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FILE

TOMORROW ENERGY™

Via Fedex

13-1641-GA-CRS

August 2, 2019

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

RECEIVED-DOCKETING DIV
2019 AUG -5 PM 3: 17
PUCO

Re: PUCO Annual Natural Gas License Renewal Certification Application 13-317G (3)

Dear PUCO Representative:

Please find enclosed Tomorrow Energy Corp's PUCO Annual Natural Gas License Renewal certification application 13-317G (3).

Please do not hesitate to contact me with any questions or additional information required for this application.

Respectfully,

Veronica Martinez
Compliance Analyst
Tomorrow Energy Corp.
713-401-2804
president@tomorrowenergy.com

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician DMM Date Processed 08/05/19

Ohio | Public Utilities Commission

PUCO USE ONLY – Version 1.08		May 2016
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		~~12-552~~ - GA-CRS

13-1641-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: Tomorrow Energy Corp

Address: 3151 Briarpark Drive, Suite 100, Houston, TX 77042

Telephone No. 888-685-8082 Web site Address tomorrowenergy.com

Current PUCO Certificate No. 13-317G (3) Effective Dates 9/2/2017

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2019 AUG -5 PM 3:17
PUCO

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

Name: Tomorrow Energy Corp

Address: 3151 Briarpark Drive, Suite 100, Houston, TX 77042

Web site Address tomorrowenergy.com Telephone No. 888-685-8082

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

Tomorrow Energy Corp

A-5 Contact person for regulatory or emergency matters:

Name William S. Evans Title Chief Legal Officer

Business Address 3151 Briarpark Drive, Suite 100, Houston, TX 77042

Telephone No. 713-357-3886 Fax No. Email Address president@tomorrowenergy.com

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The Public Utilities Commission of Ohio is an Equal Opportunity Employer and Service Provider

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

Name Xiomara Mendoza Title Compliance Analyst

Business address 3151 Briarpark Drive, Suite 100, Houston, TX 77042

Telephone No. 713-401-2827 Fax No. Email Address president@tomorrowenergy.co

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

Customer service address 3151 Briarpark Drive, Suite 100, Houston, TX 77042

Toll-Free Telephone No. 1-888-682-8082 Fax No. 800-256-6181 Email Address wecare@tomorrowenergy.co

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 Nicki Potts Title Operations Manager

Business address 480 W Dussel Drive, Suite 100, Maumee, Ohio 43537

Telephone No. (886) 682-8082 Fax No. Email Address President@sperianenergy.com

A-9 Applicant's federal employer identification number 275437590

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.)

✓	Columbia Gas of Ohio	✓	Residential	✓	Small Commercial	✓	Large Commercial / Industrial
✓	Dominion East Ohio	✓	Residential	✓	Small Commercial	✓	Large Commercial / Industrial
✓	Duke Energy Ohio	✓	Residential	✓	Small Commercial	✓	Large Commercial / Industrial
✓	Vectren Energy Delivery of Ohio	✓	Residential	✓	Small Commercial	✓	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

✓	Residential	Beginning Date of Service	3/2019	End Date
	Small Commercial	Beginning Date of Service		End Date
	Large Commercial	Beginning Date of Service		End Date
	Industrial	Beginning Date of Service		End Date

☑ Dominion East Ohio

✓	Residential	Beginning Date of Service	3/2019	End Date
	Small Commercial	Beginning Date of Service		End Date
	Large Commercial	Beginning Date of Service		End Date
	Industrial	Beginning Date of Service		End Date

☑ Duke Energy Ohio

✓	Residential	Beginning Date of Service	8/2019	End Date
	Small Commercial	Beginning Date of Service		End Date
	Large Commercial	Beginning Date of Service		End Date
	Industrial	Beginning Date of Service		End Date

☑ Vectren Energy Delivery of Ohio

✓	Residential	Beginning Date of Service	5/2019	End Date
	Small Commercial	Beginning Date of Service		End Date
	Large Commercial	Beginning Date of Service		End Date
	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:

☐	**Columbia Gas of Ohio**	**Intended Start Date**	
☐	**Dominion East Ohio**	**Intended Start Date**	
☐	**Duke Energy Ohio**	**Intended Start Date**	
☐	**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 SHALEEN GUPTA COO

Sworn and subscribed before me this 2nd **day of** August **Month** 2019 **Year**

Katherine Middleton

Signature of official administering oath

Katherine Middleton

Print Name and Title

My commission expires on 10/29/2019

KATHERINE MIDDLETON
Notary Public, State of Texas
Comm. Expires 10-29-2019
Notary ID 11725555

The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)
Tomorrow Energy Corp)
for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. 13 - 1641 **-GA-CRS**

County of Harris
State of Texas

Shaleen Gupta [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 SHALEEN GUPTA COO

Sworn and subscribed before me this 2nd **day of** August **Month** 2019 **Year**

Katherine Middleton
Signature of Official Administering Oath

Katherine Middleton
Print Name and Title

KATHERINE MIDDLETON
Notary Public, State of Texas
Comm. Expires 10-29-2019
Notary ID 11725555

My commission expires on 10/29/2019

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Exhibit A-14 Principal Officers, Directors and Partners

Paul Keene Chief Executive Officer 3151 Briarpark Drive, Suite 100 Houston, TX 77042 888.682.8082	**Jevin Sackett** Director 221 West Sixth Street, Suite 1030 Austin, TX 78701 512.862.2688
Alan W Faigin Secretary 221 West Sixth Street, Suite 1030 Austin, TX 78701 512.862.2688	**Jeff Mayer** Director 221 West Sixth Street, Suite 1030 Austin, TX 78701 512.862.2688
Murthy Rao Chief Finance Officer 3151 Briarpark Drive, Suite 100 Houston, TX 77042 888.682.8082	**Alan W Faigin** Director 221 West Sixth Street, Suite 1030 Austin, TX 78701 512.862.2688
	Ajit Habbu Director 221 West Sixth Street, Suite 1030 Austin, TX 78701 512.862.2688

Exhibit A-15 Company History

Tomorrow Energy Corp, previously known as Sperian Energy Corp. is a Nevada corporation that was established in 2011. Tomorrow Energy Corp is a closely held privately owned corporation by our parent company SNH Inc. Since its inception, Tomorrow Energy has been serving electric customer across 2 ISOs – PJM and NYISO. We provide natural gas to customers in Pennsylvania, Ohio, Maryland, and New Jersey. Our service of electric customers includes Illinois, Pennsylvania, Ohio, Maryland, and New Jersey across 43 utilities.

In February 2019, we changed our name to reflect our renewed emphasis on building a caring and sustainably minded company which provides an outstanding value.

Exhibit A-16 Articles of Incorporation and Bylaws

090204

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180494517-81
	Filing Date and Time 11/14/2018 11:58 AM
	Entity Number E0083912011-5

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

SPERIAN ENERGY CORP

2. The articles have been amended as follows: (provide article numbers, if available)

Name of Corporation: Tomorrow Energy Corp

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: All in Favor

4. Effective date and time of filing: (optional) Date: _____ Time: _____

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X _____

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

SECRETARY OF STATE

STATE OF NEVADA

NEVADA STATE BUSINESS LICENSE

TOMORROW ENERGY CORP

Nevada Business Identification # NV20111105235

Expiration Date: February 28, 2019

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 14, 2018

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law cannot be waived.

Exhibit A-17 Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
11/29/2018	201833202298	Foreign/Amendment (FAM)	50.00	0.00	0.00	0.00

Receipt

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

SPERIAN ENERGY CORP
ATTN: BILL EVANS
3010 BRIARPARK DR, SUITE 200
HOUSTON, TX 77042

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

2085335

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

TOMORROW ENERGY CORP

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

Document(s)	Document No(s):
Foreign/Amendment	**201833202298**

Effective Date: 11/26/2018

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 29th day of November, A.D. 2018.

Ohio Secretary of State

Exhibit B-1 Jurisdictions of Operation

Current Tomorrow Energy Markets	Status of Operations
Illinois ICC	
ComEd	Active
Maryland PSC	
Baltimore Gas & Electric	Active
Baltimore Gas & Electric - Gas	Active
Delmarva Power (MD)	Active
Pepco	Active
Potomac Edison	Active
SMECO	Active
Washington Gas Light Company	Active
New Jersey BPU	
Atlantic City Electric	Active
Elizabethtown Gas	Active
Jersey Central Power & Light	Active
New Jersey Natural Gas	Active
PSE&G	Active
PSE&G - Gas	Active
South Jersey Gas	Active
New York PUC	
Con Ed	Active
Orange & Rockland	Active
Ohio PUC	
Cleveland Electric Illuminating Co	Active
Columbia Gas of Ohio Gas	Active
Columbus Southern	Active
Dayton Power & Light	Active
Dominion Energy Ohio	Active
Duke Energy	Active
Duke Energy - Gas	Active
Ohio Edison	Active
Ohio Power	Active
Toledo Edison	Active
Pennsylvania PSC	
Columbia Gas of PA	Active
Duquesne	Active
First Energy - Met-Ed	Active
First Energy - Penelec	Active
PECO	Active
PECO - Gas	Active
Penn Power (Pennsylvania Power)	Active
Peoples Equitable Gas of PA	Active
Peoples Gas of PA	Active
Peoples TWP Gas of PA	Active
PPL Electric Utilities	Active
UGI Central	Active
UGI North	Active
UGI South	Active
West Penn Power	Active

Exhibit B-2 Experience & Plans

Tomorrow Energy has been marketing in PJM and NYISO markets for approximately 7 years and opened into Non-POR and gas markets in the last 1 year.

Currently Tomorrow Energy serves Natural Gas and Electricity customers in Illinois, Pennsylvania, Ohio, Maryland, New York and New Jersey across 43 utilities. Our plans are to fully expand into all electric and gas markets across OH as well as enter the Delaware electric market by the end of 2019.

Tomorrow Energy has assembled a solid team with a mix of seasoned industry veterans and entrepreneurs. The core of the management team has over 75 years of combined industry experience encompassing executive management, risk management, operations, commodity trading, asset optimization, modeling, sales & marketing, and financial planning.

Exhibit B-3 Summary of Experience

Tomorrow Energy currently serves over 65,000 Natural Gas and Electricity customers in 43 markets. We provide natural gas to customers in Pennsylvania, Ohio, Maryland, and New Jersey. Our service of electric customers includes Illinois, Pennsylvania, Ohio, Maryland, and New Jersey. In 2019 our deliveries will top 500,000 Dtm of natural gas to customers in 16 separate LDC in the afore mentioned states. Predominantly we serve residential customers in the following utility service areas Peoples (all three utilities) , National Fuels of Pennsylvania, Columbia of Ohio, Columbia of Pennsylvania, UGI (all three utilities), BGE-Gas, Duke Gas of Ohio, New Jersey Natural Gas, Vectren, Washington Gas, Elizabethtown Gas, PSEG Gas, and Dominion East Ohio. We have experience scheduling to these LDC via a partnership with Quantum Gas who acts as our scheduling agent. They have a dedicated team of scheduling professionals who ensure accurate and timely scheduling with each of the LDC's.

Exhibit B-4 Disclosure of Liabilities and Investigations

The Illinois Commerce Commission ("ICC") has initiated a proceeding, ICC Docket No. 15-0438, in which Staff of the ICC has alleged that Sperian Energy Corp.(n/k/a Tomorrow Energy Corp) has failed to comply with certain statutory and regulatory obligations of certified Alternative Retail Electric Suppliers ("ARES") in Illinois related to marketing activities. The proceeding also seeks to determine whether penalties or other remedies should be imposed. Sperian disputes that it has acted or failed to act in a manner that violates applicable Illinois laws and regulations as indicated in its Response and Answer in ICC Docket No. 15-0438.

The final judgment and consent decree were signed for Docket No. 15-0438 on Oct 2018.

Tomorrow Energy has no other past or pending 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 in any state or operating territory.

Exhibit C-1 Annual Reports

N/A

Sperian Energy Corp does not have Annual Reports nor any SEC filings as Sperian Energy Corp is a closely held privately owned corporation that is not required to do either.

Exhibit C-2 SEC Filings

N/A

Sperian Energy Corp does not have Annual Reports nor any SEC filings as Sperian Energy Corp is a closely held privately owned corporation that is not required to do either.

Exhibit C-3 Financial Statements

(2017 & 2018)

Sperian Energy Corp

Financial Statements

As of and For the Years Ended
December 31, 2017 and 2016

The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of
BDO International Limited, a UK company limited by guarantee.

BDO

Sperian Energy Corp

Financial Statements

As of and For the Years Ended
December 31, 2017 and 2016

Sperian Energy Corp

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Tel: 713-960-1706
Fax: 713-960-9549
www.bdo.com

2929 Allen Parkway, 20th Floor
Houston, TX 77019

Independent Auditor's Report

Board of Directors
Sperian Energy Corp
Houston, Texas

We have audited the accompanying financial statements of Sperian Energy Corp, which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of operations, changes in shareholder's equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sperian Energy Corp as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

April 16, 2018

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Financial Statements

Sperian Energy Corp

Balance Sheets

December 31,	2017	2016
Assets		
Current Assets		
Cash	$ 666,076	$ 230,319
Restricted cash	3,711,446	7,106,693
Accounts receivable	7,925,588	6,522,274
Direct customer acquisition costs, net	2,127,224	1,279,475
Prepaid expenses and other assets	53,823	87,977
Total Current Assets	14,484,157	15,226,738
Property and Equipment, net	274,081	23,336
Derivative Instruments, net	807,712	-
Direct Customer Acquisition Costs, net	1,060,268	381,786
Other Assets	124,281	8,893
Total Assets	$ 16,750,499	$ 15,640,753
Liabilities and Shareholder's Equity		
Current Liabilities		
Accounts payable	$ 591,400	$ 230,409
Accrued expenses and other	7,027,944	5,546,545
Due to related parties	-	69,029
Derivative instruments, net	-	526,873
Total Current Liabilities	7,619,344	6,372,856
Commitment & Contingencies (Note 6)		
Shareholder's Equity		
Common stock, no par value, 10,000 shares authorized, 3,575 shares issued and outstanding as of December 31, 2017 and 2016	6,075,534	6,075,534
Retained earnings	3,055,621	3,192,363
Total Shareholder's Equity	9,131,155	9,267,897
Total Liabilities and Shareholder's Equity	$ 16,750,499	$ 15,640,753

Sperian Energy Corp

Statements of Operations

Year Ended December 31,	2017	2016
Net Revenue	$ 38,378,744	$ 46,525,358
Direct Energy Costs	27,198,473	31,449,944
Gross Profit	11,180,271	15,075,414
Operating Expenses	11,963,718	9,042,636
(Loss) Income from Operations	(783,447)	6,032,778
Other Income (Expenses)		
Unrealized gain (loss) due to change in fair value of derivative instruments	807,712	(526,873)
Other expenses	(47,613)	(78,118)
Total Other Income (Expenses)	760,099	(604,991)
(Loss) Income Before Income Tax Expense	(23,348)	5,427,787
Income Tax Expense	20,000	1,378
Net (Loss) Income	$ (43,348)	$ 5,426,409

See accompanying notes to financial statements.

Sperian Energy Corp

Statements of Shareholder's Equity

	Shares Issued and Outstanding	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at January 1, 2016	3,575	$ 6,075,534	$ 6,556	$ 6,082,090
Dividends	-	-	(2,240,602)	(2,240,602)
Net income	-	-	5,426,409	5,426,409
Balance at December 31, 2016	3,575	6,075,534	3,192,363	9,267,897
Dividends	-	-	(93,394)	(93,394)
Net loss	-	-	(43,348)	(43,348)
Balance at December 31, 2017	3,575	$ 6,075,534	$ 3,055,621	$ 9,131,155

See accompanying notes to financial statements.

Sperian Energy Corp

Statements of Cash Flows

Year Ended December 31,	2017	2016
Cash Flows from Operating Activities		
Net (loss) income	$ (43,348)	$ 5,426,409
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	11,093	26,024
Loss on disposal of property and equipment	24,867	-
Amortization of direct customer acquisition costs	1,955,700	2,312,648
Net change in fair value of derivative instruments, net	(1,334,585)	(483,527)
Changes in operating assets and liabilities:		
Restricted cash	3,395,247	(1,719,344)
Accounts receivable	(1,403,314)	1,955,752
Direct customer acquisition costs	(3,481,931)	(1,414,795)
Prepaid expenses and other assets	(81,234)	23,085
Accounts payable	360,991	110,274
Accrued expenses and other	1,481,399	(693,690)
Due to related parties	(69,029)	(1,931,655)
Net Cash Provided by Operating Activities	815,856	3,611,181
Cash Flows from Investing Activities		
Purchase of property and equipment	(286,705)	-
Net Cash Used in Investing Activities	(286,705)	-
Cash Flows from Financing Activities		
Repayments on line of credit	-	(1,499,562)
Dividends paid to shareholders	(93,394)	(2,240,602)
Net Cash Used in Financing Activities	(93,394)	(3,740,164)
Net Increase (Decrease) in Cash	435,757	(128,983)
Cash - Beginning of Year	230,319	359,302
Cash - End of Year	$ 666,076	$ 230,319
Supplemental Cash Flow Information		
Cash paid for interest	$ -	$ 78,116
Cash paid for taxes	$ 11,429	$ 5,093

See accompanying notes to financial statements.

1. Nature of Business

Sperian Energy Corp (the "Company"), organized in the State of Nevada, is an energy marketer and provider of electricity in the variously deregulated Illinois, Maryland, Pennsylvania, Ohio, New Jersey and New York markets. The Company provides retail electricity to residential and small-to-medium sized commercial customers.

The Company is licensed by the Federal Energy Regulatory Commission, ("FERC") as a power marketer. The Company is in various stages of seeking licenses to supply retail electricity in other states including, but not necessarily limited to, Connecticut and Massachusetts. The Company is also in various stages of seeking licenses to supply retail natural gas in several states including, but not necessarily limited to, Illinois, Maryland, Pennsylvania, Ohio, New Jersey and New York.

In July 2017, the Company relocated its corporate headquarter from Las Vegas, Nevada to Houston Texas.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue and Cost Recognition

Energy sales are recognized when electricity is delivered to the Company's customers.

Direct energy costs, which are recognized concurrently with related energy sales, include the commodity cost of purchased electricity, transmission costs associated with energy delivery, fees incurred from various energy-related service providers and energy-related taxes that cannot be passed directly through to the customer. Other fees and charges from the Independent System Operators ("ISOs") are determined by the ISO based upon each day's system-wide activities. The Company estimates and accrues these fees based on activity levels, preliminary settlements and other available information. Final determination and settlement of these charges typically takes from one to three months and they are adjusted when they become available, and in less common circumstances can take up to six months maximum. The Company's customers' billings may also include charges for the transmission and distribution of the commodity for which the utility is ultimately responsible and separately itemized taxes for customers. Accordingly, taxes such as gross receipts tax and sales tax are excluded from the Company's net revenue.

Sales commission expense payable based on customer billings is recognized in the same period as revenue generated by such billings. Commission expense is recorded in operating expenses on the statements of operations.

The Company pays direct customer acquisition costs (commissions) to independent sales representatives when they provide new customers or renew existing customers. Commission plan agreements are established with the independent sales agents, detailing the commission rates. The commissions are paid to independent sales representatives at the time a new customer is enrolled or renewed. Commissions are paid up front and capitalized and amortized over the expected tenure of the customer, typically two years. For the years ended December 31, 2017 and 2016, the Company amortized direct customer acquisition costs of $1,955,700 and $2,312,648, respectively, which are included in operating expenses on the statements of operations. Accumulated amortization of direct customer acquisition costs as of December 31, 2017 and 2016 totaled $9,034,940 and $7,080,140, respectively.

Reclassification

Certain reclassifications have been made to the 2016 amounts to conform to the 2017 presentation. Such reclassifications had no effect on the Company's financial position, results of operations, shareholder's equity or cash flows.

Restricted Cash and Energy Deposits

The restricted cash which the Company currently cannot access is pledged as collateral for energy purchase obligations or to secure letters of credit for a variety of purposes. The Company also has energy deposits pledged as collateral for these purchase obligations. These deposits are classified as current or long-term depending on the duration and nature of the deposit requirement, and are included in other assets on the balance sheets.

Accounts Receivable

The Company's receivables consist of billed and unbilled revenues from customers. The Company's customers are billed monthly at various dates throughout the month. The unbilled revenues represent the amount of electricity delivered to customers as of the end of the period, but not yet billed. The unbilled revenues are estimated by the Company based on comparing billings for a period total once all billings for a period are completed (typically 35 to 40 days after the period has ended in which the electricity was delivered) to billings for the same period as of the last day of such period. Such estimates are reflected in operations in the period when actual usage is known and billed. As of December 31, 2017 and 2016, the Company recorded unbilled revenues of $2,934,673 and $2,628,510, respectively, for energy sales, which is included in the accompanying balance sheets in accounts receivable.

Allowance for Doubtful Accounts

Since inception, the Company has operated strictly in "Purchase of Receivables" or "POR" markets where bad debts are secure through the payment of POR fees. The Company records receivables net of POR fees and is not responsible for collection of bad debts. In New Jersey, however, the POR markets are "limited recourse". This is when a customer fails to pay, the POR program only secures the bad debt for up to a certain number of days (typically sixty days) and after such period of non-payment, when the Company does not return the customer to the incumbent utility, then the Company becomes liable for potential bad debts. The Company has determined that no allowance for bad debts was needed as of December 31, 2017 and 2016.

Concentration of Credit Risks

Financial instruments which potentially subject the Company to significant concentrations of credit risk consist of cash and accounts receivable. The Company maintains cash with financial institutions which, at times, exceed federally insured limits. The Company monitors the financial condition of these institutions and has experienced no losses associated with the accounts. The Company is not party to any financial instruments which would have off-balance sheet credit or interest rate risk.

For the years ended December 31, 2017 and 2016, the Company had one energy supplier that accounted for 99% of direct energy cost with the other 1% representing the direct purchases of renewable energy credits as required by states.

During 2017 and 2016, the Company derived approximately 20% or $7.5 million, and 24% or $11.0 million, respectively, of its gross revenue from one utility market known as "ComEd" in Illinois. During 2017 and 2016, the Company also derived approximately 60% or $22.9 million, and 62% or $28.8 million, respectively, of its gross revenue from various utility market in the state of Pennsylvania.

Property and Equipment

Property and equipment consist primarily of office furniture, computer equipment and software which are recorded at cost. The office furniture and computer equipment are depreciated on a straight-line basis over their estimated useful lives of three to seven years. The software development costs are amortized on a straight-line basis over its estimated useful life of three years.

When assets are retired or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of repairs and maintenance is expensed as incurred whereas significant renewals and betterments are capitalized.

Impairment of Long-Lived Assets

The Company applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 360, *Property, Plant and Equipment*, which requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. There was no impairment of long-lived assets for the years ended December 31, 2017 and 2016.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable and accounts payable. The carrying amounts of these financial instruments are reflected in the accompanying balance sheets at cost and are considered by management to approximate their fair values due to their very short-term nature.

Accounting for Derivative Instruments and Hedging Activities

The Company's activities expose it to a variety of market risks, principally from commodity prices. Management has established risk management policies and procedures designed to reduce the potentially adverse effects that the price volatility of these markets may have on its operating results. The Company's risk management activities, including the use of derivative instruments such as financial swaps and options, are subject to the management, direction and control of an internal risk oversight committee. The Company maintains commodity price risk management strategies that use these derivative instruments, within approved risk tolerances, to minimize significant, unanticipated earnings fluctuations caused by commodity price volatility.

Supplying electricity to retail customers requires the Company to match customers' projected demand with long-term and short-term commodity purchases. The Company purchases substantially all of its physical power in the day-ahead and real-time markets run by the ISOs. These spot market physical delivery purchases are not considered derivatives contracts under ASC 815. Accordingly, the Company records revenue generated from customer sales as energy is delivered to retail customers and the related energy under the physical delivery spot purchases is recorded as direct energy costs when received from the ISOs.

Forward financial contracts are used to hedge the price of the above spot market physical energy purchases. The Company has used mark-to-market accounting treatment for such hedges for the years ending December 31, 2017 and 2016 and has reflected the fair value of unsettled hedges on its balance sheets for each such year. The values at December 31, 2017 will be reversed in the time period in which those hedges are settled in 2018.

Certain financial derivative instruments (such as swaps, options and futures), designated as economic hedges or as speculative, do not qualify or meet the requirements for normal purchase, normal sale accounting treatment or cash flow hedge accounting and are recorded in operating income (loss) and as a current or long-term derivative asset or liability. The subsequent changes in the fair value of these contracts may result in operating income (loss) volatility as the fair value of the changes are recorded on a net basis in direct energy cost in the statement of operations for each fiscal period.

Income Taxes

The Company is an "S" Corp for Federal tax purposes. As such, the Company is not directly subject to federal income taxes at the corporate level, its income or loss is reported in the tax returns of its shareholders.

The Company follows guidance for accounting for uncertainty in income tax positions, which contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company does not believe that any additional reserves are required for income taxes, penalties and interest related to uncertain tax positions.

The Company records income tax related interest and penalties as a component of income tax expense. For the years ended December 31, 2017 and 2016, the Company did not have a material amount of income tax related interest or penalties.

The Company files income tax returns in the U.S. federal jurisdiction and in the various states that the Company operates in. None of the Company's federal or state income tax returns are currently under examination by either the Internal Revenue Service or state authorities, respectively. The Company's federal income tax returns for fiscal years 2014 and later are subject to examination by the Internal Revenue Service. Generally, the Company's separate state income tax returns for fiscal years 2013 and subsequent periods are subject to examination by the respective state taxing authorities.

Advertising Costs

The Company expenses advertising costs when incurred. The Company did not incur significant advertising costs for the years ended December 31, 2017 and 2016.

Recently Issued Accounting Pronouncements

Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*. This ASU is a new revenue recognition standard which creates a single source of revenue guidance for all entities in all industries. The new standard is more principles based than the current guidance on revenue recognition and is applicable to all entities that enter into contracts to provide goods and services to their customers. The principles in the new standard are applied using the following five steps: (1) identify the contracts with customers, (2) identify the performance obligations in the contracts, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contracts, and (5) recognize revenue when or as the entity satisfies the performance obligations. The new guidance also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets such as property and equipment including real estate and includes expanded presentation and disclosures requirements for both public and nonpublic entities. The standard is to be applied using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. Nonpublic entities are required to adopt the new guidance for fiscal years beginning after December

15, 2018. Early adoption is permitted as of either (a) an annual reporting period beginning after December 15, 2016 including interim periods within that year, or (b) an annual reporting period beginning after December 15, 2016 and interim periods within annual reporting periods beginning one year after the annual period in which the entity first applies the standard. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

ASU No. 2016-02, *Leases*. In February 2016, the FASB issued a new standard on leasing. From the lessee's perspective, the new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement for lessees. From the lessor's perspective, the new standard requires a lessor to classify leases as sales type, finance or operating. A lease will be treated as a sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risk and rewards are conveyed without the transfer of control, the lease is treated as a financing lease. If the lessor doesn't convey risks and rewards or control, an operating lease results. For nonpublic entities this new standard is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. A modified retrospective transition approach is required for leases for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. A modified retrospective transition approach is required for lessors for sales-type, direct financing, and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

ASU No. 2016-18, *Restricted Cash*. This ASU requires that restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total cash amounts shown on the statement of cash flows. Consequently, transfers between cash and restricted cash will not be presented as a separate line item in the operating, investing or financing sections of the cash flow statement. The new guidance also includes examples of the revised presentation guidance, and additional presentation and disclosure requirements apply. The new guidance should be applied retrospectively to each period presented. Nonpublic entities are required to adopt the new guidance for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

3. Supply and Credit Facility

The Company had a master credit facility agreement, "Master Credit Facility", with Macquarie Energy, LLC or "Macquarie", to supply 100% of the electricity needs of its customers, excluding some immaterial renewable energy purchases. The Master Credit Facility expired and was replaced with a "Global Agreement" with Shell Energy North America (US), L.P. ("Shell"), effective December 20, 2017. The Company had supply costs payable to Macquarie of $2,608,029 included in accrued expenses on the accompanying balance sheet as of December 31, 2016.

The Company also has a Lockbox Agreement as part of its Global Agreement with Shell. The lockbox is maintained by a banking institution, where all revenues received from electricity customers are deposited. The Company must make requests to Shell and Shell must approve and effectuate the transfers into the Company's operating bank account. The lockbox is fully controlled by Shell. The cash balance in the lock box account as of December 31, 2017 was $3,711,446. As of December 31, 2016, the cash balance in the lock box controlled by Macquarie pursuant to the Master Credit Facility and under the same terms described above was $7,106,693.

The Company also has a Security Agreement as part of its Global Agreement that secures the Company's performance and compliance with its obligations under the Global Agreement, Shell Security Agreement, Shell Lockbox Agreement and related transaction documents. In return, the Company granted Shell a continuing security interest in the Company's interest in the lockbox account, Company's contracts with retail electricity sales customers and revenues and accounts receivable resulting from such contracts. In addition, the Company agreed to deposit all revenues received from electricity energy customers into the lockbox account. Additionally, the Company's parent has pledged 100% of its interests in the Company as collateral.

Through December 20, 2017, the Company's Master Credit Facility included all terms, security agreements and interest as described under the Global Agreement with Shell. Shell agreed to provide credit to the Company under a Loan Agreement which consists of a Revolving Credit Facility, a Collateral Credit Facility and a Storage Credit Facility together subject to a pooled facility limit of $33 million ($20 million under Macquarie), which is expandable to $43 million upon the Company reaching the milestone of delivering 2 million MWh over a 12-month trailing basis. Shell extended $9,815,158 and Macquarie extended $9,056,826 of credit to the Company under the Global Agreement and Master Credit Facility as of December 31, 2017 and 2016, respectively.

Also, as part of the Loan Agreement and included in the total credit extended, Shell paid Macquarie cash collateral of $6,394,231 to cover the exposure that Macquarie had due to the posting of some collateral requirements with certain regulatory entities, ISOs, and utilities in the form of letters of credit and cash deposits. Macquarie posted such letters of credit in the amount of $6,303,000 and $5,898,000 as of December 31, 2017 and 2016, respectively. Macquarie posted such cash deposits in the amount of $25,000 as of December 31, 2017 and 2016. The Company pays an effective annual interest rate to Shell of 5.00% + LIBOR on these Collateral Credit Facility drawdowns (5.50% on the letters of credit and 7.00% on cash deposits to Macquarie) with interest payments due and payable on the last calendar day of each month.

Also, as part of the Loan Agreement and included in the total credit extended, the Company had supply costs payable to Shell $3,272,581 included in accrued expenses on the accompanying balance sheet as of December 31, 2017. The amount payable to Shell is considered a drawdown on the Revolving Credit Facility which bears interest at a rate of 4.00% per annum plus the greater of LIBOR and 3% per annum with interest and principal amounts due on the 20th day of the calendar month following the month that the drawdown is made.

The Storage Credit Facility bears interest at a rate of 4.00% per annum plus the greater of LIBOR and 3% per annum with interest and principal amounts due on the last day of each month. There have been no drawdowns on the Storage Credit Facility as of December 31, 2017.

The Global Agreement and Master Credit Facility requires compliance with certain financial covenants. The Company was in compliance with the financial covenants as of December 31, 2017 and 2016. The agreements also require minimum annual fees under the Global Agreement and Master Credit Facility. However, there were no minimum annual fees due for December 31, 2017 and 2016, respectively. For years starting 2018, the minimum annual fees are $300,000 and gradually increase to $800,000 by year five of the Global Agreement, and the Company expects to meet this requirement.

4. Property and Equipment

Property and equipment consist of the following:

December 31,	2017	2016
Office furniture and fixtures	$ 5,116	$ 12,963
Computers equipment and software	276,987	82,073
Machinery and equipment	-	14,260
	282,103	109,296
Less: accumulated depreciation and amortization	(8,022)	(85,960)
Property and equipment, net	$ 274,081	$ 23,336

Depreciation and amortization expense for the years ended December 31, 2017 and 2016 was $11,093 and $26,024, respectively.

5. Derivative Instruments

At December 31, 2017, the Company had the following energy fixed price swap commodity derivatives positions outstanding:

Location	Settlement Period	Volume (MW)	Range of Fixed Prices per MW Low	High
PJM - BGE	2018	1,736	$ 40.85	$ 51.55
PJM - Duke OH Zone	2018	2,904	33.45	39.90
PJM - DUQ	2018	6,624	31.90	33.35
PJM - West Hub	2018	10,223	29.75	51.40
PJM - PECO	2018	8,823	31.15	39.65
PJM - PPL	2018	35,283	26.15	46.80
PJM - MedEd	2018	18,653	28.90	56.40
PJM - APS	2018	20,709	30.15	44.25
PJM - JCPL	2018	2,232	41.40	48.48
PJM - Penelec	2018	3,648	31.15	44.65
PJM - ComEd	2018	11,830	29.05	35.18
PJM - NYISO	2018	496	72.10	72.10

At December 31, 2016, the Company had the following energy fixed price swap commodity derivatives positions outstanding:

Location	Settlement Period	Volume (MW)	Range of Fixed Prices per MW Low	Range of Fixed Prices per MW High
PJM - BGE	2017	2,480	$ 44.70	$ 60.20
PJM - Duke OH Zone	2017	6,200	34.30	85.15
PJM - DUQ	2017	11,112	31.35	61.40
PJM - West Hub	2017	5,528	27.30	58.85
PJM - PECO	2017	12,752	24.85	52.70
PJM - PPL	2017	22,959	24.15	86.30
PJM - MedEd	2017	22,990	24.15	64.30
PJM - APS	2017	32,905	27.35	87.65
PJM - JCPL	2017	11,992	27.05	53.45
PJM - Penelec	2017	9,063	30.70	48.70
PJM - ComEd	2017	38,827	25.30	56.85
PJM - NYISO	2017	1,240	40.20	64.20

The Company recorded the fair value totaling $807,712 as derivative assets and $526,873 as derivative liabilities in the balance sheets as of December 31, 2017 and 2016, respectively. Unrealized gain of $807,712 and unrealized loss of $526,873 are recorded in the statements of operations in 2017 and 2016, respectively. Accordingly, realized losses of $526,873 and $1,010,400 are included in direct energy costs on the statements of operations in 2017 and 2016, respectively.

The fair value hierarchy established by ASC 820 prioritizes the inputs used in valuation techniques into three levels as follows:

- *Level 1* - Observable inputs - unadjusted quoted prices in active markets for identical assets and liabilities;
- *Level 2* - Observable inputs - other than the quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data; and
- *Level 3* - Unobservable inputs - includes amounts derived from valuation models where one or more significant inputs are unobservable.

In accordance with ASC 820, the Company has classified its investment in derivative instruments into these levels depending on the inputs used to determine their fair values. The Company's derivative instruments consist of commodity positions. The fair value of the short-term commodity derivatives are based on quoted prices in the commodity exchanges and is designated as Level 2.

6. Commitments and Contingencies

Operating Leases

The company conducts its operations from office facilities that are leased and lease office equipment for various terms under long-term non-cancelable operating lease agreements. These leases expire at various dates through 2020 and provide for renewal options. In the normal course of business, it is expected that these leases will be renewed or replaced by leases on other properties and office equipment.

Estimated minimum future rental payments required under non-cancelable operating leases as of December 31, 2017 are as follows:

Year Ending December 31,		
2018	$	186,220
2019	$	104,014
2020		1,275
	$	291,509

Total rent expense was $101,960 and $138,739 for the years ended December 31, 2017 and 2016, respectively.

Purchase Commitments

The Company buys all of its physical supply from the ISOs that operate the grid in the spot market at index prices. The Company entered into a series of swaps to hedge these index electricity purchases covering approximately 96% of the customers' firm load servicing requirements for fiscal 2018 based on the Company's forecast. The Company's hedges as of December 31, 2017 and 2016 are hedged primarily in the zones that the electricity will be physically delivered with financial swaps and all actual delivered physical supply is scheduled and bought directly from PJM in the PJM's day-ahead and real time markets in each load zone where the Company's customers and load reside. These swaps are treated as ineffective hedges for accounting purposes.

Regulatory and Legal Proceedings

The Company is currently involved in a formal investigation by the Illinois Commerce Commission ("ICC") and had submitted a proposed settlement to resolve the matter. However, on August 24, 2017, the Illinois Attorney General filed a lawsuit in Cook County alleging Sperian violated the Illinois Consumer Fraud and Deceptive Practices Act and the Illinois Telephone Solicitations Act. As a result of the Attorney General lawsuit, the Illinois ICC action has been stayed. As of December 31, 2017 and 2016, the Company has accrued a liability of $800,000 and $450,000, respectively, in relation to the ICC and the Illinois Attorney General matters based on the Company's best estimate and probable outcome of these matters.

7. Surety Bonds

The Company has $4,650,000 of surety bonds at December 31, 2017 and 2016 with various entities relating to the purchase and sale of electric power and telemarketing registration.

8. Related Party Transactions

The Company rents its office facilities from its shareholder on a month to month basis. Rental expense related to this arrangement was $34,383 and $134,904 for the years ended December 31, 2017 and 2016, respectively.

Due to related parties at December 31, 2016 consists of the transfer of expenses and payments due to the Company's shareholder and an affiliate of its shareholder.

The Company received and paid fees for management services of $311,979 and $1,092,345 for the years ended December 31, 2017 and 2016, respectively, to Sackett National Holdings, Inc., parent of the Company.

9. Subsequent Events

The Company performed an evaluation of subsequent events through April 16, 2018, which is the date these financial statements were available to be issued, and have determined that there are no other events to disclose.

Tomorrow Energy Corp

Financial Statements

As of and for the Years Ended
December 31, 2018 and 2017

The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of
BDO International Limited, a UK company limited by guarantee.

BDO

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Independent Auditor's Report

Board of Directors
Tomorrow Energy Corp
Houston, Texas

We have audited the accompanying financial statements of Tomorrow Energy Corp (formerly Sperian Energy Corp), which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of operations, changes in shareholder's equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tomorrow Energy Corp (formerly Sperian Energy Corp) as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

April 17, 2019

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Financial Statements

Tomorrow Energy Corp

Balance Sheets

December 31,	2018	2017
Assets		
Current Assets		
Cash	$ 674,822	$ 666,076
Restricted cash	4,474,128	3,711,446
Accounts receivable, net	7,455,770	7,925,588
Direct customer acquisition costs, net	3,737,044	2,127,224
Prepaid expenses and other assets	775,132	53,823
Total Current Assets	17,116,896	14,484,157
Property and Equipment, net	172,158	274,081
Derivative Instruments, net	-	807,712
Direct Customer Acquisition Costs, net	1,353,063	1,060,268
Other Assets	871,407	124,281
Total Assets	$ 19,513,524	$ 16,750,499
Liabilities and Shareholder's Equity		
Current Liabilities		
Accounts payable	$ 4,109,424	$ 591,400
Accrued expenses and other	4,978,273	7,027,944
Derivative instruments, net	590,119	-
Total Current Liabilities	9,677,816	7,619,344
Collateral Credit Facility	625,000	-
Commitments & Contingencies (Note 6)		
Shareholder's Equity		
Common stock, no par value, 10,000 shares authorized, 3,575 shares issued and outstanding as of December 31, 2018 and 2017	6,075,534	6,075,534
Additional paid-in capital	3,666,670	-
(Accumulated deficit) Retained earnings	(531,496)	3,055,621
Total Shareholder's Equity	9,210,708	9,131,155
Total Liabilities and Shareholder's Equity	$ 19,513,524	$ 16,750,499

See accompanying notes to financial statements.

Tomorrow Energy Corp

Statements of Operations

Year Ended December 31,	2018	2017
Net Revenue	$ 49,140,540	$ 38,378,744
Direct Energy Costs	36,045,092	27,198,473
Gross Profit	13,095,448	11,180,271
Operating Expenses	14,578,901	11,471,136
Loss from Operations	(1,483,453)	(290,865)
Other (Expense) Income		
Unrealized (loss) gain due to change in fair value of derivative instruments	(1,397,831)	807,712
Interest expense	(705,833)	(492,582)
Other expenses	-	(47,613)
Total Other (Expense) Income	(2,103,664)	267,517
Loss Before Income Tax Expense	(3,587,117)	(23,348)
Income Tax Expense	-	20,000
Net Loss	$ (3,587,117)	$ (43,348)

See accompanying notes to financial statements.

Tomorrow Energy Corp

Statements of Shareholder's Equity

	Shares Issued and Outstanding	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Total Shareholder's Equity
Balance at January 1, 2017	3,575	$ 6,075,534	$ -	$ 3,192,363	$ 9,267,897
Dividends	-	-	-	(93,394)	(93,394)
Net loss	-	-	-	(43,348)	(43,348)
Balance at December 31, 2017	3,575	6,075,534	-	3,055,621	9,131,155
Capital contribution	-	-	3,666,670	-	3,666,670
Net loss	-	-	-	(3,587,117)	(3,587,117)
Balance at December 31, 2018	3,575	$ 6,075,534	$ 3,666,670	$ (531,496)	$ 9,210,708

See accompanying notes to financial statements.

Tomorrow Energy Corp

Statements of Cash Flows

Year Ended December 31,	2018	2017
Cash Flows from Operating Activities		
Net loss	$ (3,587,117)	$ (43,348)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	101,923	11,093
Loss on disposal of property and equipment	-	24,867
Provision for bad debts	36,960	-
Amortization of direct customer acquisition costs	3,486,959	1,955,700
Net change in fair value of derivative instruments	1,397,831	(1,334,585)
Changes in operating assets and liabilities:		
Restricted cash	(762,682)	3,395,247
Accounts receivable	432,858	(1,403,314)
Direct customer acquisition costs	(5,389,574)	(3,481,931)
Prepaid expenses and other assets	(1,468,435)	(81,234)
Accounts payable	3,518,024	360,991
Accrued expenses and other	(2,049,671)	1,412,370
Net Cash (Used in) Provided by Operating Activities	(4,282,924)	815,856
Cash Flows from Investing Activities		
Purchase of property and equipment	-	(286,705)
Net Cash Used in Investing Activities	-	(286,705)
Cash Flows from Financing Activities		
Net proceeds from collateral credit facility	625,000	-
Dividends paid to shareholders	-	(93,394)
Capital contribution	3,666,670	-
Net Cash Provided by (Used in) Financing Activities	4,291,670	(93,394)
Net Increase in Cash	8,746	435,757
Cash - Beginning of Year	666,076	230,319
Cash - End of Year	$ 674,822	$ 666,076
Supplemental Cash Flow Information		
Cash paid for interest	$ 705,833	$ 492,582
Cash paid for taxes	$ 3,848	$ 11,429

See accompanying notes to financial statements.

1. Nature of Business

Effective November 14, 2018, Sperian Energy Corp. changed its name to Tomorrow Energy Corp. (the "Company"). The name change was made in accordance with the laws of the State of Nevada. The Company is an energy marketer and provider of electricity in the variously deregulated Illinois, Maryland, Pennsylvania, Ohio, New Jersey and New York markets. The Company provides retail electricity to residential and small-to-medium sized commercial customers.

The Company is licensed by the Federal Energy Regulatory Commission, ("FERC") as a power marketer. The Company is in various stages of seeking licenses to supply retail electricity in other states including, but not necessarily limited to, Connecticut and Massachusetts. The Company also has licenses to supply retail natural gas in several states including, but not necessarily limited to, Maryland, Pennsylvania, Ohio, and New Jersey.

In July 2017, the Company relocated its corporate headquarters from Las Vegas, Nevada to Houston Texas.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue and Cost Recognition

Energy sales are recognized when electricity or gas is delivered to the Company's customers.

Direct energy costs, which are recognized concurrently with related energy sales, include the commodity cost of purchased electricity and gas, transmission or transportation costs associated with energy delivery, fees incurred from various energy-related service providers and energy-related taxes that cannot be passed directly through to the customer. Other fees and charges from the Independent System Operators ("ISOs") are determined by the ISO based upon each day's system-wide activities. The Company estimates and accrues these fees based on activity levels, preliminary settlements and other available information. Final determination and settlement of these charges typically takes from one to three months and they are adjusted when they become available, and in less common circumstances can take up to six months maximum. The Company's customers' billings may also include charges for the transmission and distribution of the commodity for which the utility is ultimately responsible and separately itemized taxes for customers. Accordingly, taxes such as gross receipts tax and sales tax are excluded from the Company's net revenue.

Sales commission expense payable based on customer billings is recognized in the same period as revenue generated by such billings. Commission expense is recorded in operating expenses on the statements of operations.

The Company pays direct customer acquisition costs (commissions) to independent sales representatives when they provide new customers or renew existing customers. Commission plan agreements are established with the independent sales agents, detailing the commission rates. The commissions are paid to independent sales representatives at the time a new customer is enrolled or renewed. Commissions are paid up front and capitalized and amortized over the expected tenure of the customer, typically two years. For the years ended December 31, 2018 and 2017, the Company amortized direct customer acquisition costs of $3,486,959 and $1,955,700, respectively, which are included in operating expenses on the statements of operations. Accumulated amortization of direct customer acquisition costs as of December 31, 2018 and 2017 totaled $12,323,873 and $9,034,940, respectively.

Reclassification

Certain reclassifications have been made to the 2017 amounts to conform to the 2018 presentation. Such reclassifications had no effect on the Company's financial position, results of operations, shareholder's equity or cash flows.

Restricted Cash and Energy Deposits

The restricted cash which the Company currently cannot access is pledged as collateral for energy purchase obligations or to secure letters of credit for a variety of purposes. The Company also has energy deposits pledged as collateral for these purchase obligations. These deposits are classified as current or long-term depending on the duration and nature of the deposit requirement, and are included in other assets on the balance sheets.

Accounts Receivable

The Company's receivables consist of billed and unbilled revenues from customers. The Company's customers are billed monthly at various dates throughout the month. The unbilled revenues represent the amount of electricity delivered to customers as of the end of the period, but not yet billed. The unbilled revenues are estimated by the Company based on comparing billings for a period total once all billings for a period are completed (typically 35 to 40 days after the period has ended in which the commodity was delivered) to billings for the same period as of the last day of such period. Such estimates are reflected in operations in the period when actual usage is known and billed. As of December 31, 2018 and 2017, the Company recorded unbilled revenues of $3,122,798 and $2,934,673, respectively, for energy sales, which is included in the accompanying balance sheets in accounts receivable.

Allowance for Doubtful Accounts

Since inception, the Company had operated strictly in "Purchase of Receivables" or "POR" markets where bad debts are secure through the payment of POR fees. The Company records receivables net of POR fees and is not responsible for collection of bad debts. In New Jersey, however, the POR markets are "limited recourse". This is when a customer fails to pay, the POR program only secures the bad debt for up to a certain number of days (typically sixty days) and after such period of non-payment, when the Company does not return the customer to the incumbent utility, then the Company becomes liable for potential bad debts. In 2018, the Company entered Non-POR markets, predominately in Ohio, where the Company is responsible for the collection of bad debts. As such, the Company recorded an allowance for bad debts of $36,959 and $0 for the years ended December 31, 2018 and 2017 respectively. For Non-POR markets, the Company bears the credit and collections risk. Currently, the Company records a reserve of 5% for all Non-POR revenues each month. Additionally, the Company will write off any Non-POR accounts greater than 120 days past due. At December 31, 2018, there were no customer accounts balances greater than 120 days past due.

Concentration of Credit Risks

Financial instruments which potentially subject the Company to significant concentrations of credit risk consist of cash and accounts receivable. The Company maintains cash with financial institutions which, at times, exceed federally insured limits. The Company monitors the financial condition of these institutions and has experienced no losses associated with the accounts. The Company is not party to any financial instruments which would have off-balance sheet credit or interest rate risk.

For the years ended December 31, 2018 and 2017, the Company had one energy supplier that accounted for 99% of direct energy cost with the other 1% representing the direct purchases of renewable energy credits as required by states.

During 2018, the Company derived approximate 23% or $12.6 million and 15% or $8.0 million of its gross revenues from two utility markets known as "PPL" in Pennsylvania and "ComEd" in Illinois, respectively. During 2018, the Company derived approximate 65% or $35.4 million and 15% or $8.0 million of its gross revenues from the states of Pennsylvania and Illinois, respectively. During 2017, the Company derived approximate 13% or $6.5 million and 20% or $7.5 million of its gross revenues from two utility markets known as "PPL" in Pennsylvania and "ComEd" in Illinois, respectively. During 2017, the Company derived approximate 60% or $22.9 million and 20% or $7.5 million of its gross revenues from the states of Pennsylvania and Illinois, respectively.

Property and Equipment

Property and equipment consist primarily of office furniture, computer equipment and software which are recorded at cost. The office furniture and computer equipment are depreciated on a straight-line basis over their estimated useful lives of three to seven years. The software development costs are amortized on a straight-line basis over its estimated useful life of three years.

When assets are retired or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of repairs and maintenance is expensed as incurred whereas significant renewals and betterments are capitalized.

Impairment of Long-Lived Assets

The Company applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 360, *Property, Plant and Equipment*, which requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. There was no impairment of long-lived assets for the years ended December 31, 2018 and 2017.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable and accounts payable. The carrying amounts of these financial instruments are reflected in the accompanying balance sheets at cost and are considered by management to approximate their fair values due to their very short-term nature.

Accounting for Derivative Instruments and Hedging Activities

The Company's activities expose it to a variety of market risks, principally from commodity prices. Management has established risk management policies and procedures designed to reduce the potentially adverse effects that the price volatility of these markets may have on its operating results. The Company's risk management activities, including the use of derivative instruments such as financial swaps and options, are subject to the management, direction and control of an internal risk oversight committee. The Company maintains commodity price risk management strategies that use these derivative instruments, within approved risk tolerances, to minimize significant, unanticipated earnings fluctuations caused by commodity price volatility.

Supplying electricity to retail customers requires the Company to match customers' projected demand with long-term and short-term commodity purchases. The Company purchases substantially all of its physical power in the day-ahead and real-time markets run by the ISOs. These spot market physical delivery purchases are not considered derivatives contracts under ASC 815. Accordingly, the Company records revenue generated from customer sales as energy is delivered to retail customers and the related energy under the physical delivery spot purchases is recorded as direct energy costs when received from the ISOs.

Forward financial contracts are used to hedge the price of the above spot market physical energy purchases. The Company has used mark-to-market accounting treatment for such hedges for the years ended December 31, 2018 and 2017 and has reflected the fair value of unsettled hedges on its balance sheets for each such year. The values at December 31, 2018 will be reversed in the time period in which those hedges are settled in 2019.

Certain financial derivative instruments (such as swaps, options and futures), designated as economic hedges or as speculative, do not qualify or meet the requirements for normal purchase, normal sale accounting treatment or cash flow hedge accounting and are recorded in operating income (loss) and as a current or long-term derivative asset or liability. The subsequent changes in the fair value of these contracts may result in operating income (loss) volatility as the fair value of the changes are recorded on a net basis in direct energy cost in the statement of operations for each fiscal period.

Income Taxes

The Company is an "S" Corp for Federal tax purposes. As such, the Company is not directly subject to federal income taxes at the corporate level, its income or loss is reported in the tax returns of its shareholders.

The Company follows guidance for accounting for uncertainty in income tax positions, which contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company does not believe that any additional reserves are required for income taxes, penalties and interest related to uncertain tax positions.

The Company records income tax related interest and penalties as a component of income tax expense. For the years ended December 31, 2018 and 2017, the Company did not have a material amount of income tax related interest or penalties.

The Company files income tax returns in the U.S. federal jurisdiction and in the various states that the Company operates in. None of the Company's federal or state income tax returns are currently under examination by either the Internal Revenue Service or state authorities, respectively. The Company's federal income tax returns for fiscal years 2015 and later are subject to examination by the Internal Revenue Service. Generally, the Company's separate state income tax returns for fiscal years 2014 and subsequent periods are subject to examination by the respective state taxing authorities.

Advertising Costs

The Company expenses advertising costs when incurred. The Company did not incur significant advertising costs for the years ended December 31, 2018 and 2017.

Recently Issued Accounting Pronouncements

Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers.* This ASU is a new revenue recognition standard which creates a single source of revenue guidance for all entities in all industries. The new standard is more principles based than the current guidance on revenue recognition and is applicable to all entities that enter into contracts to provide goods and services to their customers. The principles in the new standard are applied using the following five steps: (1) identify the contracts with customers, (2) identify the performance obligations in the contracts, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contracts, and (5) recognize revenue when or as the entity satisfies the performance obligations. The new guidance also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets such as property and equipment including real estate and includes expanded presentation and disclosures requirements for both public and nonpublic entities.

The standard is to be applied using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. Nonpublic entities are required to adopt the new guidance for fiscal years beginning after December 15, 2018. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

ASU No. 2016-02, *Leases*. In February 2016, the FASB issued a new standard on leasing. From the lessee's perspective, the new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement for lessees. From the lessor's perspective, the new standard requires a lessor to classify leases as sales type, finance or operating. A lease will be treated as a sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risk and rewards are conveyed without the transfer of control, the lease is treated as a financing lease. If the lessor doesn't convey risks and rewards or control, an operating lease results. For nonpublic entities this new standard is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. A modified retrospective transition approach is required for leases for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. A modified retrospective transition approach is required for lessors for sales-type, direct financing, and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

ASU No. 2016-18, *Restricted Cash*. This ASU requires that restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total cash amounts shown on the statement of cash flows. Consequently, transfers between cash and restricted cash will not be presented as a separate line item in the operating, investing or financing sections of the cash flow statement. The new guidance also includes examples of the revised presentation guidance, and additional presentation and disclosure requirements apply. The new guidance should be applied retrospectively to each period presented. Nonpublic entities are required to adopt the new guidance for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. The Company is in the process of evaluating the impact of this new pronouncement on its financial statements.

3. Supply and Credit Facility

The Company had a master credit facility agreement, "Master Credit Facility", with Macquarie Energy, LLC or "Macquarie", to supply 100% of the electricity needs of its customers, excluding some immaterial renewable energy purchases. The Master Credit Facility expired and was replaced with a "Global Agreement" with Shell Energy North America (US), L.P. ("Shell"), effective December 20, 2017.

The Company also has a Lockbox Agreement as part of its Global Agreement with Shell. The lockbox is maintained by a banking institution, where all revenues received from electricity customers are deposited. The Company must make requests to Shell and Shell must approve and effectuate the transfers into the Company's operating bank account. The lockbox is fully controlled by Shell. The cash balance in the lock box account as of December 31, 2018 and 2017 was $4,474,128 and $3,711,446, respectively.

The Company also has a Security Agreement as part of its Global Agreement that secures the Company's performance and compliance with its obligations under the Global Agreement, Shell Security Agreement, Shell Lockbox Agreement and related transaction documents. In return, the Company granted Shell a continuing security interest in the Company's interest in the lockbox account, Company's contracts with retail electricity sales customers and revenues and accounts receivable resulting from such contracts. In addition, the Company agreed to deposit all revenues received from electricity energy customers into the lockbox account. Additionally, the Company's parent has pledged 100% of its interests in the Company as collateral.

Through December 20, 2017, the Company's Master Credit Facility included all terms, security agreements and interest as described under the Global Agreement with Shell. Shell agreed to provide credit to the Company under a Loan Agreement which consists of a Revolving Credit Facility, a Collateral Credit Facility and a Storage Credit Facility together subject to a pooled facility limit of $33 million, which is expandable to $43 million upon the Company reaching the milestone of delivering 2 million MWh over a 12-month trailing basis. Shell extended $10,991,704 and $9,815,158 of credit to the Company under the Global Agreement as of December 31, 2018 and 2017, respectively. The Company has $625,000 outstanding under the Collateral Credit Facility as of December 31, 2018, which is due at maturity December 31, 2022.

The Company pays an effective annual interest rate to Shell of 5.00% plus LIBOR on these Collateral Credit Facility drawdowns with interest payments due and payable on the last calendar day of each month.

Also, as part of the Loan Agreement and included in the total credit extended, the Company had $3,626,235 and $3,272,581 in supply costs payable to Shell included in accrued expenses on the accompanying balance sheet as of December 31, 2018 and 2017, respectively. The amount payable to Shell is considered a drawdown on the Revolving Credit Facility if the outstanding balance as of the 20th day of the following month is unpaid, which bears interest at a rate of 4.00% per annum plus the greater of LIBOR and 3% per annum with interest and principal amounts due on the 20th day of the calendar month following the month that the drawdown is made.

The Storage Credit Facility bears interest at a rate of 4.00% per annum plus the greater of LIBOR and 3% per annum with interest and principal amounts due on the last day of each month. There have been no drawdowns on the Storage Credit Facility as of December 31, 2018 and 2017.

The Global Agreement requires compliance with certain financial covenants. The Company was in compliance with the financial covenants as of December 31, 2018 and 2017. The Global agreement also requires minimum annual fees. The Company met the minimum annual fees of $300,000 for the year ended December 31, 2018. There were no minimum annual fees due for December 31, 2017.

4. Property and Equipment

Property and equipment consist of the following:

December 31,	2018	2017
Office furniture and fixtures	$ 5,116	$ 5,116
Computers equipment and software	276,987	276,987
	282,103	282,103
Less: accumulated depreciation and amortization	(109,945)	(8,022)
Property and equipment, net	$ 172,158	$ 274,081

Depreciation and amortization expense for the years ended December 31, 2018 and 2017 was $101,923 and $11,093, respectively.

5. Derivative Instruments

At December 31, 2018, the Company had the following energy fixed price swap commodity derivatives positions outstanding:

Location	Settlement Period	Volume (MW)	Range of Fixed Prices per MW Low	Range of Fixed Prices per MW High
PJM - BGE	2019	3,885	$ 43.45	$ 59.78
PJM - Duke OH Zone	2019	6,967	36.40	51.05
PJM - DUQ	2019	15,015	32.10	64.20
PJM - WPP/APS	2019	41,107	30.58	63.70
PJM - PECO	2019	20,268	28.65	68.20
PJM - PPL	2019	86,724	23.20	32.30
PJM - MedEd	2019	25,732	27.50	72.50
PJM - JCPL	2019	5,087	34.05	34.05
PJM - Penelec	2019	10,062	32.40	63.50
PJM - ComEd	2019	16,331	27.70	38.65
PJM - NYISO	2019	1,608	63.00	63.00
PJM - PEPCO	2019	5,991	32.05	52.30
PJM - PSEG	2019	9,391	32.30	60.50
PJM - PENNPOU	2019	2,144	28.50	50.00
PJM - ATS	2019	6,775	57.55	67.50
PJM - AEP	2019	4,184	37.45	58.95

Location	Settlement Period	Volume (DTM)	Range of Fixed Prices per DTM Low	Range of Fixed Prices per DTM High
TZ6NNY	2019	392	$ 6.990	$ 6.990
Tetco M3	2019	11,787	$ 5.590	$ 10.140
NYMEX	2019	260,000	$ 2.596	$ 4.350

At December 31, 2017, the Company had the following energy fixed price swap commodity derivatives positions outstanding:

Location	Settlement Period	Volume (MW)	Range of Fixed Prices per MW Low	Range of Fixed Prices per MW High
PJM - BGE	2018	1,736	$ 40.85	$ 51.55
PJM - Duke OH Zone	2018	2,904	33.45	39.90
PJM - DUQ	2018	6,624	31.90	33.35
PJM - West Hub	2018	10,223	29.75	51.40
PJM - PECO	2018	8,823	31.15	39.65
PJM - PPL	2018	35,283	26.15	46.80
PJM - MedEd	2018	18,653	28.90	56.40
PJM - APS	2018	20,709	30.15	44.25
PJM - JCPL	2018	2,232	41.40	48.48
PJM - Penelec	2018	3,648	31.15	44.65
PJM - ComEd	2018	11,830	29.05	35.18
PJM - NYISO	2018	496	72.10	72.10

The Company recorded the fair value totaling $590,119 as derivative liabilities and $807,712 as derivative assets in the balance sheets as of December 31, 2018 and 2017, respectively. Unrealized loss of $1,397,831 and unrealized gain of $807,712 are recorded in the statements of operations in 2018 and 2017, respectively. Accordingly, realized gain of $807,712 and a realized loss of $526,873 are included in direct energy costs on the statements of operations in 2018 and 2017, respectively.

The fair value hierarchy established by ASC 820 prioritizes the inputs used in valuation techniques into three levels as follows:

- *Level 1* - Observable inputs - unadjusted quoted prices in active markets for identical assets and liabilities;
- *Level 2* - Observable inputs - other than the quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data; and
- *Level 3* - Unobservable inputs - includes amounts derived from valuation models where one or more significant inputs are unobservable.

In accordance with ASC 820, the Company has classified its investment in derivative instruments into these levels depending on the inputs used to determine their fair values. The Company's derivative instruments consist of commodity positions. The fair value of the short-term commodity derivatives are based on quoted prices in the commodity exchanges and is designated as Level 2.

6. Commitments and Contingencies

Operating Leases

The Company conducts its operations from office facilities that are leased and lease office equipment for various terms under long-term non-cancelable operating lease agreements. These leases expire at various dates through 2020 and provide for renewal options. In the normal course of business, it is expected that these leases will be renewed or replaced by leases on other properties and office equipment.

Estimated minimum future rental payments required under non-cancelable operating leases as of December 31, 2018 are as follows:

Year Ending December 31,		
2019	$	106,352
2020		1,275
	$	107,627

Total rent expense was $164,588 and $101,960 for the years ended December 31, 2018 and 2017, respectively.

Purchase Commitments

The Company buys all of its physical supply from Shell and intra-day variances from the ISOs that operate the grid in the spot market at index prices. The Company's hedges as of December 31, 2018 and 2017 are hedged primarily in the zones that the electricity will be physically delivered with financial swaps and all actual delivered physical supply is scheduled and bought directly from Pennsylvania, Jersey, Maryland Interconnection ("PJM") in the PJM's day-ahead and real time markets in each load zone where the Company's customers and load reside. These swaps are treated as ineffective hedges for accounting purposes.

Regulatory and Legal Proceedings

In October 2018, the Company reached a settlement agreement with the Illinois Attorney General and the Illinois Commerce Commission ("ICC"). The Company accrued $2,161,447 as of December 31, 2018 based on the settlement agreement and as of December 31, 2017 accrued $800,000 based on the Company's best estimate.

7. Surety Bonds

The Company has $625,000 and $4,650,000 of surety bonds, at December 31, 2018 and 2017, respectively, with various entities relating to the purchase and sale of electric power and telemarketing registration.

8. Related Party Transactions

Rent expenses with related parties for office facilities was $0 and $34,383 for the years ended December 31, 2018 and 2017, respectively. Marketing expenses with related parties for digital marketing services was $84,000 and $48,071 for the years ended December 31, 2018 and 2017, respectively.

The Company paid fees for management services of $0 and $311,979 for the years ended December 31, 2018 and 2017, respectively, to Sackett National Holdings, Inc., parent of the Company. The Company had $7,746 and $41,347 in related party payables included in accrued expenses as of December 31, 2018 and 2017, respectively.

9. Subsequent Events

The Company performed an evaluation of subsequent events through April 17, 2019, which is the date these financial statements were available to be issued and have determined that there are no other events to disclose.

Exhibit C-4 Financial Arrangements

104 East Fourth
EX396
Cincinnati, Ohio 45202

March 5, 2018

Sperian Energy Corp. has met all collateral requirements for Gas and Electric in Duke Energy territory.

Tom Hunt

Duke Energy Corp
Certified Supplier Business Center
Tom.Hunt@Duke-Energy.com

Exhibit C-5
Forecasted Financial Statements

	Total Tomorrow Energy		*Ohio Portion of Tomorrow Energy*	
	2020	**2021**	**2020**	**2021**
GAS				
TOTAL Revenue	**$ 5,455,823**	**$ 8,183,316**	**$ 1,636,747**	**$ 2,454,995**
TOTAL COGS	$ 3,788,509	$ 5,460,665	$ 1,136,553	$ 1,638,200
TOTAL Gross Margin	**$ 1,667,315**	**$ 2,722,651**	**$ 500,194**	**$ 816,795**
Other Expenses				
Transaction Fees	$ 203,757	$ 274,909	$ 61,127	$ 82,473
Corporate Overhead	$ -	$ -	$ -	$ -
Sales (Amortized)	$ 1,185,016	$ 1,549,832	$ 355,505	$ 464,950
Marketing	$ -	$ -	$ -	$ -
Operations	$ 34,910	$ 56,932	$ 10,473	$ 17,079
Finance / Accounting	$ -	$ -	$ -	$ -
IT	$ -	$ -	$ -	$ -
Administrative Fixed Expenses	$ -	$ -	$ -	$ -
Administrative Variable & Other Expenses	$ 247,198	$ 260,776	$ 74,159	$ 78,233
Total Other Expenses	**$ 1,670,881**	**$ 2,142,449**	**$ 501,264**	**$ 642,735**
Net Income	**$ (3,567)**	**$ 580,203**	**$ (1,070)**	**$ 174,061**

Preparer:
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Sr. Manager, Financial Planning & Analysis
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713-568-6165

Assumption:
Ohio is currently 23% of our Gas book of business.
We assumed Ohio will experience some sales growth and be 30% of our Gas business in 2020 and 2021, so we applied that percentage to our current offical 5-year plan.

Exhibit C-6 Credit Rating

N/A. Tomorrow Energy Corp does not have a credit rating as Tomorrow Energy Corp is a closely held privately owned corporation that is not required to do either.

Exhibit C-7 Credit Report

N/A. Tomorrow Energy Corp does not have a credit rating as Tomorrow Energy Corp is a closely held privately owned corporation that is not required to do either.

Exhibit C-8 Bankruptcy Information

Tomorrow Energy Corp has not had 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.

Exhibit C-9 Merger Information

Tomorrow Energy has not had any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.

Exhibit C-10 Corporate Structure

Corporate Structure of

Tomorrow Energy Corp

- Tomorrow Energy Corp, a Nevada corporation, is owned 100% by Sackett National Holdings, Inc., a Delaware corporation.

- Tomorrow Energy Corp currently has no subsidiaries.

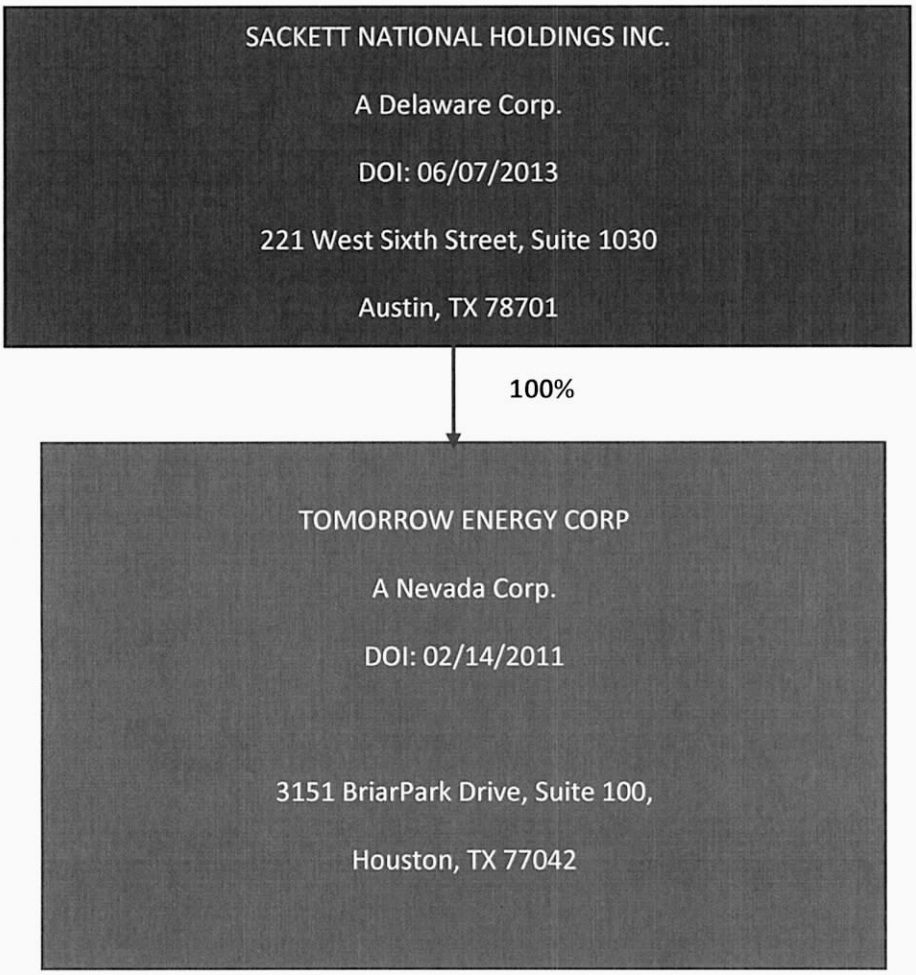

Exhibit D-1

Operations

Back End Functions

Tomorrow Energy currently handles and will maintain all back-end functions with Hansen Technologies, who provides all EDI, CIS, and Billing functions if needed in a dual bill or large volume load transactions deal. Tomorrow operates in both POR and Non-POR markets and we are able to provide a dual bill, bill ready and rate ready product in any marketplace. Our operations manager monitors all transactions to ensure all functions progress. Hansen Technologies also provides an enrollment tracking system to ensure newly enrolled customers don't get held in the interim system to ensure a quick and seamless process from enrollment to transfer.

Tomorrow Energy's operations will not include any generation of power for retail sale at any point in time in the near future. All power is purchased through PJM. Shell Energy North America provides the financing and supply sleeve for Tomorrow to effectively manage and grow their business.

Mid End Functions

Tomorrow Energy has teamed up with highly recognized and respected companies that will ensure Tomorrow grows at a steady rate for years to come. Tomorrow is contracted with Shell Energy North America for the purpose of securing a revolving credit facility for all collateral postings and power procurement function, among other functions. This arrangement allows Tomorrow to manage its exposure by utilizing effective hedging strategies through float to fix swap derivatives. These functions will give Tomorrow a competitive advantage to other firms in the market that are lacking these functions.

Tomorrow has also teamed up with POWWR, a retail energy consulting firm for crucial and specific functions such as, load forecasting, scheduling, risk management, market expansion, financial and management strategy, budgeting, credit policies, retail price models, as well as negotiating functions to name a few. POWWR is comprised of highly experienced consultants with previous success in large entities including but not limited to, MXEnergy, Direct Energy, and Discount Power. Our primary consultant at POWWR is Steve Malkiewicz, who handles all load management, procurement, and financial functions through PJM. Once our facility is set up all scheduling and procurement functions will shift to the wholesale entity we secured our facility with. Our wholesale partner will also "bridge" all of our expenses including but not limited to all ancillary functions, raw power purchases, load congestion and line loss, and capacity.

Front End Functions

All front-end functions are laid out in section titled "Experience and Plans."

Exhibit D-2

Operations Expertise

Paul Keene, President and CEO
As CEO of Sperian Energy, Paul Keene is leading the company's growth agenda in new and existing markets. He has spent the majority of his career focused on deregulated retail energy and solar markets across the U.S.

Prior to joining the Sperian Energy team, Paul led multiple businesses through significant growth phases, including as President of Green Mountain Energy, VP & GM of NRG Retail Northeast (Mass Markets), VP & GM of Reliant Mid Markets, and VP of Community Solar at NRG Home Solar. He began his energy career working as a strategy consultant for Deloitte Consulting, where he focused on M&A in the utility industry.

Sayed Khoja, Chief Sales and Marketing Officer
Sayed has been in the energy business for more than 20 years. Throughout his career, he has held leadership roles across multiple business functions and in general management. Further, his retail energy experience spans both the United States and Canada.

Sayed's leadership experience is supported by strong commercial acumen, solid operations understanding and sound business ethics. He has used this foundation to be successful both in energy and in other verticals. Sayed brings experience to the table from energy-related verticals such as the HVAC and electrical fields. Also, his financial experience includes leadership with warranty and equipment financing businesses.

Sayed's most recent corporate experience was at Direct Energy, in which he had leadership roles across several of its associated brands. He has also had multiple roles with Enron in both domestic and international operations. These experiences have afforded Sayed the opportunity to learn and develop across the full spectrum of the energy industry.
Sayed has a BBA with honors in Finance from the University of Houston. Sayed enjoys spending time with his family, traveling, and volunteering in the community. He now lives in Houston with his wife and daughter.

Shaleen Gupta – Chief Operations Officer
Shaleen Gupta brings over 12 years of operational, compliance, and customer service experience from multiple industries, with the last 8 years having been spent in the retail energy business. She has a proven track record of creating a compliant business culture through process improvement and education.

In her capacity as Chief Operations Officer, Shaleen oversees all operations, IT, regulatory compliance of all business functions, customer experience, quality assurance, and energy education. Additionally, Shaleen is responsible for ensuring a compliant, best in class customer service experience.

During the past 10 years of Shaleen's professional history, Shaleen lead strategic business programs aimed at improving operational stability, efficiency and profitability at Entrust Energy where she headed operations and market expansion across various ISOs: ERCOT, NYISO, PJM, MISO and CAISO.

Exhibit D-3

Key Technical Personnel

The Bios of key technical personnel are in Exhibit D-2

Paul Keene – CEO
888.682.8082
pkeene@TomorrowEnergy.com

Murthy Rao – CFO
888.682.8082
Mrao@TomorrowEnergy.com

Shaleen Gupta – Chief Operations Officer
888.682.8082
Sgupta@TomorrowEnergy.com

Williams S. Evans – Chief Legal Officer
888.682.8082
wevans@TomorrowEnergy.com

Sayed Khoja – Chief Sales and Marketing Officer
888.682.8082
skhoja@TomorrowEnergy.com

Exhibit D-4

FERC Power Marketer License Number

FERC Information

Tomorrow Energy Corp
Docket# ER12-515-000, and ER12-515-002
Noticed 12/2/2011

This information can be verified on the FERC homepage under "Market Based Rates Contact List"