

## BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PLANET ENERGY (PENNSYLVANIA) CORP., d/b/a Planet Energy, for approval to offer, render, furnish, or as a(n)      [as specified in item #8 below] to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

Planet Energy (Pennsylvania) Corp.  
800 – 10 Kingsbridge Garden Circle, Mississauga, Ontario L5R 3K6  
Tel: 905-755-9119  
Fax: 905-755-0545

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

United Corporate Services, Inc.  
County of Dauphin  
3631 North Front Street, Harrisburg, Pennsylvania 17110

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

Dianne Kellie, Director of US Revenue Assurance  
800 – 10 Kingsbridge Garden Circle, Mississauga, Ontario L5R 3K6  
Tel: 905-755-9119 ext. 3021  
Fax: 905-755-0545

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

Dianne Kellie, Director of US Revenue Assurance  
800 – 10 Kingsbridge Garden Circle, Mississauga, Ontario L5R 3K6  
Tel: 905-755-9119 ext. 3021  
Fax: 905-755-0545

3. a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

Christopher Gaffney, Executive Vice President & Chief Legal Officer  
800 – 10 Kingsbridge Garden Circle, Mississauga, Ontario L5R 3K6  
Tel: 289-360-3002  
Fax: 289-360-2865

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

United Corporate Services, Inc.  
County of Dauphin  
3631 North Front Street, Harrisburg, Pennsylvania 17110

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

The Applicant will be using a fictitious name or doing business as ("d/b/a"):

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

**OR**

X The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

The Applicant is a sole proprietor.

If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

**OR**

The Applicant is a:

- domestic general partnership (\*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

**Provide proof of compliance with appropriate Department of State filing requirements as indicated above.**

Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

- \* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

OR

- The Applicant is a:
- domestic corporation (none)
  - foreign corporation (15 Pa. C.S. §4124)
  - domestic limited liability company (15 Pa. C.S. §8913)
  - foreign limited liability company (15 Pa. C.S. §8981)
  - Other \_\_\_\_\_

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

Give name and address of officers.

Paul DeVries, President & CEO  
159 Harborn Trail, Mississauga, Ontario L5B 1A7

Christopher Gaffney, Executive Vice President & Chief Legal Officer  
155 Bessborough Drive, Toronto, Ontario M4G 3J7

David Ellis, Executive Vice President & Chief Operating Officer  
1251 Sayers Road, Mississauga, Ontario L5J 3G4

Mary Metfe, Chief Financial Officer  
134 Perry Crescent, Etobicoke, Ontario M9A 1K7

The Applicant is incorporated in the state of Delaware.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

- Affiliate(s) of the Applicant doing business in Pennsylvania are:  
(please see attached)
- Does the Applicant have any affiliation with or ownership interest in:
- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
  - (b) any other Pennsylvania retail licensed electric generation supplier or licensee applicant,
  - (c) any Pennsylvania natural gas producer and/or marketer,
  - (d) any natural gas wells or
  - (e) any local distribution companies (LDCs) in the Commonwealth

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

- Provide specific details concerning the affiliation and/or ownership interests involving:  
(a) any natural gas producer and/or marketers,

Section 5

PLAINTS OF

PLANET ENERGY (PENNSYLVANIA) CORP.

(A DELAWARE CORPORATION)

BYLAWS  
OF  
PLANET ENERGY (PENNSYLVANIA) CORP.

ARTICLE I  
OFFICES

1.1 **Registered Office.** The registered office shall be 874 Walker Road, Suite C, Dover, County of Kent, Delaware 19904 and the name of the registered agent of this Company in the State of Delaware at such address is United Corporate Services, Inc.

1.2 **Offices.** The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II  
MEETINGS OF STOCKHOLDERS

2.1 **Location.** All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting; provided, however, that the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211 of the Delaware General Corporations Law ("DGCL"). Meetings of stockholders for any other purpose may be held at such time and place, if any, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, or a waiver by electronic transmission by the person entitled to notice.

2.2 **Timing.** Any annual meetings of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting.

2.3 **Notice of Meeting.** Written notice of any stockholder meeting stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxy-holders may be deemed to be present in person and vote at such meeting, shall be given to each stockholder entitled to vote at such meeting not fewer than ten (10) nor more than sixty (60) days before the date of the meeting.

2.4 **Stockholders' Records.** The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address (but not the electronic address or other electronic contact information) of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose

germinate to the meeting for a period of at least 10 days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting; or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at such place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

**2.5 Special Meetings.** Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning at least twenty-five percent (25%) in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

**2.6 Notice of Meeting.** Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting. The means of remote communication, if any, by which stockholders and proxy-holders may be deemed to be present in person and vote at such meeting shall also be provided in the notice.

**2.7 Business Transacted at Special Meeting.** Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

**2.8 Quorum; Meeting Adjournment; Presence by Remote Means.**

(a) *Quorum; Meeting Adjournment.* The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

(b) *Presence by Remote Means.* If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxy-holders not physically present at a meeting of stockholders may, by means of remote communication:

(1) participate in a meeting of stockholders; and

(2) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxy-holder; (ii) the corporation shall implement reasonable measures to provide such stockholders and proxy-holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any stockholder or proxy-holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

**2.9 Voting Thresholds.** When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

**2.10 Number of Votes Per Share.** Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote by such stockholder or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

**2.11 Action by Written Consent of Stockholders; Electronic Consent; Notice of Action.**

(a) *Action by Written Consent of Stockholders.* Unless otherwise provided by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action is signed in a manner permitted by law by the holders of outstanding stock having not less than the number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Written stockholder consents shall bear the date of signature of each stockholder who signs the consent in the manner permitted by law and shall be delivered to the corporation as provided in subsection (b) below. No written consent shall be effective to take the action set forth therein unless, within sixty (60) days of the earliest dated consent delivered to the corporation in the manner provided above, written consents signed by a

sufficient number of stockholders to take the action set forth therein are delivered to the corporation in the manner provided above.

(b) *Electronic Consent.* A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (2) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the corporation.

(c) *Notice of Action.* Prompt notice of any action taken pursuant to this Section 2.11 shall be provided to the stockholders in accordance with Section 228(c) of the DGCL.

### ARTICLE III DIRECTORS

3.1 *Authorized Directors.* The number of directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting of the stockholders, except as provided in Section 3.2 of this Article, provided that the maximum number of directors that shall constitute the Board of Directors shall be ten (10) and the minimum number of directors that shall constitute the Board of Directors shall be one (1), and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

3.2 *Vacancies.* Unless otherwise provided in the corporation's certificate of incorporation, as it may be amended, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of



directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

**3.3 Board Authority.** The business of the corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

**3.4 Location of Meetings.** The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

**3.5 First Meeting.** The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

**3.6 Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

**3.7 Special Meetings.** Special meetings of the Board of Directors may be called by the president upon notice to each director; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) directors unless the Board of Directors consists of only one director, in which case special meetings shall be called by the president or secretary in like manner and on like notice on the written request of the sole director. Notice of any special meeting shall be given to each director at his business or residence in writing, or by telegram, facsimile transmission, telephone communication or electronic transmission (provided, with respect to electronic transmission, that the director has consented to receive the form of transmission at the address to which it is directed). If mailed, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by telegram, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company at least twenty-four (24) hours before such meeting. If by facsimile transmission or other electronic transmission, such notice shall be transmitted at least twenty-four (24) hours before such meeting. If by telephone, the notice shall be given at least twelve (12) hours prior to the time set for the meeting. Neither the business to be transacted at, nor the

purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these Bylaws as provided under Section 8.1 of Article VIII hereof. A meeting may be held at any time without notice if all the directors are present (except as otherwise provided by law) or if those not present waive notice of the meeting in writing, either before or after such meeting.

**3.8 Quorum.** At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business and any act of a majority of the directors present at any meeting at which there is a quorum shall be an act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**3.9 Action Without a Meeting.** Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing, writings, electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee.

**3.10 Telephonic Meetings.** Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or any committee, by means of conference telephone or other means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

**3.11 Committees.** The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval or (ii) adopting, amending or repealing any provision of these bylaws.

3.12 *Minutes of Meetings.* Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

3.13 *Compensation of Directors.* Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.14 *Removal of Directors.* Unless otherwise provided by the certificate of incorporation or these bylaws, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.

## ARTICLES NOTICES

4.1 *Notice.* Unless otherwise provided in these bylaws, whenever, under the provisions of the statutes or of the certificate of incorporation or of these bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

4.2 *Waiver of Notice.* Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

### 4.3 *Electronic Notice.*

(a) *Electronic Transmission.* Without limiting the manner by which notice otherwise may be given effectively to stockholders and directors, any notice to stockholders or directors given by the corporation under any provision of the DGCL, the certificate of incorporation or these bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder or director to whom the notice is given. Any such consent shall be revocable by the stockholder or director by written notice to the corporation. Any such consent shall be deemed revoked if (1) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (2) such inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) *Effective Date of Notice.* Notice given pursuant to subsection (a) of this section shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the stockholder or director has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder or director has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the stockholder or director of such specific postings, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder or director. An affidavit of the secretary or assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) *Form of Electronic Transmission.* For purposes of these bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

## ARTICLE V OFFICERS

5.1 *Required and Permitted Officers.* The officers of the corporation shall be chosen by the Board of Directors and shall be a president, treasurer and a secretary. The Board of Directors may elect from among its members a Chairman of the Board and a Vice-Chairman of the Board. The Board of Directors may also choose one or more vice-presidents, assistant secretaries and assistant treasurers. Any number of officers may be held by the same person, unless the certificate of incorporation or these bylaws otherwise provide.

5.2 *Appointment of Permitted Officers.* The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.3 *Officer Compensation.* The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

5.4 *Term of Office; Vacancies.* The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

## THE CHAIRMAN OF THE BOARD

5.5 *Chairman Presides.* The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present. He shall have and may exercise such powers as are, from time to time, assigned to him by the Board of Directors and as may be provided by law.

5.6 **Absence of Chairman.** In the absence of the Chairman of the Board, the Vice-Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present. He shall have and may exercise such powers as are, from time to time, assigned to him by the Board of Directors and as may be provided by law.

#### THE PRESIDENT AND VICE-PRESIDENTS

5.7 **Powers of President.** The president shall be the chief executive officer of the corporation; in the absence of the Chairman and Vice-Chairman of the Board he shall preside at all meetings of the stockholders and the Board of Directors; he shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

5.8 **President's Signature Authority.** The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

5.9 **Absence of President.** In the absence of the president or in the event of his inability or refusal to act, the vice-president, if any, (or in the event there be more than one vice-president, the vice-presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### THE SECRETARY AND ASSISTANT SECRETARY

5.10 **Duties of Secretary.** The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

5.11 **Duties of Assistant Secretary.** The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## THE TREASURER AND ASSISTANT TREASURERS

5.12 **Duties of Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

5.13 **Disbursements and Financial Reports.** He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

5.14 **Treasurer's Bond.** If required by the Board of Directors, the treasurer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

5.15 **Duties of Assistant Treasurer.** The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of the treasurer's inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## GENERAL POWERS OF OFFICERS

### 5.16 **Execution of Contracts**

Except as otherwise required by statute, the Certificate of Incorporation or these Bylaws, any contract or other instrument shall be executed and delivered in the name and on behalf of the Corporation by the joint signature of not less than two (2) officers. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, no Committee, officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

ARTICLE VI  
CERTIFICATE OF STOCK

6.1 **Stock Certificates.** Every holder of stock in the corporation shall be entitled to have a certificate, signed by or in the name of the corporation by, the Chairman or Vice-Chairman of the Board of Directors, or the president or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation.

Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative participation, optional or other special rights of each class of stock or series thereof and the qualification, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in Section 202 of the DGCL, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

6.2 **Facsimile Signatures.** Any or all of the signatures on the certificate may be facsimile. In the event that any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, the certificate may be issued by the corporation with the same effect as if such officer, transfer agent or registrar were still acting as such at the date of issue.

6.3 **Lost Certificates.** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing such issuance of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

6.4 **Transfer of Stock.** Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation

to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

**6.5 Fixing a Record Date.** In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

**6.6 Registered Stockholders.** The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to vote as such owner, to hold liable for calls and assessments a person registered on its books as the owner of shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

## ARTICLE VII GENERAL PROVISIONS

**7.1 Dividends.** Dividends upon the capital stock of the corporation, if any, subject to the provisions of the certificate of incorporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

**7.2 Reserve for Dividends.** Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their sole discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repaying or maintaining any property of the corporation, or for such other purposes as the directors think conducive to the interests of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

**7.3 Checks.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**7.4 Fiscal Year.** The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

**7.5 Corporate Seal.** The Board of Directors may adopt a corporate seal having inscribed thereon the name of the corporation, the year of its organization and the words



"Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

**7.6 Indemnification.** The corporation shall, to the fullest extent authorized under the laws of the State of Delaware, as those laws may be amended and supplemented from time to time, indemnify any director made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of being a director of the corporation or a predecessor corporation or a director or officer of another corporation. If such person served in such position at the request of the corporation; provided, however, that the corporation shall indemnify any such director or officer in connection with a proceeding initiated by such director or officer only if such proceeding was authorized by the Board of Directors of the corporation. The indemnification provided for in this Section 7.6 shall: (i) not be deemed exclusive of any other rights to which those indemnified may be entitled under these bylaws, agreement or vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) continue as to a person who has ceased to be a director, and (iii) inure to the benefit of the heirs, executors and administrators of a person who has ceased to be a director. The corporation's obligation to provide indemnification under this Section 7.6 shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person.

Expenses incurred by a director of the corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he is or was a director of the corporation (or was serving at the corporation's request as a director or officer of another corporation) shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by relevant sections of the DGCL. Notwithstanding the foregoing, the corporation as shall not be required to advance such expenses to an agent who is a party to an action, suit or proceeding brought by the corporation and approved by a majority of the Board of Directors of the corporation that alleges willful misappropriation of corporate assets by such agent, disclosure of confidential information in violation of such agent's fiduciary or contractual obligations to the corporation or any other willful and deliberate breach in bad faith of such agent's duty to the corporation or its stockholders.

The foregoing provisions of this Section 7.6 shall be deemed to be a contract between the corporation and each director who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought in whole or in part upon any such state of facts.

The Board of Directors in its sole discretion shall have power on behalf of the corporation to indemnify any person, other than a director, made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was an officer or employee of the corporation.

To assure indemnification under this Section 7.6 of all directors, officers and employees who are determined by the corporation or otherwise to be or to have been "fiduciaries" of any employee benefit plan of the corporation that may exist from time to time, Section 145 of the DGCL shall, for the purposes of this Section 7.6, be interpreted as follows: "other enterprise" shall be deemed to include such an employee benefit plan, including without limitation, any plan of the corporation that is governed by the Act of Congress entitled "Employee Retirement Income Security Act of 1974," as amended from time to time; the corporation shall be deemed to have requested a person to serve the corporation for purposes of Section 145 of the DGCL, as administrator of an employee benefit plan where the performance by such person of his duties to the corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to such Act of Congress shall be deemed "fines."

### CERTIFICATE OF INCORPORATION GOVERNS

7.7 **Conflicts with Certificate of Incorporation.** In the event of any conflict between the provisions of the corporation's certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

### ARTICLE VIII AMENDMENTS

8.1 These bylaws may be altered, amended or repealed, or new bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the certificate of incorporation at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal bylaws is conferred upon the Board of Directors by the certificate of incorporation, it shall not divest or limit the power of the stockholders to adopt, amend or repeal bylaws.

### ARTICLE IX LOANS TO OFFICERS

9.1 The corporation may lend money to, or guarantee any obligation of or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a director of the corporation or its subsidiaries, including judgment of the Board of Directors, such loan, guarantee or assistance whenever, in the expected to benefit the corporation. The loan, guarantee or other assistance may reasonably be without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in these bylaws shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

# Delaware

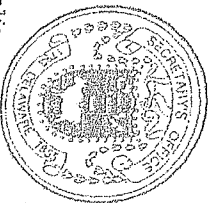
The First State

PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLANET ENERGY (PENNSYLVANIA) CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PLANET ENERGY (PENNSYLVANIA) CORP." WAS INCORPORATED ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8308220

DATE: 10-25-10

4871901 8300  
101023919

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

# Delaware

The First State

PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PLANET ENERGY (PENNSYLVANIA) CORP.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A. D. 2010, AT 11:21 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4871901 8100

100909198

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

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8227969

DATE: 09-15-10

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:39 AM 09/15/2010  
FILED 11:21 AM 09/15/2010  
SRV 100909198 - 4871901 FILE

CERTIFICATE OF INCORPORATION

OF

Planet Energy (Pennsylvania) Corp.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, does hereby set forth as follows:

FIRST: The name of the corporation is:

Planet Energy (Pennsylvania) Corp.

SECOND: The address of the initial registered agent and registered office of this corporation in this state is c/o United Corporate Services, Inc., 874 Walker Road, Suite C, in the City of Dover, County of Kent, State of Delaware 19904 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	10,000	\$0.0001

FIFTH: The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Dolores Burton	11 North Pearl Street Albany, New York 12207

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws. Election of directors need not be by ballot unless the By-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-laws of the corporation; to fix and vary the amount of capital to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and at what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders, at any meeting of the stockholders called for the purpose of considering any such act or contract, or through a written consent in lieu of a meeting in accordance with the requirements of the General Corporation Law of Delaware, as amended from time to time, and any contract or act that shall be so approved or be so ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting (or by written consent whether received directly or through a proxy) and entitled to vote thereon (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved, ratified, or consented to by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of

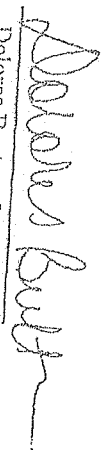
Delaware, of this certificate, and to any By-laws from time to time made by the stockholders; provided, however, that no By-laws so made shall invalidate any prior act of the directors which would have been valid if such By-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except in respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, if being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102 (b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102 (b)(7) and 145 of the Delaware General Corporation Law, amended from time to time, each person that such sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code or on the meeting of the creditors or class of creditors, and/or of the Delaware Code, order a stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement and to any the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

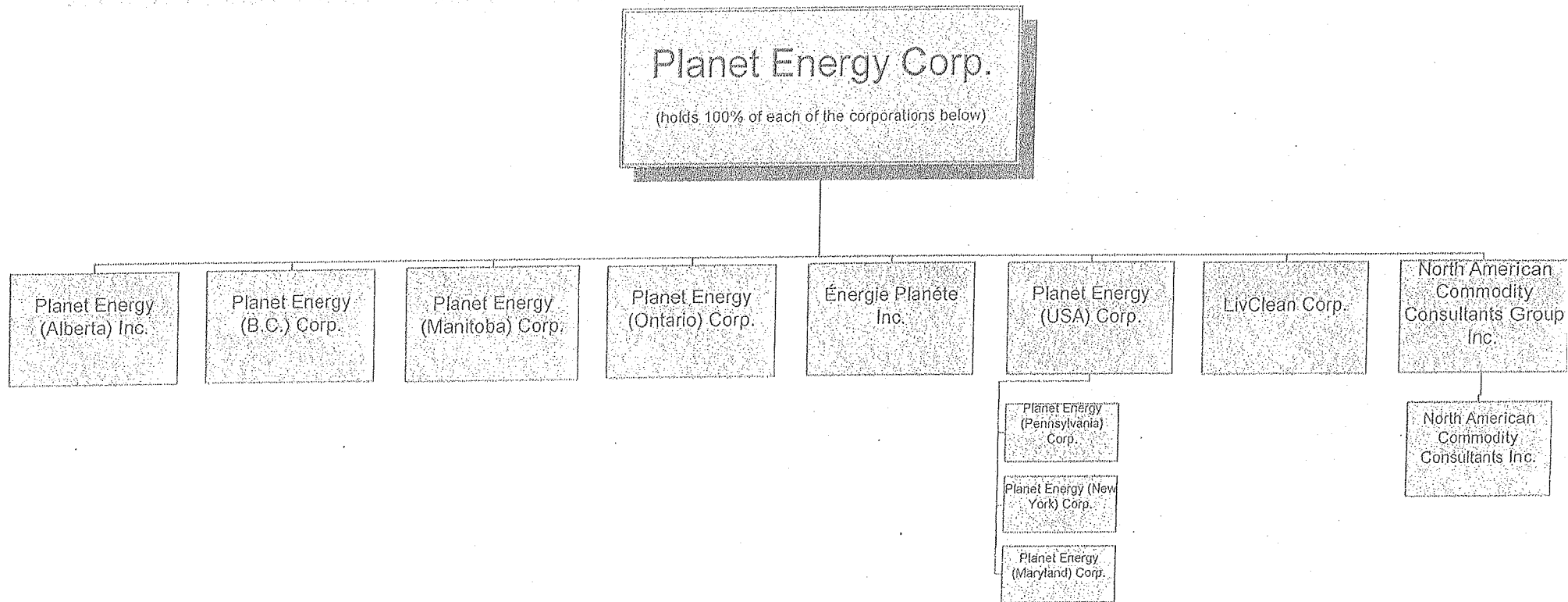
NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 15th day of September, 2010.

  
Dolores Burton, Incorporator



# Corporate Organization Structure



Planet Energy Corp.  
Affiliates

Parent Company – Planet Energy Corp.

Affiliates:

Name of Incorporation	Date of Incorporation
Planet Energy (Alberta) Inc.	2006/12/19
Planet Energy (B.C.) Corp.	2006/12/19
Planet Energy (Manitoba) Corp.	2010/01/21
Planet Energy (Ontario) Corp.	2006/12/19
Énergie Planète Inc.	2009/06/16
Planet Energy (USA) Corp.	2010/08/31
Planet Energy (Maryland) Corp.	2010/09/15
Planet Energy (New York) Corp.	2010/09/15
Planet Energy (Pennsylvania) Corp.	2010/09/15
LinClean Corp.	2007/11/02

(b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

- Provide the Pa PUC Docket Number if the applicant has ever applied:  
(a) for a Pennsylvania Natural Gas Supplier license, or  
(b) for a Pennsylvania Electric Generation Supplier license.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

**OR**

- X The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

7. **APPLICANT'S PRESENT OPERATIONS:** (select and complete the appropriate statement)

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
  - municipal providing service outside its municipal limits.
  - local gas distribution company
  - retail supplier of natural gas services in the Commonwealth
  - a natural gas producer
  - Other. (Identify the nature of service being rendered.)

**OR**

- X The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- X supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- X Broker/Marketer engaged in the business of supplying natural gas services.
- X Aggregator engaged in the business of supplying natural gas services.
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

The Applicant proposes to offer supply a variety of natural gas supply products to residential and commercial customers. These will include fixed, variable and hybrid rates for both short and long terms.

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

PECO and Columbia Gas of Pennsylvania.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on March 1, 2011 (approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky  
Office of Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120-1921

Office of the Attorney General  
Bureau of Consumer Protection  
Strawberry Square, 14th Floor  
Harrisburg, PA 17120

William R. Lloyd, Jr.  
Commerce Building, Suite 1102  
Small Business Advocate  
300 North Second Street  
Harrisburg, PA 17101

Commonwealth of Pennsylvania  
Department of Revenue  
Bureau of Compliance  
Harrisburg, PA 17128-0946

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p><b>Valley Energy Inc.</b> Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ccenterprises.org</p>	<p><b>National Fuel Gas Distribution Corp.</b> David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>
<p><b>UGI Central Penn</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>The Peoples Natural Gas Company</b> or Bill McKeown Joe Gregorini 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: jgregorini@png.cng.com PH: 412.497.6851 FAX: 412.497.6630 or 412.497.6840</p>
<p><b>T. W. Phillips Gas and Oil Company</b> Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725 FAX: 724.287.5021 e-mail: rhovanec@twphillips.com</p>	<p><b>UGI</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p><b>UGI Penn Natural</b> David Beasten 2525 N. 12<sup>th</sup> Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p><b>Equitable Gas Company</b> Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p><b>Carnegie Natural Gas Company</b> Donald A. Meizer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext 331 FAX: 412.655.0335</p>	<p><b>Columbia Gas of PA, Inc.</b> Heather Bauer 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.5554 FAX: 614.460.4291</p>
<p><b>Philadelphia Gas Works</b> Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</p>	<p><b>PECO</b> Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 Email: carlos.thillet@exeloncorp.com PH: 215.841.6452</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

14. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings. *(Please see attached)*

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

17. **FINANCIAL FITNESS:**

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following: **(please see attached)**

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.

- Published parent company financial and credit information.

- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.

- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.

- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.

- Audited financial statements

- Such other information that demonstrates Applicant's financial fitness.

B. Applicant must provide the following information:

- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.

- Identify Applicant's chief officers including names and their professional resumes.

## Section 5 Compliance

- a. Affiliates of Planet Energy (Pennsylvania) Corp. are party to the following civil proceedings:
  - I. Tender Choice Foods Inc. (plaintiff) v. Planet Energy (Ontario) Corp. (defendant), Superior Court of Ontario, Court File No. 09-13598
  - II. Universal Energy Corporation and Just Energy L.P. (plaintiffs) v. Raymond Samuels, Cerf Energy Inc., Planet Energy (Ontario) Corp. and All Communications Network of Canada Co. (defendants), Superior Court of Ontario, Court File No. CV-09-389305
- b. Summary of the above proceedings:
  - I. This is an action by the plaintiff for rescission and damages related to a electricity supply contract between the plaintiff and defendant. Planet's position is that the contract is valid, binding and enforceable. The parties have exchanged affidavits of documents and it is likely that examinations for discovery will be held in February or March of 2011.
  - II. This is an action by the plaintiffs based on breach of restrictive covenants on the part of Raymond Samuels a former employee of the plaintiffs and now an employee of Planet Energy. It is Samuels position that the restrictive covenants are not enforceable and it is Planet Energy's position is that it did not provide any inducement to Samuels to breach the restrictive covenants. The parties have exchanged affidavits of documents and it is likely that examinations for discovery will be held in February of 2011.
- c. Regulatory Proceedings:
  - I. Planet Energy (B.C.) Corp. had an escalated proceeding in front of the British Columbia Utilities Commission in respect of a customer complaint.
- d. Summary:
  - I. See attached resolution of the matter

ERICA M. HAMILTON  
COMMISSION SECRETARY  
Commission Secretary@bcuc.com  
web site: <http://www.bcuc.com>



SIXTH FLOOR, 900 HOWE STREET, BOX 250  
VANCOUVER, B.C. CANADA V6Z 2N3  
TELEPHONE: (604) 660-4700  
BC TOLL FREE: 1-800-663-1385  
FACSIMILE: (604) 660-1102

Log No. 24724

VIA E-MAIL

[cgaffney@dplanetenergy.ca](mailto:cgaffney@dplanetenergy.ca)

April 1, 2008


Mr. Christopher Gaffney  
Executive Vice President and  
Chief Legal Officer  
Planet Energy (B.C.) Corp.  
10 Kingsbridge Garden Circle  
Suite 800  
Mississauga, Ontario L5R 3K6

Dear Mr. Gaffney:

Re: Planet Energy (B.C.) Corp.  
Breach of the Code of Conduct for Gas Marketers

Pursuant to the Commission's letter dated March 14, 2008 initiating a written hearing into Dispute No. 9829,  
enclosed is Order No. G-64-08 and Reasons for Decision.

Yours truly,

  
Erica M. Hamilton

cms  
Enclosure





BRITISH COLUMBIA  
UTILITIES COMMISSION  
ORDER  
NUMBER G-64-08

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IN THE MATTER OF  
the Utilities Commission Act, R.S.B.C. 1996, Chapter 473  
and

Planet Energy Corporation  
Breach of the Code of Conduct for Gas Marketers

BEFORE: L.F. Kelsey, Commissioner April 1, 2008


WHEREAS: O R D E R

- A. In reviewing Dispute Number 9829, the Commission noted that the Third Party Verification ("TPV") recording as provided by Planet Energy Corporation ("Planet Energy") as evidence in the dispute did not meet the requirements of Article 31 of the Code of Conduct for Gas Marketers ("Code of Conduct"); and
- B. By letter dated March 14, 2008, the Commission advised Planet Energy of the TPV deficiency and initiated a written hearing into the matter offering Planet Energy an opportunity to comment on the matter; and
- C. Planet Energy provided its response on March 25, 2008 noting that it believed that its amended script complied with the requirements of Commission Order No. G-73-07; and
- D. The Commission finds that Planet Energy has violated Article 31 of the Code of Conduct.

NOW THEREFORE pursuant to section 71.1 of the Utilities Commission Act and the Code of Conduct and Rules for Gas Marketers, the Commission orders that within 30 calendar days of the date of this Order, Planet Energy will pay to the Commission a financial penalty of \$1,000.00 for this breach of the Code of Conduct, as set out in the Reasons for Decision attached as Appendix A.

DATED at the City of Vancouver, in the Province of British Columbia, this 1<sup>st</sup> day of April 2008.

BY ORDER

  
L.F. Kelsey  
Commissioner

Attachment

ORDERS/G-64-08\_Planet Penalty Non-Compliance

Planet Energy Corporation  
Breach of the Code of Conduct for Gas Marketers

REASONS FOR DECISION

---

1.0 BACKGROUND

In reviewing Dispute Number 9829, the Commission noted that the Third Party Verification (“TPV”) recording as provided by Planet Energy Corporation (“Planet Energy”) as evidence in the dispute did not meet the requirements of Article 31 of the Code of Conduct for Gas Marketers (“Code of Conduct”). The Commission wrote to Planet Energy on March 14, 2008 and advised of the deficiency in the TPV and initiated a written hearing in the matter and provided Planet Energy an opportunity to comment on the matter.

2.0 PLANET ENERGY REPLY

By letter dated March 25, 2008 Planet Energy provided its reply (“Reply”). In its Reply, Planet Energy indicated that since marketing to residential customers, it performed TPV recordings for all customers to ensure the quality of the customer contracts. Planet Energy advised that it amended its script at the time that the Commission mandated TPV as a requirement for all residential customers enrolled in the Customer Choice Program as of July 1, 2007. Planet Energy indicated that it provided the Commission with a script to confirm that the amended script was in compliance with Commission Order No. G-73-07. Planet Energy notes that it did not receive any advice from the Commission regarding the script’s compliance or non-compliance until late in November 2008 when Planet Energy contacted the Commission to obtain confirmation that the script was in compliance. At that time, the Commission advised Planet Energy that it had already advised that the script did not conform to the requirements as outlined in Commission Order No. G-73-07. Planet Energy advised that it believed that its amended script complied with the requirements of Commission Order No. G-73-07.

3.0 CODE OF CONDUCT ARTICLE 31

Article 31 states:

*“Third Party Verification is the form of a digitally recorded telephone call either initiated as an outbound call from the Gas Marketer to the consumer or as an inbound call initially dictated by the sales agent to the Gas Marketer with the customer then interacting with the Gas Marketer. The scripting will cover the topics specified by the Commission for this purpose, and be available to the Commission for review and approval. The digital file will be available to the Commission 3 days after the initial recording and retained by the Gas Marketer for the term of the contract.”*

Commission Determination, Appendix A to Commission Order No. G-73-07 states:

*"A script containing the major topics which must be canvassed with the customer is listed below and it is up to the Gas Marketer to arrange the script."*

- *Identification of the Gas Marketer and confirmation that the marketer is not affiliated with Terasen Gas or the government.*
- *Confirmation that the Customer understands that once the Gas Marketer contract is signed gas supply is provided by a Gas Marketer. This action is entirely voluntary and there is no obligation to switch gas suppliers.*
- *Confirmation that the consumer is the account holder or authorized to enter into an agreement for the premise.*
- *Confirmation that the customer has a copy of the Gas Marketer agreement*
- *Confirmation that the customer has knowledge of the product, price and term of the agreement.*
- *Confirmation that the customer may not save money.*
- *Advisement of the Confirmation Letter that will be sent by Terasen Gas Inc.*
- *Confirmation of the consumer's cancellation rights under the 10 day cooling off period."*

#### 4.0 COMMISSION DETERMINATION

In focusing on Dispute Number 9829, Planet Energy does not comment specifically on whether or not this TPV meets the requirements of Commission Order No. G-73-07. The Commission notes that in reviewing the TPV associated with the Dispute, the audio quality of the script is very poor and a number of the script topics as required by Commission Order No. G-73-07 have not been covered by the TPV agent.

The Commission determines that Planet Energy is in violation of the Code of Conduct, specifically Article 31.

#### 5.0 RULES FOR GAS MARKETTERS

Section 10.0 of the Rules for Gas Marketers states:

*"If the Commission finds, after notice and opportunity for the Gas Marketer to be heard in an oral or written hearing, that a Gas Marketer has failed to comply with the Act, the Rules, the Code of Conduct for Gas Marketers or conditions in its Gas Marketer Licence, and in addition to any other remedies or actions that may be applied, the Commission may:*

- a) Suspend or cancel the Gas Marketer Licence.
- b) Amend the terms and conditions of, or impose new terms and conditions on the Gas Marketer Licence until the deficiencies are resolved.
- c) Apply penalties pursuant to Section 106(4) and (5) of the Act not to exceed \$10,000 for each day for each day such violation continues.
- d) Order that a portion or all of the performance security (referred to in Rule 9.0) be paid out to consumers, public utilities or other persons that the Commission considers to have been harmed by an act or omission of the Gas Marketer including a breach of the Act, the Rules, the Code of Conduct for Gas Marketers, or conditions of the Gas Marketer Licence."

In determining an appropriate remedy or action to apply in this case, the Commission has considered Planet Energy's statements in its Reply of March 25, 2008. Planet Energy does not comment on the alleged deficiencies of the TPV in this matter, rather it addressed issues surrounding receiving approval of its script and advised that it believed that its script complied with the requirements of Commission Order No. G-73-07.

Adherence to the Code of Conduct is essential to maintain the integrity of the Customer Choice Program and the primary responsibility for the observance of the Code of Conduct rests with the Gas Marketer. Being found to be non-compliant and not demonstrating an acceptance of responsibility for compliance is a serious matter. It is however, the first such finding against Planet Energy and therefore the action of the Commission is tempered somewhat.

The Commission applies a penalty of \$1,000 against Planet Energy.

Commonwealth of Pennsylvania  
Pennsylvania Public Utility Commission  
P.O. Box 3265, Harrisburg, PA 17105-3265

NGS License Application Package  
Planet Energy Pennsylvania Corp. ("PEC (PA)")  
10 Kingsbridge Garden Circle, Ste 800  
Mississauga, ON, Canada  
LSR 3K6

Section 17 – Financial Fitness

- a. Financial records, statements and ratings,
- Corporate organization structure – schedule 1
  - PEC (PA) is a privately held organization incorporated on September 15, 2010, therefore there is no 10Q or 10K available.
  - All financial information provided for your review is for the parent company, Planet Energy Corp. ("PEC"). PEC is a Canadian privately held company.
    - DUNS# for PEC (PA) is 96-498-7254
    - DUNS # for PEC is 24-327-8228
    - Insurance coverage includes
      - i. \$5,000,000 Commercial General Liability and
      - ii. \$5,000,000 Directors and Officers liability
    - Audited financial statements for March 31, 2010 for PEC – schedule 2
    - Banking information, Scotia bank, Acct #878660060917. For information please contact account manager Hanif Hirji, 905-276-6098 for fax 905-276-4920

b. Other information

Accounting records custodian

Mary Meffe, CFO  
10 Kingsbridge Garden Circle, STE 800  
Mississauga, ON, Canada L5R 3K6  
P-289-360-3026  
F-289-360-3021  
[mmeffe@planetenergy.ca](mailto:mmeffe@planetenergy.ca)

Chief Officers - See bio's attached.

Paul DeVries – President – 289-360-3000, [pauldevries@planetenergy.ca](mailto:pauldevries@planetenergy.ca)

Chris Gaffney – EVP, 289-360-3002, [cgaffney@planetenergy.ca](mailto:cgaffney@planetenergy.ca)

David Ellis – EVP, 289-360-3001, [delis@planetenergy.ca](mailto:delis@planetenergy.ca)

Mary Meffe – CFO, 289-360-3026, [mmeffe@planetenergy.ca](mailto:mmeffe@planetenergy.ca)

## Paul DeVries

Paul is President and CEO of Planet Energy and has held that position since the company was started October 2007.

Paul's background is centered around energy and risk management.

Paul spent seven years at McKinsey and Company management consultants doing work in both upstream and downstream energy. He was a member of McKinsey's North American and Asian energy practices and worked on strategic and operational issues for some of the world's highest performing companies in over 10 countries.

Paul has been extensively involved in the development of the Ontario deregulated electricity market, contributing significantly within the stakeholdering process to the ongoing evolution of its design.

He was most recently President of The Energy Savings Group, a multi billion dollar energy retailing company prior to starting Planet Energy.

Planet Energy was started in order to focus on customized, sustainable energy solutions for companies and individuals, including providing carbon offsets to eliminate their carbon footprints.

### Chris Gaffney

In addition to being one of Planet Energy's founding principals, Chris is Planet Energy's Executive Vice-President and Chief Legal Officer. In this role Chris is responsible for all legal and regulatory matters related to Planet Energy's business and that of its operating subsidiaries. On the retail side of the business, Chris has developed standard form documentation for Planet's residential water heater and energy customers. On the wholesale side of Planet's Chris has negotiated and implemented Planet's energy, carbon offset and renewable energy certificate supply arrangements and created flexible supply and services documentation that allows for customized energy solutions for Planet customers .

Chris commenced his legal career in the Calgary office of the national law firm Blake, Cassels & Graydon where he practiced business law with a focus on the energy sector. During his tenure at Blakes Chris represented a variety of clients including oil and gas producers and marketers, pipeline companies and financial institutions. Typical transactions included mergers and acquisitions, structured trading arrangements and secured lending transactions.

After leaving Blakes Chris joined the legal group at Enron Canada and Enron North America. After spending time in the Calgary and Houston offices of Enron, Chris moved to Toronto where he took over responsibility of Enron Canada's Eastern Canadian legal affairs. Chris's experience at Enron included negotiation, preparation and implementation of structured trading arrangements, development of standardized wholesale trading and hedging documentation, and merger and acquisition matters. While with Enron Canada, Chris was a co-leader of a team developing standardized trading documentation for the deregulating Ontario power market.

Immediately prior to forming Planet Energy, Chris was the Vice-President and General Counsel of Ontario Energy Savings Corp, the primary operating entity of the Energy Savings Group, a multi-billion dollar mass retailer of natural gas and electricity. At Energy Savings (now Just Energy) Chris was responsible for all legal matters related to the retail natural gas and electricity operations for both Energy Savings' United States and Canadian businesses. Chris developed standard documentation and controls and compliance processes during a period in which Energy Savings customer base grew from 225,000 to 1,600,000.

Chris has been an active participant in the Ontario energy industry and has served on the board of directors of the Ontario Energy Association.



## David Ellis

Dave is the Executive Vice President and COO of Planet Energy Corp. and has held that position since the company was started October 2007.

Dave has a Masters of Accounting from the University of Waterloo. He began his career at the accounting firm Ernst & Young where he worked in the assurance practice providing audit and related services to small and medium sized businesses as well as to the financial industry; and later in the consulting practice providing process and system design services to the energy industry.

Dave joined Enron Canada Corp. in 2000 where he led the design and implementation of Enron's back office services to the Ontario electricity utility industry and was instrumental in the start of Enron Directs' highly successful electricity retailing operations in Ontario.

In early 2002 he joined The Energy Savings Group where he held various positions through 2006 including Vice President of Operations and Chief Operations Officer. He oversaw all of The Energy Savings Group systems development and the creation of the systems and operational capacity for growth into new markets including Ontario electricity, Alberta gas and electricity, Illinois gas, and New York gas and electricity, as well as running the company's customer management operations.

## Mary Meffe

Mary Meffe joined Planet Energy Corp. as its Chief Financial Officer in January 2009.

Mary has a Bachelor of Commerce Degree from the University of Toronto and obtained her Chartered Accountant Designation in 1999. Mary spent 10 years in public practice providing audit assurance and tax services to small and mid-sized businesses at the accounting firms Wainman & Kydd and Rosenberg Smith & Partners located in Ontario.

Mary joined IMAX Corp. in 2000 where she managed the day to day financial and accounting affairs of the corporate theatre division.

In 2001, Mary joined The Energy Savings Group, a multibillion dollar public enterprise where she held various positions through 2007 including Director of Finance, Vice President, Finance and Chief Financial Officer. In addition to managing the financial & tax affairs of the company, including ensuring the accuracy and completeness of the financial statements and other public disclosures, Mary managed relationships with corporate lenders, energy suppliers and external investors.

Consolidated Financial Statements of

**PLANET ENERGY CORP.**

Year ended March 31, 2010



KPMG LLP  
Chartered Accountants  
Yonge Corporate Centre  
4100 Yonge Street Suite 200  
Toronto ON M2P 2H3  
Canada

Telephone (416) 228-7000  
Fax (416) 228-7123  
Internet [www.kpmg.ca](http://www.kpmg.ca)

## AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the consolidated balance sheet of Planet Energy Corp. as at March 31, 2010 and the consolidated statements of operations and deficit and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2010 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

*KPMG LLP*

Chartered Accountants, Licensed Public Accountants

Toronto, Canada

May 21, 2010

# PLANET ENERGY CORP.

## Consolidated Balance Sheet

March 31, 2010, with comparative figures for 2009

	2010	2009
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,673,485	\$ 1,038,389
Restricted cash (note 3)	—	48,341
Short-term investments	204,445	2,024,996
Accounts receivable	3,199,253	2,701,974
Unbilled revenue	826,814	1,111,929
Inventories:		
Carbon offset credits	565,932	301,682
Rental assets	233,879	175,344
Renewable energy certificates	47,465	—
Prepaid expenses	285,144	152,144
	7,036,417	7,554,799
Restricted investments (note 4)	853,520	764,000
Capital assets (note 5)	15,314,176	5,790,635
Customer contracts, net of accumulated amortization of \$276,120 (note 11)	276,120	—
Goodwill (note 11)	279,561	—
Deferred financing fees	98,968	103,967
	\$ 23,858,762	\$ 14,213,401

## Liabilities and Shareholders' Deficiency

Current liabilities:			
Accounts payable and accrued liabilities	\$ 3,454,000	\$ 3,152,043	
Customer rebates payable (note 3)	—	48,341	
Accrued gas accounts payable	711,317	1,094,716	
Current portion of obligation from assignment of rental contracts (note 8)	2,737,689	196,692	
Current portion of unrealized loss on commodity contracts (note 6)	4,975,063	3,532,622	
	11,878,069	8,024,414	
Subordinated debenture (note 7)	3,534,126	2,590,000	
Obligation from assignment of rental contracts (note 8)	12,449,477	1,210,794	
Unrealized loss on commodity contracts (note 6)	5,115,572	2,672,420	
Due to shareholders (note 9)	2,382,460	2,382,460	
Shareholders' deficiency:			
Share capital (note 13(a))	8,450,010	8,450,010	
Subscription of common shares not yet issued (note 13(b))	830,000	—	
Contributed surplus (note 13(c))	45,887	—	
Equity component of subordinated debenture (note 7)	1,138,400	910,000	
Deficit	(21,965,239)	(12,026,697)	
	(11,500,942)	(2,666,687)	
Basis of presentation (note 1)			
Economic dependence (note 10)			
Commitments (note 16)			
Contingencies (note 17)			
	\$ 23,858,762	\$ 14,213,401	

See accompanying notes to consolidated financial statements.

On behalf of the Board:

Paul DeVries

David Ellis

# PLANET ENERGY CORP.

## Consolidated Statement of Operations and Deficit

Year ended March 31, 2010, with comparative figures for 2009

	2010	2009
<b>Revenue:</b>		
Natural gas	\$ 13,188,214	\$ 5,517,246
Electricity	26,699,578	10,444,975
Home services	4,102,404	902,888
Consulting	593,686	-
Carbon offset credits	286,382	33,094
	44,870,264	16,898,203
<b>Cost of sales:</b>		
Natural gas	11,791,653	5,305,544
Electricity	16,977,660	8,055,045
Water heaters, including amortization of \$746,021 (2009 - \$146,442)	1,232,442	375,622
Carbon offset credits	165,496	10,873
	30,167,251	13,747,084
<b>Gross profit</b>	<b>14,703,013</b>	<b>3,151,119</b>
<b>Expenses:</b>		
Selling	5,826,650	3,218,608
General and administrative	5,310,663	2,047,094
Amortization	384,897	52,214
Stock-based compensation	45,887	-
	11,568,097	5,317,916
<b>Operating income (loss) before the undernoted</b>	<b>3,134,916</b>	<b>(2,166,797)</b>
<b>Other expenses (income):</b>		
Interest and other income	(34,905)	(69,184)
Interest and other financing fees	1,870,734	470,847
Accretion expense on subordinated debenture	172,526	-
Gain on sale of customer contracts (note 12)	-	(340,000)
Settlements under commodity contracts (note 6)	7,179,510	1,549,005
Change in fair value of derivative financial instruments (note 6)	3,885,593	6,205,042
	13,073,458	7,815,710
<b>Loss for the year</b>	<b>(9,938,542)</b>	<b>(9,982,507)</b>
<b>Deficit, beginning of year</b>	<b>(12,026,697)</b>	<b>(2,044,190)</b>
<b>Deficit, end of year</b>	<b>\$ (21,965,239)</b>	<b>\$ (12,026,697)</b>

See accompanying notes to consolidated financial statements.

# PLANET ENERGY CORP.

## Consolidated Statement of Cash Flows

Year ended March 31, 2010, with comparative figures for 2009

	2010	2009
Cash provided by (used in):		
Operating activities:		
Loss for the year	\$ (9,938,542)	\$ (9,982,507)
Items not affecting cash:		
Amortization of customer contracts	276,120	-
Accretion expense on subordinated debenture	172,526	-
Amortization of deferred financing fees	24,999	-
Amortization of capital assets	854,798	198,656
Stock-based compensation	45,887	-
Gain on sale of customer contracts (note 12)	-	(340,000)
Change in fair value of derivative financial instruments	-	-
Change in non-cash operating working capital	3,885,593	6,205,042
Accounts receivable	(411,076)	(2,025,480)
Inventories	(370,250)	(464,886)
Prepaid expenses	(133,000)	(36,454)
Accounts payable and accrued liabilities	284,809	2,364,270
Unbilled revenue and accrued gas accounts payable	(98,284)	(14,572)
	(5,406,420)	(4,095,931)
Financing activities:		
Due to shareholders	-	(2,849,971)
Obligation from assignment of rental contracts	13,779,680	1,407,486
Issuance of common shares	-	8,449,980
Subscription of common shares not yet issued (note 13(b))	830,000	-
Issuance of subordinated debenture	1,000,000	3,500,000
Deferred financing fees	(20,000)	(103,967)
	15,589,680	10,403,528
Investing activities:		
Purchase of capital assets	(10,378,339)	(5,814,301)
Restricted investments	(89,520)	2,036,000
Short-term investments	1,820,551	(1,929,940)
Proceeds on sale of customer contracts (note 12)	-	340,000
Acquisition of North American Commodity Consultants Group Inc. (note 11)	(900,856)	-
	(9,548,164)	(5,368,241)
Increase in cash and cash equivalents	635,096	939,356
Cash and cash equivalents, beginning of year	1,038,389	99,033
Cash and cash equivalents, end of year	\$ 1,673,485	\$ 1,038,389
Supplemental cash flow information:		
Interest paid	\$ 1,421,973	\$ 64,230
Interest received	30,258	68,018

See accompanying notes to consolidated financial statements.