

Tuesday, February 18, 2014

Rosemary Chiavetta – Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Dear Ms. Chiavetta,

Please see the enclosed application to supply natural gas services to the public in the Commonwealth of PA with revisions as requested. The following have been revised:

- Proof of Registration with the Pennsylvania Department of State
- Fictitious Name
- Section 10: Service Area

Please feel free to reach out to me at (502) 614-2368 with additional questions.

Sincerely,



3/6/14

Jaclyn Kelch
Energy Buyer

Schneider Electric
10350 Ormsby Park Place
Suite 400
Louisville, KY 40223 USA
502-429-3800

www.schneider-electric.com

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FEB 24 2014

PA PUBLIC UTILITY COMMISSION
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COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

**Contents of Natural Gas Supplier
(NGS) License Application Package**

- I. Introduction.
- II. License Application.
- III. Tax Certification Statement (Appendix A).
- IV. Sample Disclosure Statement (Appendix B).
- V. Sample Form of Notice (Appendix C).
- VI. Chapter 56 - Standards and Billing Practices for Residential Utility Service. Available from Fry Communications (717) 766-0211 ext. 339.
- VII. Standards of Conduct (Appendix D).

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Application Form for Parties Wishing to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania

You may use the attached form to make your application. **(Remove this instruction sheet prior to filing.)** If you need more space than is provided on this form or if you are attaching exhibits, attach additional pages and exhibits immediately following the page containing the item(s) being addressed. You are also required to file an electronic version of this document (excluding "confidential" information) using any version of Word, Word Perfect or DOS text software. One three and one half inch diskette must accompany the paper copies to be filed with the Pennsylvania Public Utility Commission.

To file an application with the Pennsylvania Public Utility Commission, file a **signed in ink and verified (via notarized application affidavit – Appendix A) original, one copy, and a CD-ROM containing a searchable PDF version**, and the electronic version of your application and attachments with the Commission's Secretary's Office in Harrisburg, Pennsylvania:

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

or

Secretary of the Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Questions pertaining to completion of this application may be directed to the Bureau of Technical Utility Services at the above address or you may call the Bureau at the following number: (717) 783-5242.

If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

Confidentiality:

If any of your answers require you to disclose what you believe to be privileged or confidential information not otherwise available to the public, you should designate at each point in the Application that the answer requires you to disclose privileged and confidential information. You should then submit the information on documents stamped "CONFIDENTIAL" at the top in clear and conspicuous letters and submit one copy of the information under seal to the Secretary's Office along with the Application. Applicant must fully support its request to maintain confidentiality for the information which it believes to be confidential or proprietary. Such request shall be deemed to be a Petition for Protective Order and will be ruled upon by the Commission in conjunction with the license application. Pending disposition, the information will be used solely for the purpose of evaluating the license application, and the confidentiality of this information will be maintained consistent with the Commission's rules and regulations pertaining to confidentiality.

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BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Summit Energy Services, _____ 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:

Summit Energy Services
10350 Ormsby Park Place Suite 400
Louisville, KY 40223
(502) 429-3800
(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) 753-3181
(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) 753-3181
(502) 753-2248

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

Not Applicable

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:

Summit Energy Services, Inc.
519 Campbell Ave
New Kensington, PA 15068

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.

Schneider Electric is not a fictitious name. Summit was acquired by Schneider in 2011, but Summit still contracts under the name Summit Energy Services, Inc. **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.

Electric License - Docket No. A-2009-2143682

- 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.)
Electric Power Broker

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.

Columbia Gas of PA
Dominion Peoples Gas of PA

National Fuel Gas Distribution Co of PA
Peco Energy
Philadelphia Gas Works
UGI – Penn Natural Gas
UGI Central Penn Gas
UGI Utilities

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 January 31, 2014 (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:

Please see attached (Section 13 – Notice)

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

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.

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.



Signature of Affiant

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



Signature of official administering oath

My commission expires JUNE 14, 2014.

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.



Signature of Affiant

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



Signature of official administering oath

My commission expires JUNE 16, 2016.

APPENDIX A

COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME Summit Energy Services, Inc.	2. BUSINESS PHONE NO. (502) 429-3800 CONTACT PERSON(S) FOR TAX ACCOUNTS: Kate Lilly
---	---

3. TRADE/FICTITIOUS NAME (IF ANY)
Schneider Electric

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)
10350 Ormsby Park Place, Suite 400 Louisville, KY 40223

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT) See Attached Ownership Structure	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ _ - _ _ _ _ - _ _ _ _ _

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED).

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING N/A _ _ _ _ - _ _ _ _ - _ <input type="checkbox"/> <input checked="" type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING N/A _ _ _ _ _ _ <input type="checkbox"/> <input type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS): APPLICATION PENDING N/A 6 1 - 1 2 1 1 1 4 4 <input type="checkbox"/> <input type="checkbox"/>	Revenue License # 1000 289 227 This number was received from the PA Department of Revenue. I was told this would replace the Corporate Box Number.

10. Do you have PA employees either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

N/A PA SALES AND USE TAX	Kate Lilly EMPLOYER TAXES 502-614-2431	Kate Lilly CORPORATE TAXES 502-614-2431
PHONE	PHONE	PHONE

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers:
 (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

FEBRUARY 11, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Summit Energy Services, Inc.

is duly qualified as a Foreign Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

Secretary of the Commonwealth

Section 5 Articles of Incorporation and Bylaws

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.

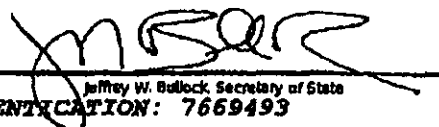
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SUMMIT ENERGY SERVICES, INC.".

3758387 8100B

091051793

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




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
SSV 040543204 - 3758387 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. Mangut
Barbara G. Mangut, 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 040603814 - 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:
 - A. Summit Energy Services, Inc., a Delaware corporation ("Summit DE");
 - 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

151491342

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)**

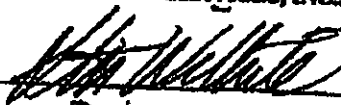
Summit Energy Services, Inc. hereby certifies that:

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 19350 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 act 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 Wilbite, 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 Wilkins
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
REV 00000000 - 3750007 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 128 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]

THE WITNESSES' CERTIFICATE, Storage Service, Inc. has approved this Certificate of Amendment to the Articles and Restated Certificate of Incorporation to be executed by Steve Wilkins, its President, as of May 24, 2009.

STORAGE SERVICE, INC.

By: 
Name: Steve Wilkins
Title: President

Section 5- Certificate of Status

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 6 – Affiliates and Predecessors within Pennsylvania

None of the below are jurisdictional public utilities.

Areva T&D

1 International Plaza, Suite 300
Philadelphia, PA 19113

Buildings Americas

115 Gibraltar Rd
Horsham, PA 19044

Schneider Electric – Distribution

201 Fulling Mill Rd
Middletown, PA 17057

201 Cumberland Pkwy
Mechanicsburg, PA 17055

Schneider Electric – Sales

961 Marcon Blvd, Suite 302
Allentown, PA 18109

790 Holiday Cr
Foster Bldg, Plaza II
Pittsburgh, PA 15220

309 Pinecroft Ave
Altoona, PA 16601

2002 Sproul Rd, Suite 302
Broomal, PA 19008

3570 Concord Rd
York, PA 17402

Schneider Electric – Service

2131 Potshop Ln
East Noriton, PA 19403

TAC Americas, Inc.

4431 North Front St, Suite 100
Harrisburg, PA 17110

All of the above are owned by Schneider Electric.

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 13. Notice

Please note that a copy of the signed and verified application with attachments has been served 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

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	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
UGI Central Penn David Beasten 2525 N. 12 th Street, Suite 360 Reading, PA 19612-2677 PH: 610.796.3425	Peoples Natural Gas Company LLC Lynda Petrichevich 375 North Shore Drive, Suite 600 Pittsburgh, PA 15212 email: Lynda.w.petrichevich@peoples-

<p>FAX: 610.796.3559</p>	<p><u>gas.com</u></p> <p>PH: 412.208.6528</p> <p>FAX: 412.208.6577</p>
<p>Peoples TWP LLC (Formerly T. W. Phillips)</p> <p>Andrew Wachter</p> <p>375 North Shore Drive, Suite 600</p> <p>Pittsburgh, PA 15212</p> <p>PH: 724.431.4935</p> <p>FAX: 724.287.5021</p> <p>email: <u>Andrew.Wachter@peoplestwp.com</u></p>	<p>UGI</p> <p>David Beasten</p> <p>2525 N. 12th Street, Suite 360</p> <p>Reading, PA 19612-2677</p> <p>PH: 610.796.3425</p> <p>FAX: 610.796.3559</p>
<p>UGI Penn Natural</p> <p>David Beasten</p> <p>2525 N. 12th Street, Suite 360</p> <p>Reading, PA 19612-2677</p> <p>PH: 610.796.3425</p> <p>FAX: 610.796.3559</p>	<p>Equitable Gas Company</p> <p>Jerald Moody</p> <p>225 North Shore Drive</p> <p>Pittsburgh, PA 15212-5352</p> <p>PH: 412.395.3209</p> <p>FAX: 412.395.3335</p>
<p>PECO</p> <p>Carlos Thillet, Manager, Gas Supply and Transportation</p> <p>2301 Market Street, S9-2</p> <p>Philadelphia, PA 19103</p> <p>email: <u>carlos.thillet@exeloncorp.com</u></p> <p>PH: 215.841.6452</p>	<p>Columbia Gas of Pennsylvania Inc.</p> <p>Thomas C. Heckathorn</p> <p>200 Civic Center Drive</p> <p>Columbus, OH 43215</p> <p>PH: 614.460.4996</p> <p>FAX: 614.460.6442</p> <p>email: <u>theckathorn@nisource.com</u></p>
<p>Philadelphia Gas Works</p> <p>Douglas Moser</p> <p>800 West Montgomery Avenue</p> <p>Philadelphia, PA 19122</p> <p>email: <u>douglas.moser@pgworks.com</u></p> <p>PH: 215.684.6899</p>	

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.

Section 17, Part A: Audited Financials

GENERAL PRESENTATION OF SCHNEIDER ELECTRIC SA OWNERSHIP STRUCTURE

- 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: 662,372.
- 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	8.88	8.17	7.72
CDC	3.66	20,349,002	6.46	38,809,092	3.71	4.57	4.23	5.10
Employees	4.44	24,852,612	6.77	40,860,345	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	-	-	1.87	-	1.68	-
Public	82.88	460,191,036	78.40	470,818,770	80.84	77.85	81.80	78.45
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	6.17	4.86
May 16, 2012	Amundi Group	4.95	4.86
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
Cipsal 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
Cipsal Middle East	Bahrain	80.0	80.0
APC Brasil Ltda	Brazil	100.0	100.0
CST Latino America Comercio E Representacao de Produtos Electronicos 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 Eletrônica	Brazil	100.0	100.0
Inversiones Schneider Electric Uno Limitada	Chile	100.0	100.0
Merisio 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	89.0	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

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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
Uniflair South Africa (Pty) Ltd	South Africa	100.0	100.0
Schneider Enerji Endustrisi Sanayi Ve Ticaret	Turkey	100.0	100.0
Metasan 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
Cipsal Middle East FZC	United Arab Emirates	100.0	100.0
Cipsal Middle East FZCO	United Arab Emirates	60.0	60.0
CLS Systems FZCO	United Arab Emirates	100.0	100.0
Detxi 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		1,827	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	28	(77)	(89)
Losses/(gains) on disposals of fixed assets		(16)	12
Difference between tax paid and tax expense		(122)	(80)
Other non-cash adjustments		89	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)	(289)
Total I - Cash flows from operating activities		2,801	2,252
Purchases of property, plant and equipment	13	(472)	(516)
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)	(2,961)
Total II - Cash flows from/(used in) investing activities		(833)	(3,737)
Issuance of bonds	24	601	1,682
Repayment of bonds	24	-	(600)
Sale/(purchase) of own shares		-	-
Increase/(reduction) in other financial debt		(685)	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)	939

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 - Not foreign exchange differences:		(61)	(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.

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

Schneider Electric SA

35 rue Joseph Monier
RUEIL-MALMAISON 92500 France

Phone: +33 141297000 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

RISK Score	10	3/10/2013
Probability of bankruptcy range: 0.00% - 0.11%		
Z Score	2.93	(Financially sound) 12/31/2012

Auditor Information

Last Audit: 12/31/2012
Auditors: Mazars
Opinion: **Unqualified with Explanation**

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

12/10	6/11	12/11	12/12
63.54	75.65	75.74	81.51

DBT Index

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

(Includes DBT Indexes from Subsidiaries)



January 3, 2014

Holly Liter
Director - Sourcing
Summit Energy Services DBA Schneider Electric
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223

Dear Ms. Liter:

We are pleased that Summit Energy Services ("SCHNEIDER ELECTRIC") has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, SCHNEIDER ELECTRIC could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. EMEX has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that SCHNEIDER ELECTRIC does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to SCHNEIDER ELECTRIC changes in the future, Columbia Gas might deem it appropriate to require SCHNEIDER ELECTRIC to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-6841 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Michele Caddell
Manager, Supplier Services



National Fuel

January 9, 2014

Attention: Jaclyn Kelch
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223

Re: *Security Requirement for Summit Energy Services:*

Dear Jaclyn Kelch,

National Fuel Gas Distribution Corporation ("NFGDC") is aware Summit Energy Services ("SES") has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the service territory of NFGDC.

As you know, in making such an application, SES must furnish acceptable security to each utility where SES will do business. As such, under its tariff, NFGDC could require SES to provide a bond or other financial security instrument in an amount that NFGDC determines to be appropriate.

However, you have indicated, and it is NFGDC's understanding that SES intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, SES will never take title to any delivered natural gas.

Based upon your representations, NFGDC has determined that, at this time, SES does not need to post a bond or other form of security to operate in its service territory. However, if the services provided by SES change in the future, NFGDC reserves the right to require security from SES as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at 716-857-7599.

Yours truly,

Nathan E. Barnes
Transportation Services Department



An Exelon Company

December 13th, 2013

Jaclyn Kelch
Summit Energy Services DBA Schneider Electric
1548 S Missouri Avenue #321
Clearwater, FLA 33756

Re: Bonding Requirements

Dear Jaclyn Kelch:

PECO is aware Summit Energy Services DBA Schneider Electric has applied for a license to provide brokering and consulting services to commercial and industrial customers on the distribution system of PECO.

In making such an application, Summit Energy Services DBA Schneider Electric could be required to provide to PECO a bond or other acceptable financial security in an amount that PECO determines to be appropriate. Summit Energy Services DBA Schneider Electric has indicated that it intends to provide only brokering and consulting services to commercial and industrial customers will not take title to any delivered natural gas; nor will accept any customer payments or deposits. Therefore, PECO has determined at this time that Summit Energy Services DBA Schneider Electric does not need a bond or other financial security requirement, since they are not directly engaging in business with PECO and only providing brokering or consulting services to PECO customers. However, if the services provided Summit Energy Services DBA Schneider Electric or the creditworthiness requirement for PECO's exposure to Summit Energy Services DBA Schneider Electric changes in the future, PECO reserves the right to require Summit Energy Services DBA Schneider Electric to provide a bond or other financial security instrument.

If you should have any questions regarding this matter, please contact Chris Sauerbaum at 215-841-6422 or myself at 215-841-6452.

Respectfully submitted,

A handwritten signature in black ink that reads "Carlos P. Thillet".

Carlos P. Thillet
Manager, Gas Supply and Transportation
2301 Market St S9-1
Philadelphia, Pa 19103



375 North Shore Drive
Suite 600
Pittsburgh PA 15212

www.peoples-gas.com

December 13, 2013

Jaclyn Kelch
Energy Buyer
Summit Energy Services
10350 Ormsby Park Place Suite 400
Louisville, KY 40223

Dear Ms. Kelch:

This letter serves as notification that Peoples Natural Gas Company does not require Summit Energy Services to provide a security or credit enhancement. Our decision is based on the fact that your company is not currently operating, and has no immediate plans to operate, a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas system. However, if in the future your company desires to establish a Non-Priority One Pool or a Priority One Pool on the Peoples Natural Gas Company system, it may be required to establish a security or credit enhancement based on the terms set forth under Paragraphs 6 and 7 of the Rules and Regulations of The Peoples Natural Gas Company Supplier Tariff.

If you have any questions feel free to contact me at 412-208-6528 or by email at Lynda.W.Petrichevich@peoples-gas.com.

Sincerely,

A handwritten signature in cursive script that reads "Lynda W. Petrichevich".

Lynda W. Petrichevich
Manager, Rates and Regulatory Affairs
Peoples Natural Gas Company LLC

Philadelphia Gas Works



Raymond M. Snyder – Vice President, Gas Management
800 W. Montgomery Avenue, Philadelphia, PA 19122
Telephone: (215) 684-6405 Fax: (215) 684-6602

December 17, 2013

Ms. Jaclyn Kelch
Summit Energy Services
10350 Omsby Park Place
Suite 400
Louisville, KY 40223

Re: Security Requirement Bond for Summit Energy Services

Dear Ms. Kelch:

Philadelphia Gas Works ("PGW") is aware that Summit Energy Services has filed an application with the Pennsylvania Public Utility Commission to supply natural gas services to the public in Pennsylvania and specifically within the services territory of Philadelphia Gas Works.

As you know, in making such an application, Summit Energy Services must furnish acceptable security to each utility where Summit Energy Services will do business. As such, under its tariff, Philadelphia Gas Works could require Summit Energy Services to provide a bond or other financial security instrument in an amount that Philadelphia Gas Works determines to be appropriate.

However, you have indicated, and it is Philadelphia Gas Works' understand, that Summit Energy Services intends only to provide natural gas aggregating, brokering and consulting services at this time. You have stated that, in performing these services, Summit Energy Services, will never take title to any delivered natural gas.

Based upon your representations, Philadelphia Gas Works has determined that, at this time, Summit Energy Services does not need to post a bond or other form of security to operate in its service territory. If the services provided by Summit Energy Services should change, Philadelphia Gas Works reserves the right to require security from Summit Energy Services as it deems appropriate.

If you have any questions concerning the foregoing, please contact me at (215) 684-6405.

Sincerely,

A handwritten signature in black ink, appearing to read 'Raymond M. Snyder', is written over a faint, larger version of the same signature.

Raymond M. Snyder
Vice President
Gas Management

RMS:b



UGI Utilities, Inc.
2525 North 12th Street
Suite 360
Post Office Box 12677
Reading, PA 19812-2677

(610) 796-3400 Telephone

December 12, 2013

Jaclyn Kelch
Summit Energy Services, d/b/a Schneider Electric
10350 Ormsby Park Place, Suite 400
Louisville, KY 40223

RE: Schneider Electric application to serve as a broker/marketer

Dear Ms. Kelch,

Based on your assertion Summit Energy Services, d/b/a Schneider Electric, ("SCHNEIDER ELECTRIC"), is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities Inc. ("UGIU") has concluded that SCHNEIDER ELECTRIC will not need to post security with UGI-Central Penn Gas ("CPG"), UGI-Penn Natural Gas ("PNG") or UGI Utilities Gas Division ("UGP"). This is based on the declaration that SCHNEIDER ELECTRIC will not be taking title to gas or directly serving end use customers. This conclusion is also contingent on the requirement that SCHNEIDER ELECTRIC will be acting in conjunction with a licensed Natural Gas Supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the respective UGI tariffs. If SCHNEIDER ELECTRIC wishes to directly serve Choice customers in the service territories of UGI, PNG and/or CPG in the future as a natural gas supplier, it will have to post security as specified in the respective UGI tariffs prior to the commencement of the service.

Please feel free to contact me with any additional questions that you may have.

Sincerely,

A handwritten signature in black ink, appearing to read "David E. Lahoff". The signature is written in a cursive style with a large, prominent "D" and "L".

David E. Lahoff
Manager, Rates
UGI Utilities, Inc.

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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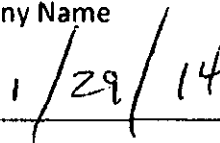
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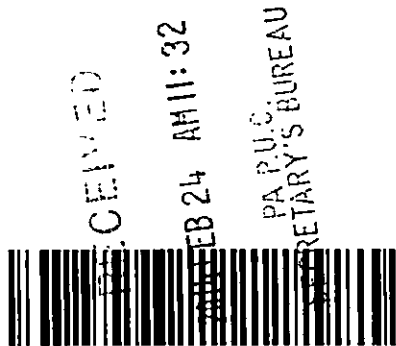
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10350 Ormsby Park Place Suite 400
Louisville, KY 40223

TO: Rosemary Chiavetta
Pennsylvania Public Utility
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P.O. Box 3265
Harrisburg, PA 17105



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