

FILE



Median
Energy

17-233-GA CRS

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(56)

2018 DEC 28 AM 9:58

PUCO

December 18, 2018

Via Federal Express:

Public Utilities Commission of Ohio

Docketing Division

180 East Broad Street

Columbus, Ohio 43215-3793

Re: CRNGS Renewal Application of Median Energy Corp., Certificate No. 17-587G (1)

To Whom It May Concern:

Enclosed for filing please find the original plus four copies of the Renewal application for Median Energy Corp. for Retail Natural Gas Supplier License, along with the required affidavits, exhibits, and other attachments required by the Commission's rules.

Please note that the financial statements and forecasted financial statements have been marked CONFIDENTIAL for filing under seal. Median Energy Corp. respectfully requests full confidential treatment of these materials pursuant to Rule 4901-1-27-08, as it is not a publicly traded entity and disclosure of Median Energy Corp's financial information and business plans could cause it competitive harm.

Upon filing, please return a time - stamped copy of the Application packet to me in the enclosed self- addressed stamped envelope. Thank you, and please feel free to contact me if you have any questions or concerns.

Yours Truly,

Serena Kulefsky

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 re Date Processed 12/28/18

1 Lethbridge Plaza, Suite 2, Mahwah, NJ, 07430



Public Utilities Commission

PUCO USE ONLY - Version 1.08 May 2016		
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		17 - 0233 - GA-CRS

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

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

A-2 Applicant information:

Legal Name Median Energy Corp.
Address 1 Lethbridge Plaza, Ste 2, Mahwah, New Jersey 07430
Telephone No. 201-354-1537 Web site Address www.medianenergy.com
Current PUCO Certificate No. 17-587G(1) Effective Dates February 25, 2017- February 25, 2019

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

Name Median Energy Corp.
Address 1 Lethbridge Plaza, Ste 2, Mahwah, New Jersey 07430
Web site Address www.medianenergy.com Telephone No. 888-316-5443

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

Median Energy Corp.

A-5 Contact person for regulatory or emergency matters:

Name Henry Bennett Title V.P. of Operations
Business Address 1 Lethbridge Plaza, Ste 2, Mahwah, New Jersey 07430
Telephone No. 201-354-1537 Fax No. 888-225-0195 Email Address hbennett@medianenergy.com

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

Name **Henry Bennett** Title **V.P. of Operations**
Business address **1 Lethbridge Plaza, Ste 2, Mahwah, New Jersey 07430**
Telephone No. **201-354-1537** Fax No. **888-225-0195** Email Address **hbennett@medianenergy.com**

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

Customer service address **1 Lethbridge Plaza, Ste 2, Mahwah, New Jersey 07430**
Toll-Free Telephone No. **888-316-5443** Fax No. **888-225-0195** Email Address **all@medianenergy.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 **Steven Feld** Title **Sales**
Business address **14077 Cedar Road, Suite 7**
Telephone No. **203-232-0530** Fax No. Email Address **steven@medianenergy.com**

A-9 Applicant's federal employer identification number **81-1157772**

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

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Other |

A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input 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 type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date
<input type="checkbox"/>	Duke Energy Ohio	Intended Start Date
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is still currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
(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, Fitch IBCA, Moody's Investors Service, Standard & Poor's, 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 an 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.

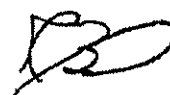
- C-7 Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experion, Dun and Bradstreet, or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- C-8 Exhibit C-8 "Bankruptcy Information,"** 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 within the two most recent years preceding the application.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

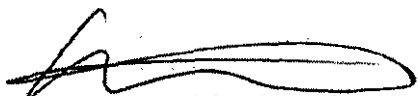
- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas 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 Henry Bennett - V.P. of Operations



Sworn and subscribed before me this 18th day of Dec Month 2018 Year

Signature of official administering oath



Print Name and Title

MOSHE M GOTTESMAN
ID # 2423135
NOTARY PUBLIC
STATE OF NEW JERSEY
My Commission Expires July 25, 2022

My commission expires on



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of

Median Energy Corp.

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

Case No.

17

0233

-GA-CRS

County of

Passaic

State of

New Jersey

Henry Bennett

[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

Henry Bennett- V.P. of Operations

Sworn and subscribed before me this

18th

day of

Dec

Month

2018

Year

Signature of Official Administering Oath

Print Name and Title

MOSHE M GOTTESMAN

ID # 2423135

NOTARY PUBLIC

STATE OF NEW JERSEY

My Commission Expires July 25, 2022

My commission expires on

PRINCIPAL OFFICERS, DIRECTORS & PARTNERS

EXHIBIT A-14

Henry Bennett

V.P. of Operations

1 Lethbridge Plaza, Ste 2

Mahwah, New Jersey 07430

Phone: 888-316-5443

Email: hbennett@medianenergy.com

Jesse Rutta

President

1 Lethbridge Plaza, Ste 2

Mahwah, New Jersey 07430

Phone: 888-316-5443

Email: all@medianenergy.com

Exhibit A-15
Company History

Median Energy Corp. received licensure as a supplier of Electricity and Gas in New York on June 27, 2016. Median received approval from the New Jersey Board of Public Utilities as a Third Party Supplier on March 24, 2017 (License No.'s GSL-0126 and ESL-0199) and in Ohio on February 27, 2017 (Certificate No.'s 17-1188E (1) and 17-587G (1)).

Median Energy PA LLC obtained licensure from the Pennsylvania Public Utility Commission as and Electricity Generation Supplier on December 21, 2017 in Docket No. A-2017-2631320. And as a Natural Gas Supplier on January 18, 2018 in Docket No. A-2017-2628762.

Median Energy IL LLC was approved as an Alternative Retail Electricity Supplier and Alternative Gas Supply by orders of the Illinois Commerce Commission issued on November 22, 2017 in Docket No.'s 17-0674 and 17-0673.

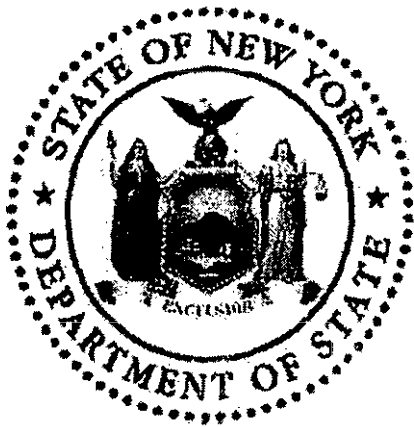
Exhibit A-16

Articles of Incorporation & Bylaws

See attached Certificate of Incorporation and Bylaws of Median Energy Corp.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for MEDIAN ENERGY CORP., File Number 160120010188 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
July 05, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/07

Authentication Number: 1607051028 To verify the authenticity of this document you may access the
Division of Corporations' Document Authentication Website at <http://ecorp.dos.ny.gov>

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF INCORPORATION
OF
MEDIAN ENERGY CORP.**

Under Section 103 of the Business Corporation Law

FIRST: The name of the corporation is:

MEDIAN ENERGY CORP.

SECOND: The date the document to be corrected was filed by the Department of State is:

January 20, 2016

THIRD: The nature of the informality, error, incorrect statement or defect to be corrected is:

The signature and name of the Incorporator is incorrect. The correct name is Jesse Rutta.

FOURTH: The provision in the document as corrected or eliminated or the proper execution is as follows:

/s/ Jesse Rutta

(Signature of Incorporator)

**Jesse Rutta
626 Taylor Avenue
Scranton, PA 18510**

/s/ Jesse Rutta
Signature

Jesse Rutta, President
Name and Title of Signer

**CERTIFICATE OF INCORPORATION
OF
Median Energy Corp.**

Under Section 402 of the Business Corporation Law

FIRST: The name of the corporation is:

Median Energy Corp.

SECOND: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The county, within this state, in which the office of the corporation is to be located is
NEW YORK.

FOURTH: The total number and value of shares of common stock which the corporation shall have authority to issue is: **200 SHARES WITH NO PAR VALUE.**

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is:

Median Energy Corp.
1560 Broadway Ste1005
New York, NY 10036

I certify that I have read the above statements, I am authorized to sign this Certificate of Incorporation, that the above statements are true and correct to the best of my knowledge and belief and that my signature typed below constitutes my signature.

Chaim D Bennett (signature)

Chaim D Bennett, INCORPORATOR
1560 Broadway Ste1005
New York, NY 10036

Filed by:
USACORP INC
325 DIVISION AVE.
SUITE 201
BROOKLYN, NY 11211

USACORP INC. (CS)
DRAWDOWN
CUSTOMER REF# MEEN

FILED WITH THE NYS DEPARTMENT OF STATE ON: 01/20/2016
FILE NUMBER: 160120010188; DOS ID: 4882279

The following images were scanned as received

**BY LAWS
OF
MEDIAN ENERGY CORP.**

ARTICLE I - OFFICES

The principal office of the Corporation shall be established and maintained as designated in the Certificate of Incorporation. The Corporation may also have offices at such places within or outside the State of New York as the Board of Directors (hereinafter, "Board") may from time to time establish.

ARTICLE II - STOCKHOLDERS

1. **PLACE OF MEETINGS.** Meetings of the Stockholders shall be held at the principal office of the Corporation or at such places within or outside the State of New York as the Board shall determine.

2. **ANNUAL MEETING.** The annual meeting of Stockholders shall be held on the first Monday of each year in the month in which the Corporation's initial Certificate of Incorporation was first filed with the Secretary of State; however, if such day falls on a legal holiday, then on the next business day following at the same time, the Stockholders shall elect a Board and transact such other business as may properly come before the meeting.

3. **SPECIAL MEETINGS.** Special meetings of the Stockholders may be called by the Board or by the President or at the written request of Stockholders owning a majority of the stock entitled to vote at such meeting. A meeting requested by the Stockholders shall be called for a date not less than ten nor more than sixty days after a request is made. The Secretary shall issue the call for the meeting unless the President, the Board or the Stockholders shall designate another to make said call. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

4. **NOTICE OF MEETINGS.** Written Notice of each meeting of Stockholders shall state the purpose of the meeting and the time and place of the meeting. Notice shall be mailed to each Stockholder having the right and entitled to vote at such meetings, at the last known address as it appears on the records of the Corporation, not less than ten or more than sixty days before the date set for such meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Stockholder at the address as it appears on the record of the Stockholder. Such notice shall be sufficient for the meeting and any adjournment thereof. If any Stockholder shall transfer stock after notice, it shall not be necessary to notify the transferee. Any Stockholder may waive notice of any meeting either before, during or after the meeting.

5. **RECORD DATE.** The Board may fix a record date not less than ten days nor more than sixty days prior to the date set for the meeting of Stockholders as the date on which the Stockholders of record who have the right to and are entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined. Notice that such date has been fixed may be published in the city, town or county where the principal office of the Corporation is located and in each city or town where a transfer agent of the stock of the Corporation is located.

6. **VOTING.** Every Stockholder shall be entitled at each meeting and upon each proposal presented at each meeting to one vote for each share of voting stock recorded in Stockholder's name on the books of the Corporation on the record date as fixed by the Board. If no record

date was fixed, on the date of the meeting the book of records of Stockholders shall be produced upon the request of any Stockholder. Upon demand of any Stockholder, the vote for Directors and the vote upon any question before the meeting, shall be by ballot. All elections for Directors shall be decided by plurality vote; all other questions shall be decided by majority vote.

7. **QUORUM.** The presence, in person or by proxy, of Stockholders holding a majority of the stock of the Corporation entitled to vote shall constitute a quorum at all meetings of the Stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the Stockholders entitled to vote then present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote be represented, any business may be transacted which might have been transacted at the meeting as originally notified; but only those Stockholders entitled to vote at the meeting as originally notified shall be entitled to vote at any adjournment or adjournments thereof.

8. **PROXY.** At any Stockholders' meeting or any adjournment thereof, any Stockholder of record having the right and entitled to vote thereat may be represented and vote by proxy appointed in a written instrument. No such proxy shall be voted after the expiration of eleven months from the date of the instrument unless the instrument provides for a longer period. In the event that any such instrument provides for two or more persons to act as proxies, a majority of such persons present at the meeting, or if only one be present, that one, shall have all the powers conferred by the instrument upon all persons so designated, unless the instrument shall otherwise provide.

9. **STOCKHOLDER LIST.** After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its Stockholders who are entitled to notice of a Stockholders' meeting. Such list shall be arranged by voting group with the names and addresses and the number, class and series, if any, of the shares held by each. This list shall be available for inspection by any Stockholder for a period of ten days prior to the meeting.

ARTICLE II - DIRECTORS

1. **BOARD OF DIRECTORS.** The business of the Corporation shall be managed and its corporate powers exercised by a Board of Directors each of whom shall be of at least 18 years of age. It shall not be necessary for Directors to be Stockholders. The number of Directors shall be determined by the Stockholders at their annual meeting.

2. **ELECTION AND TERM OF DIRECTORS.** Directors shall be elected at the annual meeting of Stockholders and each Director elected shall hold office until his successor has been elected and qualified, or until the Director's prior resignation or removal.

3. **VACANCIES.** If the office of any Director, member of a committee or other office becomes vacant the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until a successor shall be duly chosen.

4. **RECALL OF DIRECTORS.** Any or all of the Directors may be removed with or without cause by vote of a majority of all the stock outstanding and entitled to vote at a special meeting of Stockholders called for that purpose.

5. **NEWLY CREATED DISCRETIONARIES.** The number of Directors may be increased by amendment of these By-laws by the affirmative vote of a majority of the entire Board of Directors or by the affirmative vote of a majority in interest of the Stockholders, at the annual meeting or at a special meeting called for that purpose; and, by the vote, the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

6. **RESIGNATION.** A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. **QUORUM OF DIRECTORS.** A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

7.1 **VOTING.** Each Director shall be entitled at each meeting of the Directors and upon each proposal, matter or motion to one vote. All proposals, matters or motions presented at any Board of Directors meeting shall be decided by a majority vote of the Directors present at said meeting.

8. **PLACE AND TIME OF BOARD MEETINGS.** The Board may hold its meetings at the office of the Corporation or at such other places either within or outside the State of New York as it may from time to time determine.

9. **REGULAR ANNUAL MEETING.** A regular meeting of the Board shall be held immediately following the annual meeting of the Stockholders at the place of such annual meeting of Stockholders.

10. **NOTICE OF MEETINGS OF THE BOARD.** Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally, by mail, by wire or by telephonic; special meetings shall be called by the President or by the Secretary in a like manner on written request by two Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to said Director.

11. **SUBCOMMITTEES AND OTHER COMMITTEES.** The Board, by resolution adopted by a majority of the entire board, may designate three or more of their members to one or more committees, which, to the extent provided in said resolution, these By-laws or the New York Business Corporation Law, may exercise the powers of the Board in the management of the business of the Corporation.

12. **COMPENSATION.** No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

1. GENERAL ELECTION AND TERM.

1.1 The Board may elect or appoint a Chairman, a President, one or more Vice-Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer and such other Officers as it may determine who shall have duties and powers as hereinafter provided.

1.2 All Officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of Stockholders and until their successors have been elected, or appointed, and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

2.1 Any Officer elected or appointed by the Board may be removed by the Board with or without cause.

2.2 In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

2.3 Any two or more offices may be held by the same person.

2.4 The salaries of all Officers shall be fixed by the Board.

2.5 The Directors may require any officer to give security for the faithful performance of said Officer's duties.

3. **CHAIRMAN.** The Chairman of the Board, if one be elected, shall preside at all meetings of the Board and shall have and perform such other duties from time to time as may be assigned to same by the Board or the executive committee.

4. **PRESIDENT.** The President may be the Chief Executive Officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of the Corporation. The President shall preside at all meetings of the Stockholders, if present thereat, and, in the absence or non-election of the Chairman of the Board, at all meetings of the Board and shall have general supervision, direction and control of the business of the Corporation. Except as the Board shall authorize the execution thereof in some other manner, the President shall execute bonds, mortgages and other contracts on behalf of the Corporation and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

5. **VICE PRESIDENTS.** During the absence or disability of the President, the Vice-President, or if there be more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

6. **SECRETARY.** The Secretary shall attend all meetings of the Board and of the Stockholders; record all votes and minutes of all proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings of Stockholders and of meetings and special meetings of the Board; keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board or the President, when required; prepare or cause to be prepared and available at each meeting of Stockholders a certified list in alphabetical order of the names of Stockholders entitled to vote thereat, indicating the number of shares of each respective class held by each; keep all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner and perform such other duties as may be prescribed by the Board or assigned by the President.

7. **ASSISTANT SECRETARIES.** During the absence or disability of the Secretary, the Assistant Secretary, or if there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.

8. **TREASURER.** The Treasurer shall have the custody of the corporate funds and securities; keep full and accurate accounts of receipts and disbursements in the corporate books; deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board; disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements; render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all the transactions made by the Treasurer and provide an statement of the financial condition of the Corporation. The Treasurer shall also render a full financial report at the annual meeting of the Stockholders hereinafter provided. The Treasurer may request and shall be furnished by all corporate officers and agents with such reports and statements as the Treasurer may require as to all financial transactions of the Corporation and shall perform such other duties as are designated by these By-laws or as from time to time are assigned by the Board.

9. **ASSISTANT TREASURERS.** During the absence or disability of the Treasurer, the Assistant Treasurer, or if there be more than one, the one so designated by the Treasurer or the Board, shall have all the powers and functions of the Treasurer.

10. **SLIGHTER ASSIGNMENT.** In case the Board shall so require, any Officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of duties to the Corporation and including responsibility for negligence and for the preserving of all property, funds or securities of the Corporation which the Officer or agent may be responsible for.

ARTICLE IV - CERTIFICATES FOR SHARES

1. **CERTIFICATES.** The shares of the Corporation shall be represented by certificates. They shall be numbered and entered in the books of the Corporation as they are issued. They shall contain the holder's name, the number of shares and shall be signed by the President and Secretary and shall bear the Corporate seal. When such certificates are counter-signed by a

transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the Corporation or registered by a register, the signature of such Officers may be facsimiles.

2. **LOST OR DESTROYED CERTIFICATE.** The Board may direct a new certificate or certificates to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed, upon the filing of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum and with such surety or sureties as it may deem an indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

3. **TRANSFER OF SHARES.** Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto and cancel the old certificate. Every transfer of shares shall be entered on the transfer book of the Corporation which shall be kept at its principal office. Whenever a transfer shall be made for certified security, and not absolutely, it shall be so expressed in the entry of the transfer ledger. No transfer shall be made within ten days preceding the next annual meeting of the stockholders.

4. **SHUTTING TRANSFER BOOKS.** The Board shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding:

- 4.1 any stockholder's meeting; or
- 4.2 any date upon which stockholders shall be called upon to take action or have such a right without a meeting; or
- 4.3 any date fixed for the payment of a dividend or any other form of distribution, and only those stockholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of:
 - 4.3.1 receiving notice of or voting at such meeting; or
 - 4.3.2 appointing them to take appropriate action; or
 - 4.3.3 entitling them to receive any dividend or other form of distribution.

ARTICLE VI - DIVIDENDS

The Board may, out of funds legally available, at any regular or special meeting, declare dividends upon the capital stock of the Corporation as and when it deems expedient. Before declaring any dividend, there may be set apart out of any funds of the corporation available for dividends such sum or sums as the Board from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equidistributing dividends for such other purposes as the Board shall deem conducive to the interests of the Corporation.

ARTICLE VII - CORPORATE SEAL

The seal of the Corporation shall bear the name of the Corporation, the year of its organization and the words "CORPORATE SEAL, NEW YORK" or "OFFICIAL CORPORATE SEAL, NEW YORK". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon suitable substance affixed thereto. The seal on the certificate for shares or on any Corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE VIII - EXECUTION OF INSTRUMENTS

All Corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such Officer or Officers or other person or persons as the Board may from time to time designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin on the first day of each year.

ARTICLE X - NOTICE AND WAIVER OF NOTICE

1. **SUFFICIENCY OF NOTICE.** Whenever any notice is required by these By-laws to be given, personal notice is not needed unless expressly so stated. Any notice so required shall be deemed to be sufficient if given by depositing the same in a United States Postal Service postoffice mail collecting container in a sealed postage-paid wrapper, addressed to the person entitled thereto at the last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by Statute.

2. **Waiver.** Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE II - CONSTRUCTION

Whenever a conflict arises between the language of these By-laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE III - AMENDMENTS

These By-laws may be altered or repealed and By-laws may be adopted at any annual meeting of the Shareholders or at any special meeting thereof if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting. These By-laws may be altered or repealed by the affirmative vote of a majority of the stock owned and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting. Any By-law adopted by the Board may be amended by the Shareholders entitled to vote thereon as herein before provided.

Exhibit A-17 - Secretary of State Filing

201635503586

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/21/2016	201635503586	FOREIGN LICENSE/FOR-PROFIT (PLF)	99.00	100.00	.00	.00	.00

Receipt

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

MEDIAN ENERGY CORP
HENRY BENNETT
1 LETHBRIDGE PLAZA, SUITE 2
MAHWAH, NJ 07430

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

3970269

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

MEDIAN ENERGY CORP

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

Document(s)
FOREIGN LICENSE/FOR-PROFIT

Document No(s):
201635503586

Effective Date: 12/19/2016

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



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 21st day of December, A.D. 2016.

Jon Husted

Ohio Secretary of State

Exhibit B-1

Jurisdiction of Operation

Median Energy Corp. received licensure as a supplier of Electricity and Gas from the New York Public Service Commission on June 27, 2016. Median received approval from the New Jersey Board of Public Utilities as a Third Party Supplier on March 24, 2017 (License No.'s GSL-0126 and ESL-0199) and in Ohio on February 27, 2017 (Certificate No.'s 17-1188E (1) and 17-587G (1). The Maryland Public Service Commission granted Median Energy License to supply gas and electric services in Maryland on January 17, 2018. (License Reference Number IR- 3997 and IR -3998)

Median Energy PA LLC obtained licensure from the Pennsylvania Public Utility Commission as and Electricity Generation Supplier on December 21, 2017 in Docket No. A-2017-2631320. And as a Natural Gas Supplier on January 18, 2018 in Docket No. A-2017-2628762.

Median Energy IL LLC was approved as an Alternative Retail Electricity Supplier and Alternative Gas Supply by orders of the Illinois Commerce Commission issued on November 22, 2017 in Docket No.'s 17-0574 and 17-0673.

Exhibit B-2

Experience & Plans

As mentioned in Exhibit B-1, Median has experience as a licensed or certified competitive electricity and natural gas supplier in multiple states.

Median Energy Corp. continues to meet the appropriate technical qualifications necessary to successfully and properly do business in Ohio as a competitive supplier of electricity and natural gas. Median Energy Corp. has been a member of PJM since 2016.

Median has a contractual relationship with Enhanced Energy Services to provide procurement support and to assist Median in supervising and managing short and long term wholesale procurement and supply obligations. Enhanced Energy Services is an energy management and consulting company that assists Electricity Suppliers with load forecasting, scheduling and portfolio management in PJM ISO and NYISO.

Enhanced Energy Services consults with Median Energy on Energy Procurement, Load Forecasting, Scheduling, Hedging, Balancing and Settlements, and Supply Financing.

Median Energy has successfully completed the EDI certification processes and met the applicable utility creditworthiness requirements, and began serving load in the following utility service territories: Con Ed, NYSEG, Orange and Rockland, Atlantic City Electric, JCP & L, New Jersey Natural Gas, PSE&G, South Jersey Gas, Keyspan Long Island, Keyspan NY, National Fuel Gas, AEP Ohio, Duke Energy, Dayton Power and Light, Illuminating Company Ohio, Ohio Edison, Vectren Gas, AEP, Dominion Gas of OH and Columbia Gas of OH.

Median Energy's dispute resolution procedures are as follows. Step one involves gathering all relevant information regarding the dispute, including customer name, address, and issues of concern. Median's team will then investigate the issue, and contact the customer to attempt to resolve the dispute fairly and expeditiously, either with refunds, billing credits, or

modifications to the customer's service plan. The goal is to ensure customer satisfaction and to provide a positive experience.

Median Energy Corp. markets its services primarily to residential and small commercial customers although it expects to eventually serve all customer classes including large commercial and industrial. Median Energy makes responding to customer complaints, and customer service generally, a top priority. Median Energy's customer service representatives may be reached by telephone, mail or email, Monday through Friday from 9 AM to 5 PM (Eastern Time). Median Energy includes methods of customer contact on its customer marketing materials and contracts.

For customer disputes that cannot be resolved, customers are provided with contact information for the PUCO to pursue an unresolved dispute.

Exhibit B-3

Summary of Experience

Median Energy Corp. is a New York Corporation that currently serves over 17,000 residential and small commercial customers in the states in which it is license/certificated.

Median's average monthly gas load is 49,600 therms in the OH territory.

Median Energy Corp. received licensure as a supplier of Electricity and Gas in New York on June 27, 2016. Median received approval from the New Jersey Board of Public Utilities as a Third Party Supplier on March 24, 2017 (License No.'s GSL-0126 and ESL-0199) and in Ohio on February 27, 2017 (Certificate No.'s 17-1188E (1) and 17-587G (1). The Maryland Public Service Commission granted Median Energy License to supply gas and electric services in Maryland on January 17, 2018. (License Reference Number IR-3997 and IR 3998).

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Median Energy IL LLC was approved as an Alternative Retail Electricity Supplier and Alternative Gas Supply by orders of the Illinois Commerce Commission issued on November 22, 2017 in Docket No.'s 17-0674 and 17-0673.

Median Energy Corp. has successfully completed the EDI certification process and met the applicable utility creditworthiness requirements, and began serving load in the following utilities: Con Edison, NYSEG, Orange & Rockland, Atlantic City Electric, JCP & L, New Jersey Natural Gas, PSE&G, South Jersey Gas, Keyspan Long Island, Keyspan NY, National Fuel Gas, AEP Ohio, Duke Energy, Dayton Power and Light, Illuminating Company Ohio, Ohio Edison, Vectren Gas, AEP, Dominion Gas of OH and Columbia Gas of OH.

Exhibit B-4

Disclosure of Liabilities and Investigations

Median Energy has no existing, pending or past ruling, judgments, and contingent liabilities, revocations of authority, regulatory investigations, or any other matter that will adversely impact their financial or operational status, or ability to provide retail natural gas services.

Exhibit C-1
Annual Report

Median Energy Corp. is a privately held Corporation established in 2016, and does not issue annual reports to shareholders. Therefore, Exhibit C-1 is not applicable.

Exhibit C-2

SEC FILING

**Median Energy Corp. is a privately held Corporation and is not required to file with the SEC.
Therefore, Exhibit C-2 is not applicable.**

EXHIBIT C-6
CREDIT RATING

Not Applicable to Median Energy Corp.

EXHIBIT C-7
CREDIT REPORT

See attached Dun and Bradstreet report for Median Energy Corp.

Summary

Order Reference: ktr@stevenslee.com | Report as of: 12-04-2016 8:22 PM | using Currency as USD

MEDIAN ENERGY CORP.

TradeStyle(s) -

[REDACTED]

Address: 1 Lathbridge Plaza Ste 2, Mahwah, NJ, 07430,

UNITED STATES

Phone: (888) 316-5443

D-U-N-S: 08-020-0960

In Portfolio: No

Risk of Bad Debt Write-off

18

(No change since last month)

Cash Flow Risk

86

(No change since last month)

Age of Business

3 years

2015 Year Started

Employees

3

Company Profile

D-U-N-S

08-020-0960

Legal Form

Corporation (US)

History Record

Incomplete

Date Incorporated

01-20-2016

State of Incorporation

New York

Ownership

Not publicly traded

Mailing Address

United States

Telephone

(888) 316-5443

Present Control Succeeded

2015

Employees

3

Age (Year Started)

3 years (2015)

Named Principal

Amie Herszkowitz, PRES

Line of Business

Electric services

Risk Assessment

D&B Viability Rating

Portfolio Comparison Score

6

Low Risk (1)

High Risk (9)

Company's risk level is: MODERATE

Probability that a company will go out of business, become dormant/inactive, or file for bankruptcy/insolvency within the next 12 months: 5.00 %

Risk of Bad Debt Write-off (also known as the Failure Score)

18

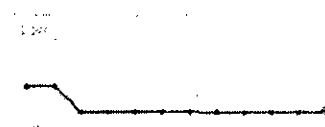
Low Risk (100)

Company's risk level is: **MODERATE-HIGH**

High Risk (1)

Based on the D&B Failure Score, the probability of failure for this company in the next 12 months is 0.78 %, which makes it a Moderate-High risk for you to incur a write-off.

Past 12 Months



Cash Flow Risk (also known as the Delinquency Score)

86

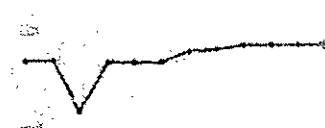
Low Risk (100)

Company's risk level is: **LOW-MODERATE**

High Risk (1)

Based on the D&B Delinquency Score reporting a payment behavior of **CONSISTENT, TIMELY PAYMENTS**, this company is predicted to have a Low-Moderate risk of a negative impact to your cash flow.

Past 12 Months



Payment Behavior

60

Low Risk (100)

Company's risk level is: **LOW-MODERATE**

High Risk (0)

Days Beyond Terms : 22

Based on a D&B PAYDEX® of 60

According to the D&B PAYDEX® Score, this company paid its vendors on 22 days beyond credit terms.

Past 24 Months



D&B Rating

Current Rating as of 03-21-2016

Special Rating

-- : Undetermined

INQUIRIES

The number of individual product(s) purchased by a customer(s) on this Dun & Bradstreet D-U-N-S® Number in each time frame.

view-by-summary

3 Months

2

12 Months

8

View by Industry 12 month

Transportation, Communication	1
Finance, Insurance and Real Estate	6
Services	1

Legal Events

Events	Occurrences	Last Filed
Bankruptcies	0	-
Judgements	0	-
Liens	0	-
Suits	0	-
UCC	13	04-23-2018

Trade Payments

Highest Past Due

US\$ 0

Highest Now Owing
US\$ 0

Total Trade Experiences
3

Largest High Credit
US\$ 250

Average High Credit
US\$ 250

Ownership

This company is a Single Location

Financial Overview

This company does not have a Financial Summary.

Country Insight

United States



Risk Category

LOW

MODERATE

HIGH

Low Risk

High Risk

A change in the composition of Congress will have economic and trade policy implications.

Risk Assessment

D&B Viability Rating

Portfolio Comparison Score

6

Low Risk (1)

High Risk (9)

Rating Confidence Level

Robust Predictions

Decision Support

Directional

Basic

Data Depth

- Rich Firmographics
- Extensive Commercial Trading Activity
- Basic Financial Attributes

Level of Risk

Moderate

Probability of becoming no longer viable

5.00%

Percentage of businesses ranked with this score

9.00%

Average probability of becoming no longer viable

5.00%

Risk Of Bad Debt Write-Off (Also Known As The Failure Score)

18

Low Risk (100)

High Risk (1)

Based on a D&B Failure Score of 18

- Low proportion of satisfactory payment experiences to total payment experiences
- Limited time under present management control
- UCC Filings reported

Level of Risk

Moderate-High

Raw Score

1410

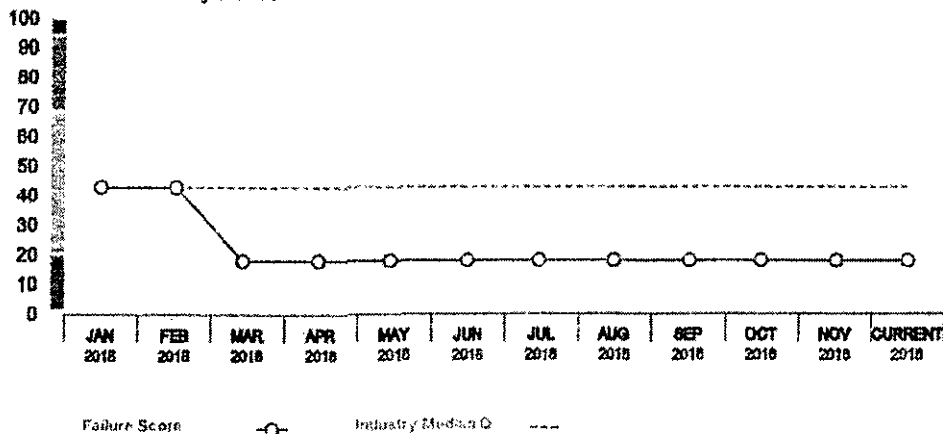
Probability of Failure

0.76%

Average Probability of Failure for Businesses in D&B Database

0.48%

Business and Industry Trends



Cash Flow Risk (Also Known As The Delinquency Score)

88

Low Risk (100)

High Risk (1)

Based on a D&B Delinquency Score of 88

- Limited time under present management control

- Recent high balance past due
- Higher risk industry based on delinquency rates for this industry

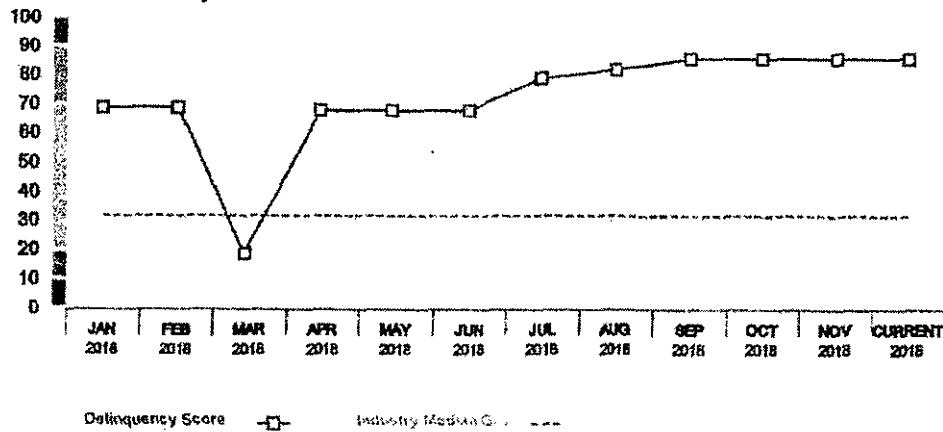
Level of Risk
Low-Moderate

Raw Score
566

Probability of Delinquency
1.93%

Compared to Businesses in D&B Database
10.20%

Business and Industry Trends



Payment Behavior

Based on 24 months of data

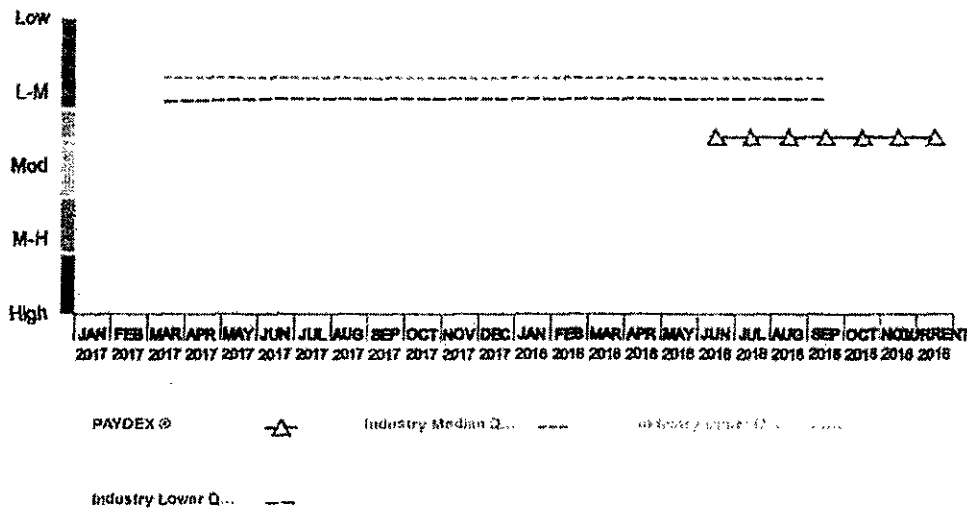
Low Risk
Based on a D&B PAYDEX® of 60

Risk of Slow Pay
Low-Moderate
High Risk

Payment Behavior
22 Days Beyond Terms

Business and Industry Trends

4911 - Electric services



D&B Rating

Current Rating as of 03-21-2016

Special Rating

--- : Undetermined

Trade Payments

Trade Payments Summary (Based on 24 months of data)

Overall Payment Behavior 22 Days Beyond Terms	% of Trade Within Terms 36%	Highest Past Due US\$ 0
Highest Now Owing: US\$ 0	Total Trade Experiences: 3	Total Unfavorable Comments: 0
	Largest High Credit: US\$ 250	Largest High Credit: US\$ 0
	Average High Credit: US\$ 250	Total Placed in Collections: 0
		Largest High Credit: US\$ 0

Trade Payments By Credit Extended (Based on 12 months of data)

Range of Credit Extended (US\$)	Number of Payment Experiences	Total Value	% Within Terms
100,000 & over	0	US\$ 0	0
50,000 - 99,999	0	US\$ 0	0
15,000 - 49,999	0	US\$ 0	0
5,000 - 14,999	0	US\$ 0	0
1,000 - 4,999	0	US\$ 0	0
Less than 1,000	1	US\$ 250	0

Trade Payments By Industry (Based on 24 months of data)

Industry Category	Number of Payment Experiences	Largest High Credit (US\$)	% Within Terms (Expand to View)	1-30 Days Late (%)	31-60 Days Late (%)	61-90 Days Late (%)	91+ Days Late (%)
▼ 59 - Miscellaneous Retail	1	250					
5943 - Ret stationery	1	250	0	100	0	0	0

Trade Lines

Date of Experience	Payment Status	Selling Terms	High Credit (US\$)	Now Owe (US\$)	Past Due (US\$)	Months Since Last Sale
10/18	-	Cash account	250	0	0	Between 4 and 5 Months
07/18	Pays Slow 5-30+	N30	250	0	0	Between 6 and 12 Months
07/18	-	Cash account	50	-	-	1

Legal Events

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.

Judgements	Liens	Suits	UCC Filings
0	0	0	13
Latest Filing: -	Latest Filing: -	Latest Filing: -	Latest Filing: 04-23-2018

Events

UCC Filing - Amendment

Filing Date	04-23-2018
Filing Number	1804238178630
Received Date	05-08-2018
Original Filing Date	04-20-2018
Original Filing Number	1804208176010
Secured Party	VECTREN ENERGY DELIVERY OF OHIO, INC., EVANSVILLE, IN
Debtors	MEDIAN ENERGY CORP.
Filing Office	SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date	04-20-2018
Filing Number	1804208176010
Received Date	05-08-2018
Collateral	RIGHT, TITLE AND INTEREST and proceeds
Secured Party	VECTREN ENERGY DELIVERY OF OHIO, INC., EVANSVILLE, IN
Debtors	MEDIAN ENERGY CORP.
Filing Office	SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Amendment

Filing Date	12-12-2017
Filing Number	1712128501778
Received Date	12-30-2017
Original Filing Date	11-28-2017
Original Filing Number	1711280578657
Secured Party	COLUMBIA GAS OF OHIO, INC., COLUMBUS, OH
Secured Party	COLUMBIA GAS OF PENNSYLVANIA, INC., COLUMBUS, OH
Debtors	MEDIAN ENERGY CORPORATION
Filing Office	SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Amendment

Filing Date	12-11-2017
Filing Number	1712116498004

Received Date 12-30-2017
Original Filing Date 11-28-2017
Original Filing Number 1711280578857
Secured Party COLUMBIA GAS OF OHIO, INC., COLUMBUS, OH
Secured Party COLUMBIA GAS OF PENNSYLVANIA, INC., COLUMBUS, OH
Debtors MEDIAN ENERGY CORPORATION
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 12-07-2017
Filing Number 1712070593998
Received Date 12-28-2017
Collateral RIGHT, TITLE AND INTEREST and proceeds
Secured Party COLUMBIA GAS OF PENNSYLVANIA, INC., COLUMBUS, OH
Debtors MEDIAN ENERGY CORPORATION
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 11-28-2017
Filing Number 1711280578857
Received Date 12-18-2017
Collateral RIGHT, TITLE AND INTEREST and proceeds
Secured Party COLUMBIA GAS OF OHIO, INC., COLUMBUS, OH
Debtors MEDIAN ENERGY CORPORATION
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 09-05-2017
Filing Number 1709058380768
Received Date 09-25-2017
Collateral Account(s) and proceeds - Chattel paper and proceeds - General intangibles(s) and proceeds
Secured Party NATIONAL FUEL GAS DISTRIBUTION CORPORATION, WILLIAMSVILLE, NY
Debtors MEDIAN ENERGY CORP.
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 01-06-2017
Filing Number 1701060008889
Received Date 01-24-2017
Collateral Accounts receivable including proceeds and products
Secured Party NATIONAL GRID, SYRACUSE, NY
Secured Party NIAGARA MOHAWK POWER CORPORATION, SYRACUSE, NY
Debtors MEDIAN ENERGY CORP.
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 01-08-2017
Filing Number 1701060008538
Received Date 01-24-2017

Collateral Accounts receivable including proceeds and products
Secured Party NATIONAL GRID, SYRACUSE, NY
Secured Party NIAGARA MOHAWK POWER CORPORATION, SYRACUSE, NY
Debtors MEDIAN ENERGY CORP.
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 12-19-2016
Filing Number 1612180599575
Received Date 01-10-2017
Collateral Negotiable instruments and proceeds - Account(s) and proceeds - General intangibles(s) and proceeds - Contract rights and proceeds
Secured Party KEYSPAN GAS EAST CORPORATION, HICKSVILLE, NY
Secured Party NATIONAL GRID, HICKSVILLE, NY
Debtors MEDIAN ENERGY CORP.
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 12-19-2016
Filing Number 1612180599513
Received Date 01-10-2017
Collateral Accounts receivable and proceeds - Account(s) and proceeds - General intangibles(s) and proceeds - Contract rights and proceeds
Secured Party NATIONAL GRID NY, BROOKLYN, NY
Secured Party THE BROOKLYN UNION GAS COMPANY, BROOKLYN, NY
Debtors MEDIAN ENERGY CORP
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 12-01-2016
Filing Number 1612018471829
Received Date 12-19-2016
Collateral Account(s) and proceeds
Secured Party CENTRAL HUDSON GAS & ELECTRIC CORPORATION, Poughkeepsie, NY
Debtors MEDIAN ENERGY CORP.
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

UCC Filing - Original

Filing Date 08-19-2016
Filing Number 1608196895797
Received Date 08-29-2016
Collateral RIGHTS
Secured Party ORANGE & ROCKLAND UTILITIES, INC., SPRING VALLEY, NY
Debtors MEDIAN ENERGY CORP
Filing Office SECRETARY OF STATE/UCC DIVISION, ALBANY, NY

There may be additional UCC Filings in D&B's file on this company available by contacting 1-800-234-3887.

Special Events

There are no Special Events recorded for this business.

Company Profile

Company Overview

D-U-N-S 08-020-0960	Mailing Address United States	Employees 3
Legal Form Corporation (US)	Telephone (888) 316-5443	Age (Year Started) 3 years (2015)
History Record Incomplete	Present Control Succeeded 2515	Named Principal Arnie Hershkowitz, PRES
Date Incorporated 01-20-2016		Line of Business Electric services
State of Incorporation New York		
Ownership Not publicly traded		

Business Registration

Corporate and business registrations reported by the secretary of state or other official source as of: 11-30-2018
This data is for informational purposes only, certification can only be obtained through the Office of the Secretary of State.

Registered Name	MEDIAN ENERGY CORP.
Corporation Type	Corporation (US)
Business Commenced On	2015
State of Incorporation	NEW YORK
Date Incorporated	01-20-2016
Registration ID	4882279
Registration Status	ACTIVE
Filing Date	01-20-2018
Where Filed	SECRETARY OF STATE/CORPORATION DIVISION

Principals

Officers

ARNIE HERSHKOWITZ, PRES

Directors

DIRECTOR(S): THE OFFICER(S)

Company Events

The following information was reported on: 11-03-2018

The New York Secretary of State's business registrations file showed that Median Energy Corp. was registered as a Corporation on January 20, 2016, under the registration number 4882279.

Business started 2015.

ARNIE HERSHKOWITZ. Antecedents are unknown.

Business Activities And Employees

The following information was reported on: 11-03-2018

Business Information

Description	Provides electric services, specializing in electric power broker (100%). Terms are undetermined. Sells to Undetermined.
Employees	3 which includes officer(s).
Financing Status	Unsecured
Tenure	Rents
Facilities	Rents premises in a building.
Location	Commercial section.

SIC/NAICS Information

SIC Codes	SIC Description	Percentage of Business
4911	Electric services	-
49119804	Electric power broker	-

NAICS Codes	NAICS Description
221122	Electric Power Distribution

Government Activity

Activity Summary

Borrower(Dir/Guar)	No
Administrative Debt	No
Contractor	No
Grantee	No
Party excluded from federal program(s)	No

Financials

D&B currently has no financial information on file for this company

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Exhibit C-8

BANKRUPTCY INFORMATION

Median Energy Corp. has no history of bankruptcy, reorganizations, protection from creditors, or other similar filings. Exhibit C-8 is not applicable.

Exhibit C-9
Merger Information

Median Energy Corp. has no history of dissolution, merger or acquisition. Exhibit C-9 is not applicable.

EXHIBIT C-10

CORPORATE STRUCTURE

Median Energy Corp. is a New York Corporation formed in 2016. Median Energy is wholly owned by its two members, Henry Bennett and Jesse Rutta.

Median Energy Corp. has three wholly owned subsidiaries: Median Energy PA LLC (which is licensed to provide electricity and natural gas in Pennsylvania), Median Energy IL LLC (which is licensed to provide electricity and natural gas supply in Illinois) and Median Energy MA LLC which currently is not licensed to provide electricity and natural gas.

Exhibit D-1

Operations

Median Energy Corp. will be providing services as a "Retail Natural Gas Marketer" as defined in Chapter 4901:1-27 of the Ohio Administrative Code.

EXHIBIT D-2
OPERATIONS EXPERIENCE

As summarized in Exhibit B-1, Median Energy has considerable experience as a licensed or certified competitive electricity and natural gas supplier in multiple states.

Median Energy Corp. continues to meet the appropriate technical qualifications necessary to successfully and properly do business in Ohio as a competitive supplier of electricity and natural gas. Median became a member of PJM Interconnection on August 23, 2016, Median is led by a team of experienced management professionals, and has retained the services of a leading EDI transaction firm to support the company's operations and expected growth.

Henry Bennett serves as V.P. of Operations of Median Energy Corp., and is primarily responsible for overseeing all of the company's operations, business development, and sales and marketing functions. A copy of Henry Bennett's resume is attached hereto.

Chani Kurtzer is Median Energy's Director of Customer Service. In that role she ensures regulatory compliance, responds to and resolves customer inquiries, trains and manages a team of seven customer service representatives, oversees training of sales agents, and monitors sales and customer service representatives for regulatory compliance.

Median Energy has successfully completed the EDI certification processes and met the applicable utility creditworthiness requirements, and began serving load in the following utility service territories: Con Edison, NYSEG, Orange & Rockland, Atlantic City Electric, JCP & L, New Jersey Natural Gas, PSE & G, South Jersey Gas, Keyspan Long Island, Keyspan NY, National Fuel Gas, AEP Ohio, Duke Energy, Dayton Power and Light, Illuminating Company Ohio, Ohio Edison, Vectren Gas, AEP, Dominion Gas of OH and Columbia Gas of OH.

Median Energy Corp. has a contractual relationship with Enhanced Energy Services to provide procurement support and to assist Median in supervising and managing short and long term wholesale procurement and supply obligations. Enhanced Energy Services is an energy management and consulting company that assists Electricity Suppliers with load forecasting, scheduling, and portfolio management in PJM ISO and NYISO.

Median Energy consults with Enhanced Energy Services on Energy Procurement, Load Forecasting, Scheduling, Hedging, Balancing, and Settlements and Supply Financing.

Median Energy uses Enersoft to handle its EDI Transaction Management, to coordinate billing and accounts receivable functions with the various utilities that deliver Median's electricity and natural gas.

Professional Experience:

Director of Operations, Median Energy Corp. Mahwah, NJ March 2016-current
A startup energy supply company serving customers in the Northeast and Midwest

- Manage day to day operations and personnel
- Liaison for Regulatory and Compliance with utilities and State regulatory bodies
- Oversight of Gas and Electric commodity purchasing and pricing

Director of Operations, Alpha Gas and Electric, LLC., Pomona, NY July 2012 –March 2016
A retail gas and electric supplier serving customers in the Tri-State area.

- Developed and maintained electric and gas pricing models for all customers
- Headed data analytics/reporting on a daily basis to enhance sales and to project growth
- Managed all aspects of maintaining billing and EDI system
- Co-managed Sales staff based in Tampa, FL
- Point of contact for Regulatory and Compliance on utility, State, and Federal level

Director of Purchasing, Apex Healthcare Partners, LLC., Monsey, NY February 2011 – June 2012
A Nursing Home management company based in Monsey, New York that manages financial and purchasing operations for nursing home facilities nationwide.

- Managed purchasing of all goods and services for 80 facilities nationwide
- Negotiated contracts with buying groups on behalf of facilities
- Served as a liaison between Apex and facilities
- Oversaw the IT system/ facility ordering platform
- Implemented procedures that resulted in maximum reimbursement from Payer Sources

Purchasing Agent, Apex Healthcare Partners, L.L.C, Monsey, NY June 2010 –February 2011
A Nursing Home management company based in Monsey, New York that manages financial and purchasing operations for nursing home facilities nationwide.

- Served as an assistant to the Director of Purchasing
- Oversaw the dietary purchasing/ ordering logistics for over 30 facilities
- Reconciled vendor invoices and statements with facility orders
- Serves as an advisor to Accounts Payable/ Financial Statement teams

Regional Sales Agent, L. Epstein Hardware Co. March 2009 – May 2010
A retail hardware, plumbing, electrical, and maintenance/janitorial store located in Orange, New Jersey that specializes in servicing the needs of real estate management companies in the tri-state area.

- Oversaw multiple accounts for upper –tier property management groups in NY and NJ
- Responsible for product procurement for HUD accounts and government housing
- Assisted in accounts payable/receivable
- Daily involvement in retail sales

Henry Bennett
Median Energy Corp.

(845) 825 -2900

hbennett@medianenergy.com

Education:

Touro College, *New York, NY*

2006-2009

- Bachelor of Science in **Marketing/Management**
- **Psychology Minor**
- G.P.A.: **3.6**
- Dean's List; Recipient of Touro College Academic Scholarship
- Presidential Scholarship Award
- Graduated Cum Laude

William (Bill) Glass

Principal, Chief Risk officer

Enhanced Energy Services: 2009 – Present

Sugar Land , Texas

Responsible for managing risk, hedging for electricity and gas operations as well as scheduling for Retail energy marketers serving load in PJM, NYISO, NEEPOOL,, MISO as well as gas markets from Illinois to Florida. Also in charge of risk policies, hedging and pricing strategies for over 40 plus ESCO's in gas and electricity throughout the US ranging from 50 RCE's to 1,000,000.

President

Platinum Energy Resources: 2003 – 2012

Houston, Texas

I was a founding member as well as the president serving in an advisory position on the board as well as the risk manager for hedges for the company.

Vice President: Jul 2000 – Dec 2003

Houston, Texas

Meico

Vice President of Natural gas trading and operations for the US. Responsible for trading strategies and allocation of capital to maximize profitable trades

Senior Trader

Southern Company Energy/MGrant: Jan 1998 – Jul 2000

Atlanta, Ga

My responsibilities included managing all risk for physical traders in the Eastern United States as well as assessing trading opportunities for speculation to achieve profitability.

Risk Manager

Southern Company Energy Marketing: Feb 1997 – Jan

Atlanta, Ga

Risk manager for all natural gas operations for SCEM. Was the first risk employee to start at SCEM and managed all the daily P/L reports and positions on a daily basis.

Texas A&M University

BBA: Accounting and Finance 1993

College Station, TX