which has been designated by the Commission as the supplier of last resort.

Section 2208(c)(1), 66 Pa. C.S. §2208(c)(1), provides that a natural gas supplier license shall not be issued unless the applicant furnishes a bond or other security in a form and amount to ensure its financial responsibility. The criteria used to establish the form and amount of the bond or other security is set forth in the natural gas distribution company's tariff. The amount and form of the bond or other security may also be mutually agreed to between the natural gas distribution company and the natural gas supplier. Section 2208 also provides that should the parties fail to achieve an agreement, then the form and amount of bond or other financial security "shall be determined by criteria approved by the Commission." MPower has provided documentation to evidence its compliance with the Section 2208(c) bonding requirement for the NGDC service territories of UGI Utilities, Inc., PECO Energy Company, Philadelphia Gas Works, and Columbia Gas of Pennsylvania, Inc., within the Commonwealth of Pennsylvania.

Additionally, we specifically note that the licensee must comply with, and ensure that its employees, agents, representatives and independent contractors comply with the standards of conduct and disclosure for licensees set out in Commission regulations at ~~52 Pa. Code § 62.114~~ that were enacted to protect consumers of this Commonwealth. These standards include, *inter alia*, the provision of timely and accurate information about the services offered by the licensee, the practice of nondiscrimination in service in regard to race, color, religion, national origin, marital status, etc., the safeguarding of a customer's personal information, and compliance with applicable state and federal consumer protection laws. We further note that the licensee and its agents must comply with the Commission's sales and marketing regulations at 52 Pa. Code §111.1, et seq. applicable to residential customers. Among other things, these regulations require the licensee and its agents to provide accurate information about products and services being offered and prohibit a licensee and its agents from engaging in misleading or deceptive conduct and from making false or misleading representations. Also, we take this opportunity to remind the licensee of its agreement to abide by, and to ensure that its employees, representatives, agents and independent contractors abide by all applicable federal and state laws, and Commission regulations, procedures, and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business.

MPower has published notice of its application in the Pennsylvania newspapers and provided proofs of service to the interested parties as required by the Commission.

As of March 1, 2016, no protests have been filed.

We find that MPower:

1. Is fit, willing and able to properly perform the service proposed in conformance with applicable provisions of the Public Utility Code and the Commission orders and regulations, specifically including 52 Pa. Code Chapter 56 (relating to Standards and Billing Practices for Residential Utility Service).

2. Has agreed to abide by all Commission regulations, procedures and orders, including Emergency Orders, which may be issued verbally or in writing during any emergency situations that may develop from time to time in the course of doing business in Pennsylvania.

3. Has proposed to offer natural gas supply services which, to the extent authorized by the license, will be consistent with the public interest and the policy declared in the Natural Gas Choice and Competition Act.

Upon full consideration of all matters of record, we find that approval of this application is necessary and proper for the service, accommodation and convenience of the public; **THEREFORE,**

IT IS ORDERED:

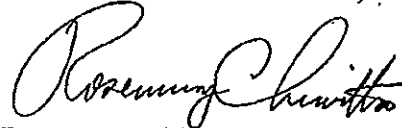
1. That the application of MPower Energy NJ, LLC is hereby approved, consistent with this Order.

2. That a license be issued authorizing MPower Energy NJ, LLC the right to begin to offer, render, furnish or supply natural gas services as a supplier to the public, limited to residential, small commercial (under 6,000 MCF annually), and large

commercial (6,000 MCF or more annually) customers in the natural gas distribution company service territories of UGI Utilities, Inc., PECO Energy Company, Philadelphia Gas Works, and Columbia Gas of Pennsylvania, Inc. within the Commonwealth of Pennsylvania.

3. That this proceeding, at Docket No. A-2015-2497872 be closed.

BY THE COMMISSION,



Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: March 10, 2016

ORDER ENTERED: March 10, 2016

B-2

Experience and Plans

Mpower Energy NJ LLC provides gas service to 4,000 residential customers and electric service to 6,000 residential customers. Although the two companies are not legally affiliated, they share all managerial staff and the bulk of our experience has been gained in New York where the company started in 2009. In New York State MPower Energy LLC currently provides gas services to over 50,000 residential customers and 500 commercial customers, and electric service to over 70,000 residential customers and 2,000 commercial customers.

Pending the approval of our application MPower Energy NJ LLC intends to begin marketing throughout Ohio in all deregulated utilities' territories as indicated on our application form. The service offered will be competitively priced retail electricity and natural gas supply for residential and small and large commercial customers. We will be offering 12 month variable rates with options for 12-month fixed rate structure contracts, variable month-to-month rate plans. At some point in the future we may introduce Index (Fixed Adder) and Guaranteed Savings contracts. If we choose to update our rate offerings in the future we will update the Commission prior to doing so. Also, at MPower Energy's discretion and on a case by case basis, shorter or longer term contracts (no longer than 36 months) may be negotiated with commercial clients.

MPower Energy NJ LLC representatives market both by door-to-door and telemarketing. Additionally, our customers are able to explore their options and enroll through our website (our website is currently under construction and will be submitted for review by the Commission upon completion) though we do not currently actively advertise online. In addition MPower Energy NJ has a full staff of in-house customer service representatives who are trained to answer any inquires or complaints that our customers may have.

B-2

Experience and Plans

We train our agents in accordance with 4928.10 to provide accurate, clear information concerning the services offered, the terms of the agreement and the terms for cancellation. We only operate in territories that offer POR consolidated billing.

Proven Technical Experience

B-3 'Summary of Experience'



Proven Management Team

The executive team of Mpower Energy NJ ("MPNJ") has extensive experience marketing and managing in electric and natural gas third-party supply ("TPS")

Prior to MPNJ, CEO, Lavie Popack, founded and continues to successfully expand Mpower Energy, LLC. ("MPNY"), the unaffiliated New York TPS. Lavie launched operations in the PJM territory in September 2014 under MPNJ, quickly expanding into New Jersey, Pennsylvania, and Maryland

CFO, Oren Hashai, has strong finance, risk management and energy procurement expertise. Oren has grown MPNY into a leading, profitable, marketer. Under Oren's supervision and strict risk management policies, MPNY has successfully expanded both volumetrically and geographically while maintaining solid financial performance

Proven Growth of Operations Strategies

The Mpower Companies collectively service in excess of 75,000 electric (250,000 MWs in 2016) and 55,000 gas (1,250,000 Dth in 2016) accounts, respectively. Mpower's settlements team internally manages all aspects of the account's life cycle

- Electric Supply – We price our accounts; assess hourly volume requirements in each territory served; nominate on the respective ISO platforms; manage all capacity, transmission, renewable, and congestion operations
- Gas Supply –We price our accounts; procure gas whereby optimizing capacity release paths; and nominate on the respective electronic bulletin boards

Proven Energy Cost Hedging Strategies

The Company has successfully executed its hedging strategies for the past five years with an emphasis on downside price-volatility risk protection. We employ a dynamic hedging policy whereby volume and pricing risk is constantly assessed and opportunistically hedged. Our goal is to remove as much uncertainty and speculation from our profile as possible

Marketing and Infrastructure Capabilities

Mpower utilizes a dynamic in house door-to-door sales team enabling more efficient and cost effective expansion efforts. By maintaining full control over our sales arm, Mpower is able to sustainably scale our operations while adhering to the highest levels of integrity and regulatory compliance

B-4

'Disclosure of Liabilities and Investigations'

MPower Energy NJ LLC has no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority or any other matters that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to provide.

To date, no complaints of any kind have been filed against MPower Energy NJ LLC in Maryland, Pennsylvania or the District of Columbia. A small number of customer complaints have been filed against MPower Energy NJ LLC through the New Jersey Board of Public Utilities' ("Board") informal complaint resolutions system. These complaints have generally related to customer service issues and have been thoroughly investigated and promptly resolved with the customer. In connection with all complaints, MPower Energy NJ LLC has informed the Board of its findings in each case and the matters have all been closed.

The New York Public Service Commission is currently investigating the NY ESCO market to determine whether it must exercise further rulemaking authority to ensure that consumers are paying a just and reasonable rate. However, it is not believed that the outcome of this investigation could adversely impact applicant's financial or operational status or ability to provide the services in Ohio that it is seeking to provide.

C-1 'Annual Reports'

MPower Energy NJ is a privately held corporation; therefore MPower Energy NJ does not file annual reports to shareholders.

C-2 'SEC Filings'

MPower Energy NJ is a privately held corporation; therefore MPower Energy NJ does not file reports with the SEC.

C-4 'Financial Arrangments'



Monday, October 09, 2017

MPower Energy NJ, LLC
Attn: Peretz Lezell
24 Hillel Place
Brooklyn, NY 11210

Re: Columbia Gas of Ohio Customer Choice Program

To Whom It May Concern:

MPower Energy NJ, LLC ("Supplier") has applied to provide **Customer Choice** on Columbia Gas of Ohio, Inc. ("Columbia Gas") distribution system. Columbia has completed the credit evaluation and has determined that Supplier has met the conditions required to be considered an approved Supplier, and has provided Columbia with the necessary financial security. With the execution of the required agreements, Supplier will be permitted to provide Customer Choice services to Columbia Gas customers.

If the Supplier's creditworthiness changes in the future, it may become necessary for Columbia Gas to require Supplier to provide additional financial security to Columbia Gas in order to continue as approved Supplier.

Please feel free to contact me at 614-460-4881 should you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Debbie Vair".

Debbie Vair
Manager, Transportation Programs and Nominations

C-6
'Credit Rating'

None. Not applicable

C-7
'Credit Report '

Attachment C-7 is on the following page

C-8
'Bankruptcy Information'

None. Not applicable

C-9
'Merger Information'

None. Not applicable

Mpower Energy DUNS: 03-313-8453 **CREDIT REPORT**

Business Information Report

Company Information

24 Hiller PI # 2
Brooklyn, NY 11210

This is a **single location** location.

Telephone (877) 286-7693

Stock Symbol: NA

Year Started 2010

Employees UNDETERMINED

Financial Statement

Sales NA

Net Worth NA

History: NA

Financial Condition: NA

Financing: NA

SIC: 4932

Line of Business: Gas and other services combined

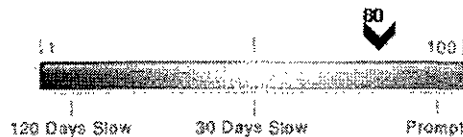
Corporate Family:

This business is a single location of the corporate family.

Scores

PAYDEX®

80 ▲
ON TERMS



Based on up to 24 months of trade.
D&B PAYDEX® Key

- High risk of late payment
(average 30 to 120 days beyond terms)
- Medium risk of late payment
(average 30 days or less beyond terms)
- Low risk of late payment
(average prompt to 30+ days sooner)

Credit Limit Recommendation

Risk Category
Low

Conservative Credit Limit
\$10k
Aggressive Credit Limit
\$25k



Rating
DS

The credit rating was assigned based on D&B's assessment of the company's financial ratios and its cash flow. For more information, see the D&B Rating Key.

The Summary Analysis section reflects information in D&B's file as of September 20, 2017

D&B Viability Rating

Viability Score



Compared to ALL US Businesses within the D&B Database:

- Level of Risk: **Moderate Risk**
- Businesses ranked 6 have a probability of becoming no longer viable: **13%**
- Percentage of businesses ranked 6: **30%**
- Across all US businesses, the average probability of becoming no longer viable: **14%**

9

Portfolio Comparison



Compared to ALL US Businesses within the D&B Database:

- Model Segment: **Established Trade Payments**
- Level of Risk: **High Risk**
- Businesses ranked 9 within this model segment have a probability of becoming no longer viable: **23%**
- Percentage of businesses ranked 9 within this model segment: **3%**
- Within this model segment, the average probability of becoming no longer viable: **5%**

Data Depth Indicator



Data Depth Indicator:

Rich Firmographics
Extensive Commercial Trading Activity
Basic Financial Attributes



Company Profile

Financial Data	Trade Payments	Company Size	Years in Business
Not Available	Available (3+Trade)	Small	Established

Compared to ALL US Businesses within the D&B Database:

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

History & Operations

History

The following information was reported: 09/02/2017

Business started 2010.

Business address has changed from 1478 President St, Brooklyn, NY, 11213 to 24 Hillel Pl # 2, Brooklyn, NY, 11210.

Operations

09/02/2017

Description:

Provides gas and other services combined.

Employees: UNDETERMINED.

Facilities: Occupies premises in building.

SIC & NAICS

SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code. The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

4932 0000 Gas and other services combined

NAICS:

221210 Natural Gas Distribution

Payments

PAYDEX®

Score Not Available

You must have three reported payment experiences, from at least two different vendors, to establish a PAYDEX® score. To ensure all of your payments are reflected in your credit file, add trade references to your report. Visit the Action Center to learn more.

Payments Summary

Total (Last 24 Months): 7

	Total Received	Total Dollar Amount	Largest High Credit Payment summary	Within Terms	31	Days Slow			
						30-60	61-90	90	
Top Industries									
Public finance	4	\$4,000.00	\$1,000.00	100%	0	0	0	0	
Whol furniture	1	\$500.00	\$500.00	100%	0	0	0	0	
Other Categories									
Cash experiences	2	\$150	\$100	--	--	--	--	--	
Unknown	0	\$0	\$0	--	--	--	--	--	
Unfavorable comments	0	\$0	\$0	--	--	--	--	--	
Placed for collections with D&B:	0	\$0	\$0	--	--	--	--	--	
Other	0	N/A	\$0	--	--	--	--	--	
Total in D&B's file	7	\$4,850	\$1,000	--	--	--	--	--	

The highest Now Owes on file is \$0


The highest Past Due on file is \$0

There are 7 payment experience(s) in D&B's file for the most recent 24 months, with 1 experience(s) reported during the last three month period.

Payments Details

Total (Last 24 Months): 7

Date	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/ (Mo.)
07/2017	(001)	\$100	\$0	\$0	Cash account	2-3 mos
02/2017	(002)	\$50	--	--	Cash account	1 mo
08/2016	Ppt	\$500	\$0	\$0	N30	6-12 mos
02/2016	Ppt	\$1,000	--	--	--	1 mo
02/2016	Ppt	\$1,000	--	--	--	1 mo
02/2016	Ppt	\$1,000	--	--	--	1 mo
02/2016	Ppt	\$1,000	--	--	--	1 mo

Payments Detail Key:  30 or more days beyond terms

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

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

Banking and Finance

Statement Update

Key Business Ratios from D&B

We currently do not have enough information to generate the graphs for the selected Key Business Ratio.

- This Company

Key Financial Comparisons

	\$	\$	\$
This Company's Operating Results Year Over Year			
Net Sales	NA	NA	NA
Gross Profit	NA	NA	NA
Net Profit	NA	NA	NA
Dividends / Withdrawals	NA	NA	NA
Working Capital	NA	NA	NA
This Company's Assets Year Over Year			
Cash	NA	NA	NA
Accounts Receivable	NA	NA	NA
Notes Receivable	NA	NA	NA
Inventories	NA	NA	NA
Other Current	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets	NA	NA	NA
Other Non Current	NA	NA	NA
Total Assets	NA	NA	NA
This Company's Liabilities Year Over Year			
Accounts Payable	NA	NA	NA
Bank Loan	NA	NA	NA
Notes Payable	NA	NA	NA
Other Current Liabilities	NA	NA	NA
Total Current Liabilities	NA	NA	NA
Other Long Term and Short Term Liabilities	NA	NA	NA
Deferred Credit	NA	NA	NA
Net Worth	NA	NA	NA
Total Liabilities and Net Worth	NA	NA	NA



We currently do not have any recent financial statements on file for your business. Submitting financial statements can help improve your D&B scores. To submit a financial statement, please call customer service at 800-333-0505.

Key Business Ratios

	This Company	Industry Median	Industry Quartile
Solvency			
Quick Ratio	NA	NA	NA
Current Ratio	NA	NA	NA
Current Liabilities to Net Worth	NA	NA	NA
Current Liabilities to Inventory	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets to Net Worth	NA	NA	NA
Efficiency			
Collection Period	NA	NA	NA
Inventory Turn Over	NA	NA	NA
Sales to NWC	NA	NA	NA
Acct Pay to Sales	NA	NA	NA
Profitability			
Return on Sales	NA	NA	NA
Return on Assets	NA	NA	NA
Return on NetWorth	NA	NA	NA

Public Filings

Summary

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

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	1	04/19/16
Suits	0	-
UCCs	3	07/31/17

The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

Judgments

We currently don't have enough data to display this section

Liens

A lien holder can file the same lien in more than one filing location. The appearance of multiple liens filed by the same lien holder

against a debtor may be indicative of such an occurrence..

Amount: 3429
Status: Released
DOCKET NO. 003495098
Type State: State Tax
Filed By: NY STATE DEPT OF TAXATION AND FINANCE
Against: MPOWER ENERGY LLC
Where Filed: KINGS COUNTY SUPREME COURT, BROOKLYN, NY
Date Status Attained: 08/02/17
Date Filed: 04/19/16
Latest Info Received: 08/02/17

Suits

We currently don't have enough data to display this section

UCC Filings

Collateral: RIGHT, TITLE AND INTEREST and proceeds
Type: Original
Sec.Party: COLUMBIA GAS OF PENNSYLVANIA, INC., COLUMBUS, OH
Debtor: MPOWER ENERGY NJ, LLC
Filing No.: 52341771
Filed With: SECRETARY OF STATE/UCC DIVISION, TRENTON, NJ
Date Filed: 07/31/17
Latest Info Received: 08/25/17

Collateral: RIGHTS
Type: Original
Sec.Party: ORANGE & ROCKLAND UTILITIES, INC., SPRING VALLEY, NY
Debtor: MPOWER ENERGY NJ, LLC
Filing No.: 52140642
Filed With: SECRETARY OF STATE/UCC DIVISION, TRENTON, NJ
Date Filed: 03/27/17
Latest Info Received: 04/21/17

Collateral: RIGHTS
Type: Original
Sec.Party: ORANGE & ROCKLAND UTILITIES, INC., SPRING VALLEY, NY
Debtor: MPOWER ENERGY, LLC
Filing No.: 1703275356499
Filed With: SECRETARY OF STATE/UCC DIVISION, ALBANY, NY
Date Filed: 03/27/17
Latest Info Received: 04/18/17

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

Government Activity

We currently don't have enough data to display this section

Special Events

03/06/2017

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

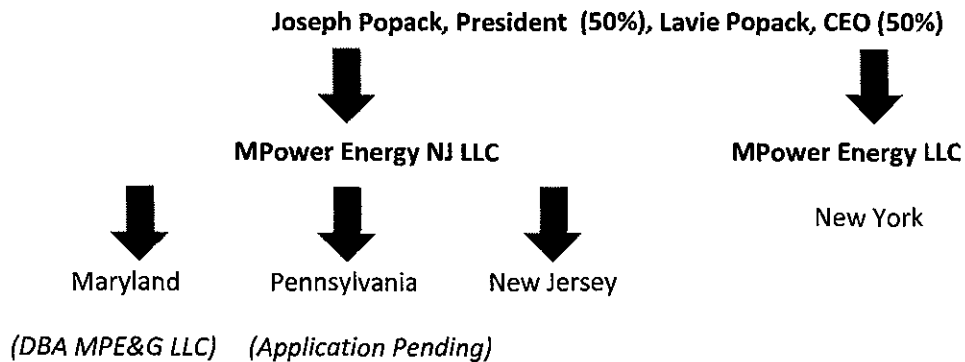
Corporate Linkage

Parent

Company Name	DUNS #	City, State
MPOWER ENERGY	03-313-8453	BROOKLYN, NEW YORK

C-10 'Corporate Structure'

MPower Energy NJ LLC is incorporated under the laws of New Jersey and registered to do business in the states of Maryland and Pennsylvania. We are licensed by the New Jersey and Maryland Public Service Commissions to provide retail gas and electricity service and are in the process of applying for our license in Pennsylvania. In Maryland the company operates under the DBA MPE&G LLC. The company does not have any official legal affiliates, sister or parent companies, however, the same owners of MPower Energy NJ LLC, Joseph Popack and Lavie Popack own another company, MPower Energy LLC. This company provides retail gas and electricity supply in New York State.



D-1 & D-2

'Operations & Operations Expertise'

MPower Energy NJ LLC's operations in New Jersey, Pennsylvania and Maryland currently include the retail sale of electricity and natural gas to residential and commercial customers, the contracting for electricity and natural gas for retail sale, and the nomination and scheduling of electricity and natural gas for delivery to retail customers. This will be part of the *operational nature of its business in Ohio as well.*

MPower Energy NJ LLC is constantly striving to improve its operations and engages in extensive oversight of its sales agents' retail energy marketing activities. MPower Energy NJ LLC dedicates significant resources toward quality, oversight and compliance. In an effort to improve its services, MPower Energy NJ LLC's policies and procedures evolve on a continual basis in response to customer feedback, regulatory agency feedback, changes in regulations and technology, and staff meetings and brainstorming sessions. Additionally, MPower Energy NJ LLC views each customer complaint as a call to action and policy change. MPower Energy NJ LLC has dedicated careful attention to company branding in an effort to curb customer misunderstanding and agent misrepresentation. MPower Energy NJ LLC agents go into the field with prominently-branded photo-ID badges which they must wear during all consumer interactions, including at all times while marketing in the field. MPower Energy NJ LLC agents are further required to wear buttons stating that MPower is "not the utility." This leaves no room for customers to confuse MPower Energy NJ LLC with their current electric/gas utility company. Additionally, MPower Energy NJ LLC agents are required to provide all prospective customers a bill or rights which clearly states that neither MPower Energy NJ LLC nor the agent is affiliated with the utility and that the customer is under no obligation to purchase services from MPower

D-1 & D-2

'Operations & Operations Expertise'

Energy NJ LLC. MPower Energy NJ LLC has also invested heavily on an extensive "third-party verification" policy that greatly exceeds state-regulatory requirements in all states that MPower Energy NJ LLC is engaged in business. For instance, MPower Energy NJ LLC obtains third-party verification recordings not only for newly-enrolled accounts, but for renewals, extensions and promotions.

Further, all field sales agents used by MPower Energy NJ LLC are employees of a commonly-owned company, MPower Direct LLC. This affords MPower Energy NJ LLC the maximum control and oversight over its agents' activities. All agents are required to come in to MPower Energy NJ LLC's offices for daily morning meetings and to attend weekly training sessions during which compliance requirements or infractions are addressed. Further, all MPower Energy NJ LLC field sales agents are continually monitored in the field by team leaders and supervisors. MPower Energy NJ LLC also monitors its agents in the field using the iknock platform which utilizes geo-locational software to track each agent's location and which flag any enrollment not completed at the physical address of the customer being enrolled. This helps to curb any possibility of unauthorized enrollment (i.e., slamming).

MPower Energy NJ LLC has long recorded all customer interactions, but has recently begun to retain all such recordings. This includes all sales calls, all customer service calls, and all third-party verification ("TPV") calls. The company maintains a staff of approximately one dozen Quality Assurance specialists whose job it is to review sales calls, customer service calls and all TPV calls for in-house and regulatory compliance purposes. No sale is accepted without a TPV recording and MPower Energy NJ LLC's TPV process is administered by live agents employed by an unrelated third party and carefully trained to identify any misunderstanding on

D-1 & D-2

'Operations & Operations Expertise'

the customer's part, misinformation by the sales agent, or misrepresentation by a minor or person other than the account holder or other authorized person (such as the account holder's spouse). If, at any point, the third-party verification agent identifies anything questionable, the agent is instructed to terminate the call and alert MPower Energy NJ LLC as a preemptive measure against any illegitimate enrollment. MPower Energy NJ LLC also conducts double verification on any accounts flagged by a third-party verification agent, in the case that the enrollment was requested by anyone other than the account holder or spouse or in cases where any discrepancy in the information provided might suggest a problem with the enrollment. MPower Energy NJ LLC agents are rigorously trained according to a strict code of conduct and their transactions are closely overseen by supervisors in the call centers or in the field. For our customers' protection, MPower Energy NJ LLC agents are not permitted to collect any personal or financial information other than the account holder's name, contact information and account number. MPower Energy NJ LLC records all of its sales calls and spot checks the calls.

Simple comments, questions or complaints are handled at the customer service level. MPower Energy NJ LLC's compliance department is responsible for the oversight and resolution of all complaints concerning deceptive marketing, including allegations of slamming, agent misconduct of any kind, do-not-call violations or unauthorized guarantees made by agents (or any complaint for which the customer has requested escalated assistance). In the event of such a complaint, the compliance department first reaches out to the customer to discuss the issue and ensure a clear understanding of what took place and what is required to resolve the situation. Unless the customer has requested otherwise, any account under investigation for compliance violations of any kind would automatically be returned to the utility so as not to allow the

D-1 & D-2

'Operations & Operations Expertise'

customer to incur any further charges from MPower Energy NJ LLC. Once the charges have been stopped, MPower Energy NJ LLC will pull all available records of interactions with the customer including sales calls, attempted sales calls, paper contracts, customer database notes made by any customer service representatives who assisted them in the past, TPV recordings and knock/call logs. Since steps would have already been taken to reduce or eliminate impact on the customer, at this point the findings of our investigation would mainly be used for internal quality control purposes. Were any gap in our compliance policies revealed, the respective departments would be called upon to take appropriate measures to prevent the issue from recurring. Were it confirmed that an agent willingly and knowingly violated the code of conduct in any way, the agent would be terminated. If no proof could be found that the allegations were true, the agent's record would be noted for future reference. Three complaints of the same or similar nature are considered proof of misconduct and our agents are terminated upon verification of a third complaint. Additionally, MPower Energy NJ LLC has a claw-back policy for all commissions paid out which ensures that there are financial repercussions for violations as well. Upon the completion of an investigation and the administration of all disciplinary measures and operational changes, The company would provide a written report of the findings and the course of action to be taken in response to the regulatory agency that originally submitted the complaint. Where appropriate, the customer would also be given an update.

Additionally, MPower Energy NJ LLC is building its website under the guidance of its legal team to focus on the provision of green energy.