

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Summit Energy Services, d/b/a Schneider Electric, 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:

Jaclyn Keich
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

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.

Not Applicable

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:

Holly Liter
Director- Sourcing
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

- 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:

Holly Liter
Director- Sourcing
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

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

Not Applicable

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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:

Holly Liter
Director- Sourcing
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

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

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. **Please see attached (Section 5)**

Give name and address of officers.

Steve Wilhite
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

Mark Boyer
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 753-3100
(502) 753-2248

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:

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

- 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 license 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,
 - (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

- 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

- The Applicant is not presently doing business in Pennsylvania.

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

- supplier of natural gas services.
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- Broker/Marketer engaged in the business of supplying natural gas services.
- 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.

Please see attached (Section 9 – Proposed Services)

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

Not Applicable – We are not a supplier

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 August 19, 2013 (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>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 email: wolfordd@natfuel.com</p>
<p>UGI Central Penn David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-gas.com PH: 412.208.6528 FAX: 412.208.6577</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips) Andrew Wachter 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 PH: 724.431.4935 FAX: 724.287.5021 email: Andrew.Wachter@peoplestwp.com</p>	<p>UGI David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>
<p>UGI Penn Natural David Beasten 2525 N. 12th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425 FAX: 610.796.3559</p>	<p>Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p>PECO 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>	<p>Columbia Gas of Pennsylvania Inc. Thomas C. Heckathorn 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.4996 FAX: 614.460.6442 email: theckathorn@nisource.com</p>
<p>Philadelphia Gas Works Douglas Moser 800 West Montgomery Avenue Philadelphia, PA 19122 email: douglas.moser@pgworks.com PH: 215.684.6899</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.

Please see attached (Section 14 – Taxation)

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 (Section 15 – Compliance)

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.

Holly Liter
10350 Ormsby Park Place Suite 400
Louisville, KY 40243
(502) 753-3100
(502) 753-2248

Jaclyn Kelch
10350 Ormsby Park Place Suite 400
Louisville, KY 40243
(502) 753-3100
(502) 753-2248

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

Not Applicable

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.

Not Applicable

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 – Section 17 Part A)**

- 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: **(Please see attached – Section 17 Part B)**

- 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.
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

Michele Dreschsel
 Global Controller
 10350 Ormsby Park Place Suite 400
 Louisville, KY 40243
 (502) 753-3100
 (502) 753-2248

18. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following: **Please see attached (Section 18)**
- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
 - A copy of any Federal energy license currently held by the Applicant.
 - Proposed staffing and employee training commitments.
 - Business plans.
19. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.
20. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.
21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
- a. **Reports of Gross Receipts:** Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

- 22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

- 23. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

- 24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: Jaclyn Kelch
By: Jaclyn Kelch
Title: Energy Buyer

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AFFIDAVIT

[Commonwealth/State] of Kentucky :

ss.

County of Jefferson :

Bill Brenner, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Vice President (Office of Affiant) of Summit Energy (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

That Summit Energy, the Applicant herein, acknowledges that [Applicant] may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Summit Energy, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Summit Energy, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That Summit Energy, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

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That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commission's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

Jim Paen
Signature of Affiant

Sworn and subscribed before me this 29 day of August, ²⁰¹³~~10~~.

Mary Beth Baker
Signature of official administering oath

My commission expires JUNE 14, 2016.

AFFIDAVIT

[Commonwealth/State] of Kentucky :

ss.

County of Jefferson :

Bill Brewer, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/she is the Vice President (Office of Affiant) of Summit Energy (Name of Applicant);]

[That he/she is authorized to and does make this affidavit for said Applicant;]

That the Applicant herein Summit Energy has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

That the Applicant herein Summit Energy has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Summit Energy acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Summit Energy acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

Tom Br...

Signature of Affiant

Sworn and subscribed before me this 29 day of August, 2013.

Mary Beth Baker

Signature of official administering oath

My commission expires JUNE 16, 2016.

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APPENDIX D

Standards of Conduct

- (1) The [natural gas distribution company] should apply its tariffs in a nondiscriminatory manner to its affiliate, its own marketing division and any nonaffiliate.
- (2) The [natural gas distribution company] should likewise not apply a tariff provision in any manner that would give its affiliate or division an unreasonable preference over other marketers with regard to matters such as scheduling, balancing, transportation, storage, curtailment, capacity release and assignment, or nondelivery, and all other services provided to its affiliated suppliers.
- (3) If a tariff provision is mandatory, the [natural gas distribution company] should not waive the provision for its affiliate or division absent prior approval of the Commission.
- (4) If a tariff provision is not mandatory or provides for waivers, the [natural gas distribution company] should grant the waivers without preference to affiliates and divisions or non-affiliates.
- (5) The [natural gas distribution company] should maintain a chronological log of tariff provisions for which it has granted waivers. Entries should include the name of the party receiving the waiver, the date and time of the request, the specific tariff provision waived and the reason for the waiver. Any chronological log should be open for public inspection during normal business hours.
- (6) The [natural gas distribution company] should process requests for transportation promptly and in a nondiscriminatory fashion with respect to other requests received in the same or a similar period. The [natural gas distribution company] should maintain a chronological log showing the processing of requests for transportation services. Any chronological log should be open for public inspection during normal business hours.
- (7) Transportation discounts and fee waivers and rebates provided to the [natural gas distribution company's] or its marketing affiliate's favored customers should be offered to other similarly situated customers and should not be tied to any unrelated service, incentive or offer on behalf of either the parent or affiliate. A chronological

log should be maintained showing the date, party, time and rationale for the action. Any chronological log should be open for public inspection during normal business hours.

- (8) The [natural gas distribution company] should not disclose any customer proprietary information to its marketing affiliate or division, and to the extent that it does disclose customer information, it should contemporaneously provide this same information to other similarly situated marketers in a similar fashion so as not to selectively disclose, delay disclosure, or give itself or its affiliate any undue advantage related to the disclosure. A chronological log should be maintained showing the date, time and rationale for the disclosure. Any chronological log should be open for public inspection during normal business hours. A natural gas distribution company should not provide information received from non-affiliated customers or suppliers to its affiliated natural gas suppliers.
- (9) The [natural gas distribution company] should justly and reasonably allocate to its marketing affiliate or division the costs or expenses for general administration or support services.
- (10) The [natural gas distribution company] selling surplus gas supplies and/or upstream capacity on a short-term basis (as defined by the Federal Energy Regulatory Commission) to its affiliate should make supplies available to similarly situated marketers on a nondiscriminatory basis. The [natural gas distribution company] should not make any gas supplies and/or upstream capacity available through private disclosure to the [natural gas distribution company's] affiliate unless the availability is made simultaneously with public dissemination in a manner that fairly apprises interested parties of the availability of the gas supplies and/or upstream capacity. The [natural gas distribution company] should maintain a chronological log of these public disseminations. Any chronological log should be open for public inspection during normal business hours.
- (11) The [natural gas distribution company] should not condition or tie agreements to release interstate pipeline capacity to any service in which the [natural gas distribution company] or affiliate is involved.
- (12) The [natural gas distribution company] should not directly or by implication . . . represent to any customer, supplier or third party that an advantage may accrue to any party through use of the [natural gas distribution company's] affiliate or subsidiary.

- (13) The [natural gas distribution company] should establish and file with the Commission a complaint procedure for dealing with any alleged violations of any of the standards listed in paragraphs (1) through (12), this paragraph or paragraphs (14) and (15), excepting for paragraph (9), which should be exclusively under the purview of the Commission. These procedures should be developed in consultation with interested parties during consideration of any tariff guided by this section and §69.191 (relating to general). The Commission may expect establishment of a complaint procedure or other recordkeeping requirements if warranted by subsequent facts or circumstances.
- (14) The [natural gas distribution company] should keep a chronological log of any complaints, excepting paragraph (9), regarding discriminatory treatment of natural gas suppliers. This chronological log should include the date and nature of the complaint and the [natural gas distribution company's] resolution of it. Any chronological log should be open for inspection during normal business hours.
- (15) Parties alleging violations of these standards may pursue their allegations through the Commission's established complaint procedures. A complainant bears the burden of proof consistent with 66 Pa. C.S. (relating to Public Utility Code) in regard to the allegations.
- (16) Licensees shall provide accurate information about their natural gas supplier services using plain language and common terms. Where new terms are used, such terms must be defined again using plain language: Information should be provided in a format which will allow for comparison of the various natural gas supply services offered and the prices charged for each type of service.
- (17) Licensees shall provide notification of the change in conditions of service, intent to cease operation as a natural gas supplier, explanation of denial of service, proper handling of deposits and proper handling of complaints in accordance with Commission regulations where applicable.
- (18) Licensees shall maintain the confidentiality of customers' historic payment information and right of access to their own load and billing information.

- (19) Licensees shall not discriminate in the provision of natural gas supply services as to availability and terms of service based on race, color, religion, national origin, sex, marital status, age receipt of public assistance income, and exercise of rights under the Consumer Credit Protection Act, 15 U. S. C. §§1691-1691f; Regulation B, 12 C.F.R. §§202-202.14.
- (20) Licensees will be responsible for any fraudulent deceptive or other unlawful marketing or billing acts performed by their agents or representatives. Licensee shall inform consumers of state consumer protection laws that govern the cancellation or rescission of natural gas supply service contracts. 73 P. S. §201-7.
- (21) The natural gas distribution company shall not give any affiliate or marketing division preference over a non-traditional affiliate in the provision of goods and services such as processing requests for information, complaints and responses to service interruptions. The natural gas distribution company shall provide comparable treatment without regard to a customer's chosen natural gas supplier.
- (22) No transaction between the natural gas distribution company and an affiliated natural gas supplier shall involve an anti-competitive cross-subsidy and all such transactions shall comply with applicable law.
- (23) Natural gas distribution company employees who have responsibility for operating the distribution system, including natural gas delivery or billing and metering, shall not be shared with an affiliated or divisional Supplier, and their offices shall be physically separated from the office(s) used by those working for the Supplier. Such natural gas distribution company employees may transfer to a Supplier provided such transfer is not used as a means to circumvent these interim standards of conduct. Any supplier shall have its own direct line management. Any shared facilities shall be fully and transparently allocated between the natural gas distribution company function and the Supplier function. The natural gas distribution company accounts and records shall be maintained such that the costs a Supplier incurs may be clearly identified.
- (24) (a) Neither the natural gas distribution company nor an affiliated or divisional Supplier may directly or by implication falsely and unfairly represent:

- that the Pa PUC jurisdictionally regulated services provided by the natural gas distribution company are of a superior quality when power is purchased from an affiliated or divisional Supplier; or
- that the merchant services (for natural gas) are being provided by the natural gas distribution company rather than an affiliated or divisional Supplier;
- that the natural gas purchased from a Supplier that is not an affiliate or division of the natural gas distribution company may not be reliably delivered;
- that natural gas must be purchased from an affiliate or divisional Supplier to receive Pa PUC jurisdictional regulated services.

(b) The natural gas distribution company shall not jointly market or jointly purchase its Pa PUC jurisdictional regulated services with the services of an affiliated or divisional Supplier. This prohibition includes prohibiting the natural gas distribution company from including bill inserts in its natural gas distribution company bills promoting an affiliated or divisional Supplier's services, and further precludes a reference or link from the natural gas distribution company's web-site to any affiliated or divisional supplier.

(c) When an affiliated or divisional Supplier markets or communicates to the public using the natural gas distribution company name or logo, it shall include a disclaimer that states:

(i) That the Supplier is not the same company as the natural gas distribution company; (2) that the prices of the Supplier are not regulated by the Pa PUC; and (3) that a customer does not have to buy natural gas or other products from the Supplier in order to receive the same quality service from the natural gas distribution company. When a Supplier advertises or communicates verbally through radio or television to the public using the natural gas distribution company name or logo, the Supplier shall include at the conclusion of any such communication a disclaimer that includes all of the disclaimers listed in this paragraph.

(25) The natural gas distribution company must: (a) make interstate capacity available for release, assignment, or transfer to its affiliated or divisional Supplier only through the interstate pipeline electronic bulletin boards and the competitive bidding procedures in place on those interstate systems; (b)

not give its affiliated or divisional Supplier any preference over non-affiliated or non-divisional Suppliers, or potential non-affiliated or non-divisional Suppliers, in matters relating to the assignment, release, or other transfer of the natural gas distribution company's capacity rights on interstate pipeline systems; and (c) not condition or tie its agreement to release, assign, or otherwise transfer interstate pipeline capacity to any agreement by a gas Supplier, customer or other third party relating to any service in which its marketing affiliate is involved.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SUMMIT ENERGY SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2004, AT 2:22 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF AUGUST, A.D. 2004, AT 10:47 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 8:26 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 8:26 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JUNE, A.D. 2009, AT 3:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SUMMIT ENERGY SERVICES, INC.".

3758387 8100H

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7669493

DATE: 12-01-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:22 PM 07/26/2004
FILED 02:22 PM 07/26/2004
SRV 040545204 - 3758367 FILE

**CERTIFICATE OF INCORPORATION
OF
SUMMIT ENERGY SERVICES, INC.**

1. **Name.** The name of the corporation is Summit Energy Services, Inc. (hereinafter the "Corporation").
2. **Registered Office, Registered Agent.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
3. **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. **Capital Stock.** The Corporation is authorized to issue two classes of common stock ("Common Stock"), designated respectively, "Voting Common Stock" and "Nonvoting Common Stock." The total number of shares which the Corporation is authorized to issue is fifteen million (15,000,000) shares, each with a par value of \$0.0001 per share, of which ten million (10,000,000) shares shall be Voting Common Stock and five million (5,000,000) shares shall be Nonvoting Common Stock. Holders of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held. Holders of Nonvoting Common Stock shall have no voting power whatsoever, except as otherwise expressly provided by law. Holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by each. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all of the Corporation's remaining assets, tangible and intangible, of whatever kind available for distribution to the stockholders, ratably in proportion to the number of shares of Common Stock held by each.
5. **Incorporator.** The name of the incorporator is WT&C Corporate Services, Inc. The mailing address of the incorporator is 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.
6. **Directors.** Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.
7. **Elimination of Director Liability.** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the

filing of the Certificate of Incorporation of which this Section 6 is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. Bylaws. The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal the Bylaws of the Corporation, except as such power may be restricted or limited by Delaware General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the incorporator of the Corporation, as of the 26th day of July, 2004.

WT&C CORPORATE SERVICES, INC.

By: Barbara G. Mangus
Barbara G. Mangus, Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:47 AM 08/18/2004
FILED 10:47 AM 08/18/2004
SRV 040603914 - 3758387 FILE

**CERTIFICATE OF MERGER
OF
SUMMIT ENERGY SERVICES, INC.
(a Kentucky corporation)
INTO
SUMMIT ENERGY SERVICES, INC.
(a Delaware corporation)**

(Under Section 252 of the Delaware
General Corporation Law)

Summit Energy Services, Inc., a Delaware corporation, hereby certifies that:

1. The name and jurisdiction of incorporation of each of the constituent corporations are:
and
A. Summit Energy Services, Inc., a Delaware corporation ("Summit DE");
and
B. Summit Energy Services, Inc., a Kentucky corporation ("Summit KY").
2. An Agreement and Plan of Merger has been duly authorized, approved, adopted, certified, executed and acknowledged by Summit DE and by Summit KY in accordance with the applicable provisions of the Delaware General Corporation Law and the Kentucky Business Corporation Act. The Agreement and Plan of Merger is attached hereto as Exhibit A.
3. Summit DE will be the surviving corporation in the merger. The name of the surviving corporation is Summit Energy Services, Inc.
4. The Certificate of Incorporation of Summit DE in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of Summit DE.
5. The executed Agreement and Plan of Merger is on file at the following office of Summit DE: Suite 400, 10350 Ormsby Park Place, Louisville, Kentucky 40223.
6. A copy of the Agreement and Plan of Merger will be furnished by Summit DE on request and without cost to any stockholder of Summit DE or any shareholder of Summit KY.
7. Summit KY has authorized capital stock of five million (5,000,000) common shares, no par value.
8. With respect to Summit KY, the designation and number of outstanding shares, the number of votes entitled to be cast by the sole voting group entitled to vote separately on the Agreement and Plan of Merger and the number of votes of the sole voting group cast for and against the Agreement and Plan of Merger are as follows:

Designation and Number of Outstanding Shares	Number of Votes Entitled to be Cast by Sole Voting Group	Number of Votes Cast For the Agreement and Plan of Merger	Number of Votes Cast Against the Agreement and Plan of Merger
4,197,244 shares of common stock	4,197,244 shares of common stock	3,179,970 shares of common stock	None

With respect to Summit DE, the Agreement and Plan of Merger was approved and adopted by the Summit DE Board of Directors by Unanimous Written Consent dated as of August 2, 2004. No shares of stock of Summit DE were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

IN WITNESS WHEREOF, Summit DE has caused this Certificate of Merger and Articles of Merger to be executed by James B. Headlee, its Chief Executive Officer as of the 12th day of August, 2004.

"Summit DE"

SUMMIT ENERGY SERVICES, INC.


By: 
James B. Headlee, Chief Executive Officer

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, by and between **SUMMIT ENERGY SERVICES, INC.**, a Kentucky corporation, and **SUMMIT ENERGY SERVICES, INC.**, a Delaware corporation, pursuant to Section 11-070 of the Kentucky Business Corporation Act and Section 252 of the Delaware General Corporation Law.

Section 1. Name and Jurisdiction. The name of the corporation proposing to merge is Summit Energy Services, Inc., a Kentucky corporation, which corporation is referred to hereinafter as the "Merging Corporation." The name of the corporation into which the Merging Corporation shall be merged is Summit Energy Services, Inc., a Delaware corporation, which corporation is referred to hereinafter as the "Surviving Corporation."

Section 2. Terms and Conditions. The terms and conditions of the merger are as follows:

A. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation pursuant to the provisions of Section 11-070 of the Kentucky Business Corporation Act and Section 252 of the Delaware General Corporation Law. Upon the effective date of the merger, the existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue under the name Summit Energy Services, Inc. The Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Merging Corporation; and the Surviving Corporation shall become subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

B. Bylaws. The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation following the effective date of the merger.

C. Board of Directors and Officers. The members of the Board of Directors and the Officers of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the same persons following the effective date of the merger.

D. Principal Office. The principal office of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the principal office of the Surviving Corporation following the effective date of the merger.

E. Costs and Expenses. All of the costs and expenses incurred on account of this merger shall be assumed and paid by the Surviving Corporation.

Section 3. Manner and Basis of Conversion.

A. Capital Stock. The manner and basis of converting the outstanding shares of capital stock of the Merging Corporation into shares of capital stock of the Surviving Corporation is as follows: On the effective date of the merger, each and every one (1) of the

outstanding shares of common stock of the Merging Corporation shall be converted into and exchanged for one (1) share of the Voting Common Stock and .4 share of the Nonvoting Common Stock of the Surviving Corporation; provided that no fractional shares of Nonvoting Common Stock or scrip therefor shall be issued in the merger but, instead, any fractional share of Nonvoting Common Stock which a shareholder otherwise, upon the conversion and exchange, would be entitled to receive shall be rounded up to a whole share of Nonvoting Common Stock. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate representing the number of shares of Voting Common Stock and a certificate representing the number of shares of Nonvoting Common Stock of the Surviving Corporation into which the shares of capital stock of the Merging Corporation theretofore represented by the surrendered certificate or certificates shall have been converted as aforesaid.

B. Options. On the effective date of the merger, each and every outstanding option to purchase shares of capital stock of the Merging Corporation, whether or not vested or exercisable, shall, by virtue of the merger and with no action on the part of the option holder, be converted automatically into and exchanged for an option to purchase one (1) share of the Voting Common Stock and .4 share of the Nonvoting Common Stock of the Surviving Corporation, subject to and in accordance with the terms and conditions of the applicable stock option plan and agreement pursuant to which the option was issued.

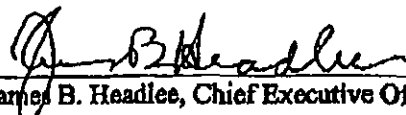
Section 4. Adoption of Agreement. This Agreement and Plan of Merger has been adopted by the Board of Directors of the Surviving Corporation pursuant to the second sentence of Section 251(f) of the Delaware General Corporation Law. No shares of stock of the Surviving Corporation were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

[END OF TEXT]

IN WITNESS WHEREOF, the undersigned Merging Corporation, by its Chief Executive Officer, and the undersigned Surviving Corporation, by its Chief Executive Officer, have adopted, approved, certified, executed and acknowledged this Agreement and Plan of Merger as of the 12th day of August, 2004.

"Merging Corporation"

SUMMIT ENERGY SERVICES, INC.

By: 
James B. Headlee, Chief Executive Officer

"Surviving Corporation"

SUMMIT ENERGY SERVICES, INC.

By: 
James B. Headlee, Chief Executive Officer

IN WITNESS WHEREOF, the undersigned Secretary of the Surviving Corporation hereby executes this Agreement and Plan of Merger as of the 12th day of August, 2004, for purposes of certifying the truth and accuracy of the information contained in Section 4 of this Agreement and Plan of Merger.


Patrick W. Mattingly, Secretary

**CERTIFICATE OF MERGER
OF
SESI ACQUISITION CORPORATION
INTO
SUMMIT ENERGY SERVICES, INC.**

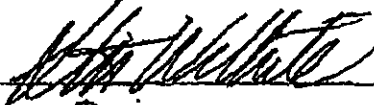
**(Under Section 251 of the General Corporation
Law of the State of Delaware)**

Summit Energy Services, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - A. SESI Acquisition Corporation, a Delaware corporation; and
 - B. Summit Energy Services, Inc., Delaware corporation.
2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of SESI Acquisition Corporation and Summit Energy Services, Inc. in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Summit Energy Services, Inc.
4. The certificate of incorporation of Summit Energy Services, Inc. as in effect immediately prior to the merger becoming effective shall be amended at the effective time of the merger to read in its entirety as so provided in Exhibit A attached hereto and, as so amended, shall be the amended and restated certificate of incorporation of the surviving corporation, effective upon the filing of this Certificate of Merger, until thereafter further altered or amended as provided therein or by applicable law.
5. The executed agreement and plan of merger is on file at the office of Summit Energy Services, Inc., located at 10350 Ormsby Park Place, Suite 400, Louisville, Kentucky 40223.
6. A copy of the agreement and plan of merger will be furnished by Summit Energy Services, Inc. on request and without cost, to any stockholder of Summit Energy Services, Inc. or SESI Acquisition Corporation.
7. The merger shall be effective upon the filing of this certificate with the Delaware Secretary of State.

IN WITNESS WHEREOF, Summit Energy Services, Inc. has caused this certificate to be signed by a duly authorized officer on the 31st day of August, 2007.

SUMMIT ENERGY SERVICES, INC.,

By: 

Its: President

STATE of DELAWARE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SUMMIT ENERGY SERVICES, INC.**

*(filed under and pursuant to Section 242 and 245 of
the General Corporation Law of the State of Delaware)*

The undersigned, Steve Wilhite, the President of Summit Energy Services, Inc. (the "Corporation"), organized and existing under the General Corporation Law of the State of Delaware, hereby adopts this Amended and Restated Certificate of Incorporation in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware. The undersigned certifies as follows:

FIRST: The Corporation filed its original Certificate of Incorporation with the Secretary of State of Delaware on July 26, 2004, under the name Summit Energy Services, Inc.

SECOND: The undersigned has determined that the adoption of this Amended and Restated Certificate of Incorporation is advisable and in the best interests of the Corporation and has adopted this Amended and Restated Certificate of Incorporation amending and restated the original Certificate of Incorporation as follows:

1. **Name.** The name of this corporation is Summit Energy Services, Inc.
2. **Registered Office.** The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. **Purpose.** The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. **Stock.** The total number of shares of stock that this corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.

5. Incorporator. The name and mailing address of the incorporator is: WT&C Corporate Services, Inc., 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.

6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall

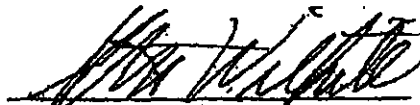
not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Waiver of Corporate Opportunities. To the maximum extent permitted from time to time under the law of the State of Delaware, this Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of this Corporation. No amendment or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

12. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

13. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

THE UNDERSIGNED, the undersigned, a duly authorized officer of Summit Energy Services, Inc., hereby certifies that the facts stated above are true as of this 31st day of August, 2007.



Name: Steve Wilhite

Title: President

STATE of DELAWARE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

SUMMIT ENERGY SERVICES, INC.

*(filed under and pursuant to Section 242 and 245 of
the General Corporation Law of the State of Delaware)*

The undersigned, Steve Wilhite, the President of Summit Energy Services, Inc. (the "Corporation"), organized and existing under the General Corporation Law of the State of Delaware, hereby adopts this Amended and Restated Certificate of Incorporation in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware. The undersigned certifies as follows:

FIRST: The Corporation filed its original Certificate of Incorporation with the Secretary of State of Delaware on July 26, 2004, under the name Summit Energy Services, Inc.

SECOND: The undersigned has determined that the adoption of this Amended and Restated Certificate of Incorporation is advisable and in the best interests of the Corporation and has adopted this Amended and Restated Certificate of Incorporation amending and restated the original Certificate of Incorporation as follows:

1. **Name.** The name of this corporation is Summit Energy Services, Inc.
2. **Registered Office.** The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. **Purpose.** The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. **Stock.** The total number of shares of stock that this corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.

5. Incorporator. The name and mailing address of the incorporator is: WT&C Corporate Services, Inc., 500 West Jefferson Street, City of Louisville, County of Jefferson, Kentucky 40202.

6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall

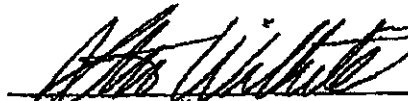
not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Waiver of Corporate Opportunities. To the maximum extent permitted from time to time under the law of the State of Delaware, this Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of this Corporation. No amendment or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

12. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

13. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

THE UNDERSIGNED, the undersigned, a duly authorized officer of Summit Energy Services, Inc., hereby certifies that the facts stated above are true as of this 31st day of August, 2007.



Name: Steve Wilhite

Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:50 PM 06/02/2009
FILED 03:50 PM 06/02/2009
SRV 090580679 - 3758367 FILE

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SUMMIT ENERGY SERVICES, INC.**

Summit Energy Services, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

By unanimous written consent of the Board of Directors of the Corporation, resolutions were duly adopted pursuant to Sections 141 and 242 of the DGCL, setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The holder of the majority of the outstanding shares of the Corporation duly approved said proposed amendment by consent in accordance with Sections 228 and 242 of the DGCL. The resolution setting forth the amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by adding Article 14 which shall read in its entirety as follows:

14. Classes of Directors. In accordance with Section 141(d) of the General Corporation Law of the State of Delaware, the holders of this Corporation's Common Stock are entitled to elect and designate two directors as Class 1 Directors (the "Class 1 Directors") and one or more directors as Class 2 Directors (the "Class 2 Directors"). Each Class 1 Director shall have five (5) votes on all matters considered by the board of directors. Each Class 2 Director shall have one (1) vote on all matters considered on all matters considered by the board of directors.

[Remainder of page left intentionally blank; signature page follows]

IN WITNESS WHEREOF, Summit Energy Services, Inc. has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed by Steve White, its President, as of May 24, 2009.

SUMMIT ENERGY SERVICES, INC.

By: 
Name: Steve White
Title: President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUMMIT ENERGY SERVICES, INC." 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 ELEVENTH DAY OF JULY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUMMIT ENERGY SERVICES, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2004.

3758387 8300

130866350



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0576772

DATE: 07-11-13

Section 9

Strategic Sourcing

Summit works with more than 130 third-party energy suppliers and generators across North America. We have a successful twenty-one year history of negotiating client energy contracts from a knowledgeable and ethical base that captures the best opportunity for each client facility we manage.

Summit has the resources required to develop knowledgeable opinions on the regional natural gas and power markets. We will put a "stake in the ground" with market opinions and then strategically source physical delivery of energy based on those opinions.

Summit provides strategic supply sourcing and management services for non-residential clients in deregulated markets in Massachusetts that include the following services:

- **Analyze supply needs**
- **Aggregate supply information**
- **Project and track deregulated electricity markets** against the default price or "price to beat."
- **Project and monitor forward gas basis values**, both "wellhead" and "delivered-to-market," to assist in strategic sourcing
- **Distribute Request for Proposals (RFPs)** in the marketplace to suppliers meeting Summit's and client's quality criteria
- **Manage the responses** to RFPs, recommend providers to clients, and facilitate supplier contract negotiations on behalf of our clients.
- **Manage and monitor compliance** with the negotiated contracts on behalf of our clients and evaluate supplier performance
- **Monitor suppliers' performance** of their scheduling, balancing and nominating responsibilities, initiating corrective action and opportunity where appropriate
- **Conduct appropriate alternative fuel analysis** to leverage plant assets.

SourceView

Summit has developed a more efficient RFP process to support its clients. SourceView, Summit's proprietary sourcing module, makes gathering client information and responding to RFPs much easier and less costly for our "vetted" utilities and suppliers. This, in turn, streamlines the procurement process, provides dynamic communication exchange and creates centralized data warehouse.

Section 15. Compliance

The applicant, affiliates, predecessors, and persons identified in this application have never been convicted of a crime involving fraud or similar activity.

- transactions carried out pursuant to the program authorized by the Annual Shareholders' Meeting of 2011 and renewed by the Annual Shareholders' Meeting of 2012 between January 1, 2012 and February 28, 2013:
 - number of shares acquired: 0,
 - number of shares transferred since the beginning of the program: 582,372.
- transactions carried out by the Company:

> 4. Ownership structure

Three-years summary of changes in capital

	Dec. 31, 2012				Dec. 31, 2011		Dec. 31, 2010	
	Capital	Number of shares	Voting rights	Number of voting rights	Capital	Voting rights	Capital	Voting rights
	%		%		%	%	%	%
Capital Research and Management Company ⁽¹⁾	7.50	41,643,226	6.93	41,643,226	9.43	8.86	8.17	7.72
CDC	3.66	20,349,002	6.46	38,803,092	3.71	4.57	4.23	5.10
Employees	4.44	24,652,612	6.77	40,660,345	4.55	7.06	4.11	6.14
Own shares	0.00	1,058	-	-	0.00	-	0.00	-
Treasury shares	1.54	8,580,080	-	-	1.67	-	1.88	-
Public	82.86	460,191,036	78.40	470,818,770	80.64	77.95	81.80	79.45
TOTAL	100.00	555,417,014	100.00	600,506,571⁽²⁾	100.00	100.00	100.00	100.00

(1) To the best of the Company's knowledge.

(2) Number of voting rights as defined in article 223-11 of the AMF general regulations, which includes shares stripped of voting rights.

Disclosure thresholds

To the best of the Company's knowledge, no shareholders other than Capital Research & Management Co. and CDC (Caisse des Dépôts et Consignation), listed above, hold, either directly or indirectly, more than 5% of Schneider Electric's capital or voting rights.

Changes in holdings (for stakes equal to or greater than 5%)

Date	Company	Capital (%)	Voting rights (%)
May 10, 2012	Amundi Group	5.17	4.86
May 16, 2012	Amundi Group	4.95	4.66
December 31, 2012	CDC	3.66	6.46

Pledges on Schneider Electric shares

2,086 shares are pledged.

Pledges on subsidiaries' share

Schneider Electric SA has not pledged any shares in significant subsidiaries.



CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2012
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

		% Interest Dec. 31, 2012	% interest Dec. 31, 2011
Schneider Electric Taiwan Co Ltd	Taiwan	100.0	100.0
MGE UPS Systems S.A. (Thailand) Co. Ltd	Thailand	100.0	100.0
Pro Face South East Asia Pacific Co. Ltd	Thailand	100.0	100.0
Schneider (Thailand) Ltd	Thailand	100.0	100.0
Schneider Electric CPCS (Thailand) Co. Ltd	Thailand	100.0	100.0
Clipsal Vietnam Co. Ltd	Vietnam	100.0	100.0
MGE UPS Systems Viet Nam Limited	Vietnam	100.0	100.0
Schneider Electric Vietnam Co. Ltd	Vietnam	100.0	100.0
<i>Accounted for by proportionate method</i>			
Delixi Electric Ltd (sub-group)	China	50.0	50.0
<i>Accounted for by equity method</i>			
Sunten Electric Equipment	China	50.0	50.0
Fuji Electric FA Components & Systems Co., Ltd (sub-group)	Japan	37.0	37.0
Rest of the world			
<i>Fully consolidated</i>			
Delixi Electric Algeria	Algeria	100.0	100.0
SARL Schneider Electric Algeria	Algeria	100.0	100.0
MGE UPS Systems Argentina S.A.	Argentina	100.0	100.0
Schneider Electric Argentina SA	Argentina	100.0	100.0
Telvent Argentina SA	Argentina	100.0	100.0
Clipsal Middle East	Bahrain	80.0	80.0
APC Brasil Ltda	Brazil	100.0	100.0
CST Latino America Comercio E Representacao de Produtos Electricos E Electronicos Ltda	Brazil	99.8	99.8
Matchmind Software Ltda	Brazil	100.0	100.0
Microsol Tecnologia SA	Brazil	100.0	100.0
Ram Do Brasil, Ltda	Brazil	100.0	100.0
Schneider Electric Brasil Ltda	Brazil	100.0	100.0
Telvent Brazil SA	Brazil	100.0	100.0
Softbrasil Automação Ltda	Brazil	100.0	100.0
Steck da Amazonia Industria Electrica Ltda	Brazil	100.0	100.0
Steck Industria Electrica Ltda	Brazil	100.0	100.0
CP Eletronica	Brazil	100.0	100.0
Inversiones Schneider Electric Uno Limitada	Chile	100.0	100.0
Marisio SA	Chile	100.0	100.0
Schneider Electric Chile SA	Chile	100.0	100.0
Telvent Chile SA	Chile	100.0	100.0
Dexson Electric SA	Colombia	100.0	100.0
Schneider de Colombia SA	Colombia	80.0	80.0
Schneider Centroamerica SA	Costa Rica	100.0	100.0
Delixi Electric Egypt s.a.e	Egypt	98.0	98.0
Schneider Electric Distribution Company	Egypt	87.4	87.4
Schneider Electric Egypt SA	Egypt	91.0	91.0
Schneider Electric Industries Iran	Iran	94.0	89.0
Telemecanique Iran	Iran	100.0	100.0
Schneider Electric LLP	Kazakhstan	100.0	100.0
Schneider Electric East Mediterranean SAL	Lebanon	96.0	96.0
Delixi Electric Maroc SARL AU	Morocco	100.0	100.0
Schneider Electric IT Morocco, SA	Morocco	100.0	100.0





CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2012
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

		% Interest Dec. 31, 2012	% Interest Dec. 31, 2011
Schneider Electric Maroc	Morocco	100.0	100.0
Schneider Electric Nigeria Ltd	Nigeria	100.0	100.0
Schneider Electric Oman LLC	Oman	100.0	100.0
Schneider Electric Pakistan (Private) Limited	Pakistan	80.0	80.0
Schneider Electric Peru SA	Peru	100.0	100.0
Cimac Electrical and Automation W.L.L	Qatar	75.0	75.0
EPS Electrical Power Distribution Board & Switchgear Ltd	Saudi Arabia	51.0	51.0
Telvent Saudi Arabia Co. Ltd	Saudi Arabia	100.0	100.0
AMPS	Saudi Arabia	100.0	
Merlin Gerin SA (Pty) Ltd	South Africa	80.0	80.0
Schneider Electric IT South Africa (Pty) Ltd	South Africa	100.0	100.0
Schneider Electric South Africa (Pty) Ltd	South Africa	74.9	74.9
Unilair South Africa (Pty) Ltd	South Africa	100.0	100.0
Schneider Enerji Endustrisi Sanayi Ve Ticaret	Turkey	100.0	100.0
Metesan Elektrik Malzemeleri Ticaret Ve Pazarlama A.S.	Turkey	100.0	100.0
Schneider Elektrik Sanayi Ve Ticaret A.S.	Turkey	100.0	100.0
Cimac Electrical and Control Systems LLC	United Arab Emirates	80.0	80.0
Cimac FZCO	United Arab Emirates	100.0	100.0
Cimac LLC	United Arab Emirates	49.0	49.0
Clipsal Middle East FZC	United Arab Emirates	100.0	100.0
Clipsal Middle East FZCO	United Arab Emirates	60.0	60.0
CLS Systems FZCO	United Arab Emirates	100.0	100.0
Delixi Electric FZE	United Arab Emirates	100.0	100.0
Hunter Watertech Middle East FZE	United Arab Emirates	100.0	100.0
Schneider Electric DC MEA FZCO	United Arab Emirates	100.0	100.0
Schneider Electric FZE	United Arab Emirates	100.0	100.0
APC Uruguay S.A.	Uruguay	100.0	100.0
Schneider Electric Venezuela SA	Venezuela	91.9	91.9



> 2. Consolidated statement of cash flows

<i>(in millions of euros)</i>	Note	Full year 2012	Full year 2011*
Profit for the year		1,927	1,877
Share of (profit)/losses of associates, net of dividends received		(34)	(28)
<i>Adjustments to reconcile net profit to net cash flows provided by operating activities:</i>			
Depreciation of property, plant and equipment	13	394	386
Amortization of intangible assets other than goodwill	12	420	380
Impairment losses on non-current assets	5	241	31
Increase/(decrease) in provisions	23	(77)	(89)
Losses/(gains) on disposals of fixed assets		(16)	12
Difference between tax paid and tax expense		(122)	(80)
Other non-cash adjustments		69	48
Net cash provided by operating activities before changes in operating assets and liabilities		2,802	2,537
Decrease/(increase) in accounts receivable		(127)	(230)
Decrease/(increase) in inventories and work in process		210	(38)
(Decrease)/increase in accounts payable		(5)	(41)
Change in other current assets and liabilities		(79)	24
Change in working capital requirement		(1)	(285)
Total I - Cash flows from operating activities		2,801	2,252
Purchases of property, plant and equipment	13	(472)	(515)
Proceeds from disposals of property, plant and equipment		58	52
Purchases of intangible assets	12	(315)	(297)
Proceeds from disposals of intangible assets		10	14
Net cash used by investment in operating assets		(719)	(746)
Net financial investments	2	(242)	(2,873)
Proceeds from sale of financial assets	15.1	121	-
Purchases of other long-term investments		(14)	(54)
Increase in long-term pension assets		(79)	(64)
Sub-total		(214)	(2,991)
Total II - Cash flows from/(used in) investing activities		(933)	(3,737)
Issuance of bonds	24	601	1,692
Repayment of bonds	24	-	(500)
Sale/(purchase) of own shares		-	-
Increase/(reduction) in other financial debt		(585)	432
Proceeds from issuance of shares		221	210
Dividends paid: Schneider Electric SA		(919)	(856)
Non-controlling interests		(72)	(69)
Total III - Cash flows from/(used in) financing activities		(754)	909

CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2012
CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(in millions of euros)</i>	Note	Full year 2012	Full year 2011*
IV - Net foreign exchange difference:		(51)	(166)
Increase/(decrease) in cash and cash equivalents: I + II + III + IV		1,063	(742)
Cash and cash equivalents at January 1 st		2,554	3,296
Increase/(decrease) in cash and cash equivalents		1,063	(742)
CASH AND CASH EQUIVALENTS AT DECEMBER 31	20	3,617	2,554

* The 2011 figures were restated for the item disclosed in note 1.2 of the consolidated financial statements.
The accompanying notes are an integral part of the consolidated financial statements.



Section 17. Financial Fitness, Part A: Evidence of Applicant's Credit Rating

Schneider Electric SA

Phone: +33 141297000

35 rue Joseph Monier
RUEIL-MALMAISON 92500 France

Ticker: SU

Latest Financial Statements as of 12/31/2012

Business Summary

Schneider Electric SA is a France-based company that specializes in electricity distribution, automation management and produces installation components for energy management. The Company has five divisions organized by business: Energy and Infrastructure, which includes medium and low voltage, installation systems and control, renewable energies and includes customer segments in Utilities, Marine, residential and oil & gas sector; Industry, which includes automation & control which includes water treatment and mining, minerals & metals industries; Buildings, which includes building automation and security, whose customers are hotels, hospitals, office and retail buildings; Data centres and networks, and Residential which is engaged in solutions for saving electricity bills by combining lighting and heating control features, among others.

(Source: Company's Website)

Employees: 152,384 (as of 12/31/2012)

Federal Tax Id: 362440683

Credit Scores

<u>FRISKo Score</u>	10	3/10/2013
Probability of bankruptcy range: 0.00% - 0.11%		
<u>Z" Score</u>	2.93	(Financially sound) 12/31/2012

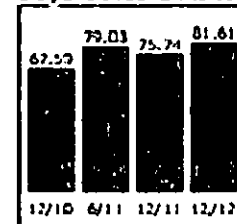
Auditor Information

Last Audit: 12/31/2012
Auditors: Mazars
Opinion: <u>Unqualified with Explanation</u>

Agency Credit Ratings

Rating Agency	Long Term Rating	Outlook	Short Term Rating	Watch
Moody's	A3	Stable		OFF
S&P	A-	STABLE	A-2	NM

Days Sales Outstanding



DBT Index

11/2012	12/2012	1/2013
8	8	8

(Includes DBT Indexes from Subsidiaries)

17. Financial Fitness, Part B: Chief Officers

Steve Wilhite, President CEO
Summit Energy Services Inc.
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223
502-753-3103

Mark Boyer, Executive Vice President/Chief Operating Officer
Summit Energy Services Inc.
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223
502-753-3125

17. Financial Fitness, Part B: Chief Officers

**Steve Wilhite, President CEO
Summit Energy Services Inc.
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223
502-753-3103**

Mr. Wilhite was named President in 2002, and President and CEO in 2007. He has been an integral part of the Summit leadership team since 2001, when he joined the staff to oversee marketing and strategic planning. Before joining Summit, Mr. Wilhite provided energy consulting services to several Fortune 500 companies that compete in the deregulated retail energy industry. Mr. Wilhite has held the following positions: Vice President of Marketing and Operations for FPL Energy Services; Vice President of Marketing for Duke-Louis Dreyfus; Manager of Energy Supply for International Paper; and several positions in Marketing and Rates for Florida Power & Light Co. - Education: M.B.A., Duke University (Fuqua), Durham, NC; B.S., Mathematics, Wheaton College, Wheaton, IL

**Mark Boyer, Executive Vice President/Chief Operating Officer
Summit Energy Services Inc.
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223
502-753-3125**

Mr. Boyer joined Summit Energy in 1995 and today serves as Executive Vice President and Chief Operating Officer. Mr. Boyer started his energy career at EnTrade Corporation, first selling natural gas to industrial end-users and ultimately leading EnTrade's wholesale gas marketing effort until that company's sale to Tenneco (El Paso) in 1993. Mr. Boyer then co-founded APB Energy, focusing on the brokerage of energy risk management products. Upon joining Summit Energy, Mr. Boyer first led the risk management group and managed client accounts. He was appointed COO in 2000. - Education: B.A., English, Haverford College, Haverford, PA

Section 18. Technical Fitness

Strategic Sourcing

Summit works with more than 130 third-party energy suppliers and generators across North America. We have a successful twenty-one year history of negotiating client energy contracts from a knowledgeable and ethical base that captures the best opportunity for each client facility we manage.

Summit has the resources required to develop knowledgeable opinions on the regional natural gas and power markets. We will put a "stake in the ground" with market opinions and then strategically source physical delivery of energy based on those opinions.

Summit provides strategic supply sourcing and management services for non-residential clients in deregulated markets in Maryland that include the following services:

- **Analyze supply needs**
- **Aggregate supply information**
- **Project and track deregulated electricity markets** against the default price or "price to beat."
- **Project and monitor forward gas basis values**, both "wellhead" and "delivered-to-market," to assist in strategic sourcing
- **Distribute Request for Proposals (RFPs)** in the marketplace to suppliers meeting Summit's and client's quality criteria
- **Manage the responses** to RFPs, recommend providers to clients, and facilitate supplier contract negotiations on behalf of our clients.
- **Manage and monitor compliance** with the negotiated contracts on behalf of our clients and evaluate supplier performance
- **Monitor suppliers' performance** of their scheduling, balancing and nominating responsibilities, initiating corrective action and opportunity where appropriate
- **Conduct appropriate alternative fuel analysis** to leverage plant assets.

SourceView

Summit has developed a more efficient RFP process to support its clients. SourceView, Summit's proprietary sourcing module, makes gathering client information and responding to RFPs much easier and less costly for our "vetted" utilities and suppliers. This, in turn, streamlines the procurement process, provides dynamic communication exchange and creates centralized data warehouse.

Jonathan Zanetti - Director, Sourcing

Jonathan Zanetti graduated from the University of Kentucky in 1995. After spending 4 years in subrogation services, Jonathan joined Summit Energy Services, Inc. (Summit) in September 1999. During his first years with Summit, his responsibilities included, but were not limited to, market analysis, the procurement of electricity and natural gas in deregulated market areas, and client relationship management. In 2001 and into 2002, Jonathan led and managed Summit's activities during the onset of electric deregulation in the state of Texas (ERCOT). Some of these activities included researching and understanding the framework of the new ERCOT market, monitoring market changes, conducting market analysis, building relationships with suppliers and regulatory personnel, and contract preparation and management. These activities then led up to the proactive registration and positioning of clients during the state's pilot program and the appropriate active positioning of clients once the market officially opened on January 1, 2002.

In late 2004, Jonathan transitioned from an ERCOT focus to manage Summit's Sourcing team for the Northeast markets, including the state of Pennsylvania. General responsibilities include, but are not limited to, project management, energy market oversight, and strategic energy supply positioning for Northeast customer locations based upon market fundamentals and client-specific goals. Over the last 9 years Jonathan has managed a team responsible for analyzing and monitoring the Mid-Atlantic, NY, and New England electricity and natural gas markets during times of significant changes.

Wes Tappmeyer - Regional Market Manager

Wes is responsible for developing the strategic regional market outlook for natural gas in the Northeast. He provides mentoring oversight for Schneider's Northeast gas procurement team. Wes leads the procurement supplier vetting program for Schneider and is responsible for reviewing and assessing the financial strength of the retail energy suppliers in Schneider's venter portfolio to ensure fiscal and viability standards are upheld. He maintains a strong focus on credit and derivatives markets. Wes has extensive experience negotiating natural gas contracts.

Wes formerly worked for Sprint in the telecommunications industry, specializing in price modeling and contract negotiations within the Finance group.

Wes received a bachelor's degree in Business Administration (Finance) from the University of Missouri and a Master of Divinity degree from Southern Baptist Theological Seminary, Louisville, KY.

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ope

DITIONS APPLY:

ed. Consult the
(IMM) at pe.usps.gov
or details.

From: /Expéditeur:

Jadyn Kelch
Schneider Electric
10350 Ormsby Park Pl. Suite 400
Louisville, KY 40223

To: /Destinataire:

Secretary of the Commission
Keystone Building, 400 North Street
2nd Floor, Room N201
Harrisburg, PA 17120



Country of Destination: /Pays de destination: