

JAMES E. GUY
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June 21, 2013

Ms. Mary Jo Kunkle
Executive Secretary
Michigan Public Service Commission
4300 W. Saginaw Highway
P.O. Box 30221
Lansing, MI 48909

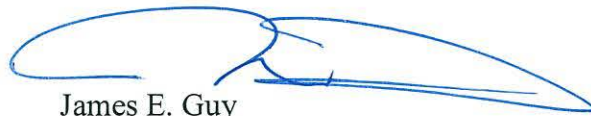
Re: Application of TERM Power & Gas, LLC d/b/a ENCOA
for Licensure as an Alternative Electric Supplier

Dear Ms. Kunkle:

TERM Power & Gas, LLC d/b/a ENCOA ("ENOCA")'s Application for Licensure as an Alternative Electric Supplier is being filed today electronically in case number U-17378. A confidential version of this Application is being sent via FedEx Overnight under seal to ensure its confidentiality.

If you have any questions, please do not hesitate to contact me at (512) 721-2652.

Respectfully submitted,



James E. Guy
*Attorney for TERM Power & Gas, LLC
d/b/a ENCOA*

Enclosure

ALTERNATIVE ELECTRIC SUPPLIER APPLICATION
FOR THE MICHIGAN PUBLIC SERVICE COMMISSION
RETAIL ACCESS PARTICIPATION AGREEMENT

Michigan law, PA 286 of 2008, Section 10a(1)(a), provides that the Michigan Public Service Commission (Commission) shall issue orders establishing that “no more than 10% of an electric utility’s average weather adjusted retail sales for the preceding calendar year may take service from an alternative electric supplier at any time.” On September 29, 2009, the Commission established procedures in Case No. U-15801 for implementation of Section 10a(1)(b)-(d) of Act 286 and opened dockets for all individual electric utilities’ filings. Electric utilities with choice sales during a month shall file this information in their 45-day report and shall post it on their website.

Michigan law, PA 295 of 2008, Section 23, requires that an alternative electric supplier (AES) file a proposed renewable energy plan (REP) with the Commission. On December 4, 2008 the Commission issued an order in Case No. U-15800, which required all AESs to file a REP with an opportunity for public comment on proposed plans. The Commission must approve or reject a filed plan within 90 days. A separate docket will be assigned for this filing after the licensing application is approved by the Commission. Section 173(1) of Act 295 requires the Commission to establish a statewide net metering program, which includes AES participation. In its May 26, 2009 order in Case No. U-15787, the Commission formally adopted administrative rules governing electric interconnection and net metering rules that became effective May 27, 2009. On December 20, 2012 in Case No. U-15919 the Commission adopted the standard net metering application forms for AES category 1 and 2 projects.

Michigan law, PA 141 of 2000, requires that, prior to selling generation service to retail customers in Michigan, an AES must obtain a license from the Commission. A license can be obtained by satisfactory completion of this application form referred to as the Retail Access Participation Agreement. Within 90 days of the approval of an AES license by the Commission, an AES shall file its REP with the Commission.

The Commission’s terms and conditions must be adhered to by the applicant as a condition of maintaining a license. The applicant’s signature on this form attests to the accuracy of the information submitted and commits the applicant to adhere to the terms and conditions as set forth in the Commission’s order in Case No. U-11915.

Failure to provide accurate information on this form, to furnish any required supporting information including required affidavits, or to comply with the terms and conditions, can result in denial or revocation of a license. Upon approval of this application through an order issued by the Commission, the applicant will be licensed as an AES for purposes of selling electric generation services in Michigan.

PART I - FITNESS

<p>1. Name, Michigan office address, and company website:</p> <p>TERM Power & Gas, LLC d/b/a ENCOA Steve Koski 729 W. Ann Arbor Trail Plymouth, MI 48170 Phone: 734-414-9877 Toll Free: 855-637-1626 Fax: 734-414-9878 http://www.encoa.com</p>	<p>6. Specify type of provider (utility, marketer, utility affiliate, independent power producer):</p> <p>Marketer</p>
<p>2. Contact person or agent, telephone number, and e-mail:</p> <p>Chuck Moore 281-653-0855 chuck.moore@termna.com</p>	<p>7. Business affiliation (whether utility or other):</p> <p>ENCOA is not affiliated with any public utilities in Michigan. ENCOA is a wholly owned subsidiary of Twin Eagle Resource Management, LLC and has two affiliates (also subsidiaries of Twin Eagle), Twin Eagle Resource Management Canada, LLC and Enserco Energy LLC. Included in Exhibit II-4 is a corporate organizational chart.</p>
<p>3. If principal place of business is outside Michigan, provide name, address, telephone number, and e-mail:</p> <p>8847 W. Sam Houston PKWY, North Houston, Texas 281-653-0855 chuck.moore@termna.com</p>	<p>8. FERC authorization type(s) and number(s), if required:</p> <p>ENCOA's parent company, Twin Eagle Resource Management, LLC, is a FERC licensed Power Marketer (see FERC Docket No. 11-2154-000)</p>
<p>4. Name, telephone number of 24-hour contact person for customers, and e-mail:</p> <p>Victor Howard, VP Marketing & Customer Service ENCOA Customer Care 1-855-637-1626 customercare@encoa.com</p>	<p>9. Broker's name, address, telephone number, and e-mail (if applicable): (list all)</p> <p>See Exhibit I-9.</p>
<p>5. Type of legal entity (corporate, partnership, etc.):</p> <p>TERM Power & Gas, LLC d/b/a ENCOA is a Delaware limited liability company.</p>	<p>10. Please list past or future planned name changes (if applicable):</p> <p>None</p>

11. State specifically whether the applicant, an affiliate or subsidiary of the applicant, or a predecessor in interest of the applicant, or an owner, shareholder, principal, officer, executive or director associated with the applicant ever:
- Misled a potential customer and thereby induced that potential customer to sign a contract;
 - Defaulted on a contract;
 - Did not abide by the terms of the contract;
 - Exited the market due to the imposition of any energy related penalties or finings;
 - Committed any violations of law or business ethics in connection with the provision of energy or energy-related products and services anywhere in the United States that resulted in a criminal or civil conviction or agreement to pay a penalty including any settlement imposed by a court or administrative agency?

If the answer is yes to any of the above, please explain in detail. Subsequent violations must be disclosed within 30 days to the Michigan Public Service Commission.

The answer is “no” for all five bullets listed in item #11.

12. **Please submit a separate legal affidavit**, signed by a corporate officer with proper authority, which shall attest to the technical ability, knowledge, skill and competency of company and company employees to safely and reliably generate or otherwise obtain and deliver electricity and provide any other proposed services within this state.

The requested affidavit is attached to this Application.

PART II – COMPLIANCE COMMITMENT

A supplier must demonstrate that it has the necessary technical and managerial capabilities to ensure adequate service to customers in Michigan. Please provide a complete summary of information covering the applicant’s:

1 Certificate for Authority to Transact Business in Michigan (if Foreign Corp, LLC, LPC);

See attached Exhibit II-1.

2 Audited financial statements of the applicant for its two most recent fiscal years or other documentation, by affidavit, providing detailed factual data pertaining to applicant’s financial standing. Please submit financials under separate cover if considered confidential;

See attached Exhibit II-2.

3 Provide the means for the required \$100,000 bond or letter of credit to ensure adequate service to customers in Michigan. Draft language will be provided at a later date;

Upon receipt of the MPSC’s sample language, ENCOA will provide the required \$100,000 bond.

4 Corporate/Company history with biographies of key personnel;

See attached Exhibit II-4.

5 Safety record including any citations resulting from violations of any governmental or electric industry rule or regulation covering the sale of electric generation;

There have been zero safety violations including any citations from violations of any governmental or electrical industry rule or regulation covering the sale of electric generation.

- 6 Outline of staffing and procedures for service quality and overview of risk management strategy or policy and reliability, including any violations or failures to perform on contracts or other obligations to sell or otherwise provide power.

See attached Exhibits II-6a (Staffing & Procedures) and II-6b (Risk Management & Business Plan).

PART III - COMPLIANCE COMMITMENT

A supplier must meet certain terms and conditions in order to retain its license as an Alternative Electric Supplier including: Financial Capability, Product/Service disclosure, Product/Service labeling and marketing practices, Customer enrollment, Customer confidentiality, Customer data requests, Customer involuntary service termination, Broker relationship, Reciprocity, State fee and revenue collection, Reporting, Customer education, and Service quality.

Suppliers shall be expected to fully comply with the provisions of this agreement as well as 2000 PA 141 and any Commission implementation orders related to this act. Failure to do so may result in revocation of the supplier's license to serve in accordance with the provisions of Section 10(c) of 2000 PA 141, leading to termination of the privilege to provide retail electric service in Michigan.

By signing this form the applicant and its representative: (1) certify that the information provided herein is accurate and complete, and (2) agree to abide by the provisions of this agreement.

Signature:  _____

Date: 6-21-13 _____

Name: James Thomas _____

Title: EVP _____

TERMS AND CONDITIONS

ALTERNATIVE ELECTRIC SUPPLIER LICENSING PROGRAM

1. **Supplier information.** Applicant will apprise the Commission Staff (Staff) of any change of its name, Michigan address, telephone number, contact person or agent.
2. **Twenty-four hour contact.** A supplier or agent and telephone number must be made available at all times enabling communication between the customer and supplier. The supplier shall maintain an office within Michigan.
3. **FERC authorization.** Suppliers must obtain any authorizations required by the Federal Energy Regulatory Commission, including authorization to become registered as a Power Marketer, if required by law. A supplier must notify the Staff within 60 days of receiving any such authorization.
4. **Business practices and ethics disclosure.** An AES shall follow all state and federal laws, as well as Commission policies and practices that may be established. Violations of law or business ethics by an AES, AES's agent, affiliate or subsidiary of the applicant, or a predecessor in interest of the applicant, or an owner, shareholder, principal, officer, executive or director associated with the applicant in connection with provision of energy or energy related products or services anywhere in the United States that results in a conviction or acceptance of a penalty for said behavior must be disclosed to the Michigan Public Service Commission within 30 days of any conviction or penalty determined or imposed by a court or an administrative agency.
5. **Product/Service disclosure.** A supplier shall make available, to the extent available and practical, detailed information about the characteristic of the products and services offered, such as the owner, source(s), and fuel type(s) of energy that is in the supplier's portfolio.
6. **Product/Service labeling and marketing practices.** Suppliers must commit to following all state and federal laws, as well as Commission policies and practices that may be established to insure truthful representation of services is practiced in connection with the marketing and sale of electrical products and services in the Michigan retail access program.
7. **Customer enrollment.** Enrollment of customers in the Michigan retail access program must strictly follow the procedures established through the utility plans authorized by the Commission. Slamming (unauthorized switching) and cramming (unauthorized provision of additional service not requested by the customer) constitute serious offenses that may result in revocation of supplier license and/or other penalties.
8. **Customer confidentiality.** All information obtained by the supplier to provide service under this program concerning the customer and the customer's energy characteristics and use patterns is to be held in strict confidence. Such information may only be released to other parties upon supplier receipt of approval by the customer.
9. **Customer data requests.** Customers shall have the right to obtain supplier billing and energy usage data applicable to the customer that is in possession of the supplier.
10. **Customer involuntary service termination.** Involuntary customer service termination must comply with Section 10t of 2000 PA 141.
11. **Broker relationship.** Suppliers relying on the services of brokers must pledge a best faith effort to hold them to compliance with the relevant provisions of this agreement. Suppliers will be expected to identify aggregators they are associated with and shall supply the Staff with the broker's address, telephone

number, name of a contact and business affiliation.

12. **State fee and revenue collection.** Suppliers will be required to collect all applicable state fees and charges levied on energy suppliers as a class of business providers, including those fees and charges established by the Commission to implement and enforce this program. Suppliers agree to collect and remit to local units of government all applicable users, sales, and use taxes.
13. **Reporting.**
 - a. AESs shall report aggregated statistical data regarding their retail sales and wholesale transactions on a form provided by the Staff and shall provide access to their books and records so that the Staff can verify the accuracy of the reports. This information should be reported annually on the “Statistical Data Reporting Form”.
 - b. AESs shall file an annual report with the Commission summarizing the number and types of complaints received and their resolution. The “Code of Conduct Report Form” is due to the Commission office by April 30 for the preceding year.
 - c. AESs shall file a proposed renewable energy plan with the Commission. A separate docket will be opened preceding a licensing order.
 - d. The “Electric Interconnection and Net Metering Standards”, R 460.640, Rule 40, requires an AES to file annual net metering program report in a form to be determined by the Commission, not later than March 31 of each year. Also, a “Net Metering Application Form” is available for alternative electric suppliers to use for their customers who want to participate in a category 1 or 2 net metering projects.
14. **Customer education.** Suppliers will be expected to participate in dissemination of information to the public to promote the retail choice program and otherwise inform the public about important aspects of participation to help customers make better informed decisions. Suppliers will also be expected to cooperate with such other information dissemination as the Commission determines to be in the public interest regarding the safe, reliable, and efficient supply of electricity services to Michigan consumers.

Revised: December 2012

AFFIDAVIT OF JAMES THOMAS

State of Texas)
)
County of Harris) ss:

James Thomas, Affiant, being duly sworn according to law, deposes and says that:

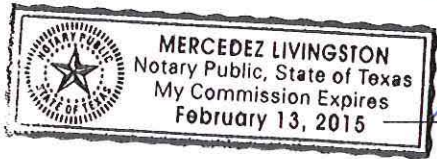
1. I am the Executive Vice President of TERM Power & Gas, LLC d/b/a ENCOA ("ENCOA");
2. ENCOA is in the process of applying for a license as an Alternative Electric Supplier with the Michigan Public Service Commission;
3. I hereby attest that to the best of my knowledge, information, and belief, ENCOA and its employees possess the technical ability, knowledge, skill, and competency to safely and reliably generate or otherwise obtain and deliver electricity and provide any other proposed services in the State.

The facts set forth above are true and correct to the best of my knowledge, information, and belief and I expect ENCOA to be able to prove them at any hearing.

[Handwritten Signature]

James Thomas

Sworn and subscribed before me this 21st day of June, 2013.



[Handwritten Signature]
Signature of official administering oath

My commission expires 02.13.2015

EXHIBIT I-9

**TERM POWER & GAS, LLC d/b/a ENCOA
Brokers**

Included in this application is the list of 67 brokers that both ENCOA and Twin Eagle have executed agreements. ENCOA has not, nor does it anticipate using every broker on this list for retail electric sales in Michigan. ENCOA uses brokers for sales to commercial customers.

Vendor Name	Address 1	Address 2	City	State	Zip
5	LSE LLC	130 East John Carpenter Fwy	Irving	TX	75062
AAG Energy	DBA AAG Energy	5903 Island Heather Court	Kingwood	TX	77345
AGR GROUP LLC	13100 56th Court Suite 705		Clearwater	FL	33760
Alfa	1427 W. Elmdale Avenue #3b		Chicago	IL	60660
Atlas Commodities, LLC	24 E. Greenway Plaza, Suite 445		Houston	TX	77046
Bid Texas Online, Inc.	Po BOX 5765		Abilene	TX	79608
Bosworth Brokers LLC	2 Greenway Plaza, Suite 430		Houston	TX	77046
B. T. U. Brokers, Inc.	299 S. Main Street, Suite 360		Salt Lake City	UT	84111
Choice Natural Gas, LP	5151 San Felipe Suite 2200		Houston	TX	77057
Choice Power, LP	5718 Westheimer Rd., Suite 1300		Houston	TX	77057
Classic Energy LLC	1252 West 22nd Street		Houston	TX	77008
Coquest Energy Services, INC	the Centrum, Suite 650	3102 Oak Lawn Avenue LB 115	Dallas	TX	75219
CPG ENERGY	5211 BIRCH GLEN		RICHMOND	TX	77469
Cydcor, Inc.	3011 Townsgate Road #400		Westlake Village	CA	91361
DaCott Energy Management LLC	10801 Hammerly, Suite 122		Houston	TX	77043
Desumo LLC	1318 Meadowlark Lane		Sugarland	TX	77478
EBOA	PO BOX 690824		HOUSTON	TX	77269
Eco Energy Services, Inc.	3 Sugarcreek Center Blvd Suite 100		Sugarland	TX	77478
Electric and Gas Consultants, LLC	733 E. Dublin Granville Road	Suite 203	COLUMBUS	OH	43229
Empower Energy Solutions Corp	1533 Austin Hwy	Suite 102-515	San Antonio	TX	78218
Energia Consultants, Inc.	801 E. Plano Pkwy Suite 212		Plano	TX	75074
Energy Edge	1183 Brittmoore Road #300		Houston	TX	77043
Energy GPS LLC	1924 SE 24th Avenue		Portland	OR	97214
Energy Trade Management GP, LLC	570 Lexington Ave., 46th Floor		New York	NY	10022
Entelrgy, LLC	PO BOX 11627		Spring	TX	77391
Equus Energy Group LLC	295 N. Hubbard's Lane, Suite 204		Louisville	KY	40207
Evolutionary Enterprises	PO BOX 97713		Las Vegas	NV	89193
Evolution Markets Inc.	10 Bank Street		New York	NY	10606
FloPower, LLC	4004 Lovers Lane		Dallas	TX	73225
GFI Brokers LLC	55 Water Street		New York	NY	10041
GFINET, INC	55 Water Street		New York	NY	10041
Global Energy, Inc.	3200 N Federal Hwy Suite 120		Boca Raton	FL	33431
Good Energy, LP	232 Madison Avenue #405		New York	NY	10016

Great Lakes	8350 North Central Expressway Suite 1250	Dallas	TX	75206
Heat Energy Group LLC	790 Juno Ocean Walk, Ste 504C	Juno Beach	FL	33408
HYMR Group, Inc.	1240 Blalock Road #Z53	Houston	TX	77055
ICAP Energy LLC	9931 Corporate Campus Drive, Suite 2400	Louisville	KY	40223
IMPERIUM ENERGY RESOURCES LLC	16400 KENSINGTON DRIVE	SUGAR LAND	TX	77479
Independent Buyers Co-Op	4602 Park Springs Blvd	Arlington	TX	76017
Infiniti Energy	4510 Briarabend Drive	Houston	TX	77035
Intelligen Resources LP	2909 Morton Street	Fort Worth	TX	76107
IVG Energy Ltd.	20 East Greenway Plaza, Suite 400	Houston	TX	77046
James Shepherd	1409 Belleaire Blvd	Alvin	TX	77511
J&H Energy Consultants, LLC	5811 Tidewater Drive	Houston	TX	77085
JBD Energy LLC	9400 N MacArthur BLVD #124-332	Irving	TX	75063
Landmark Power Exchange, L.P.	2 Greenway Plaza Ste. 720	Houston	TX	77046
LCM Commodities	1811 Bering Drive	Houston	TX	77057
Mark Vostrejs	PO BOX 690824	Houston	TX	77269
National Energy Supply LLC	1515 S Federal Highway Suite 213	Boca Raton	FL	33432
Orion Power	3422 Old Capitol Trail, Suite 1811	Wilmington	DE	19808
Parker Energy, LLC	8429 Sea Ash Circle	Round Rock	TX	78681
Pricelock Inc.	101 Redwood Shores Parkway, Suite 100	Redwood Shores	CA	94065
Prism Energy	4545 Post Oak Place, Suite 302	Houston	TX	77027
Pro-Star Energy Services	DBA Pro-Star Energy Services	Houston	TX	77002
Quick Response Outsourcing	2950 W. Cypress Creek Road #301	Fort Lauderdale	FL	33309
Real Energy Solutions	438 Heights Blvd	Houston	TX	77007
RESULTS ENERGY CONSULTING, INC.	2073 RESERVOIR DR	MIDDLETOWN	PA	17057
Satori Enterprises, LLC	DBA Satori Energy	Chicago	IL	60661
Secure Electric Solutions	DBA Secure Electric Solutions	Sugarland	TX	77498
Spike Energy, Inc.	5150 Hildalgo St. #1306	Houston	TX	77056
TFS Energy Solutions, LLC	680 Washington Blvd, 5th Floor	Stamford	CT	06901
Trumarx Data Partners	130 S. Jefferson St., Suite 101	Chicago	IL	60661
Tullett Prebon Americas Corp.	101 Hudson Street	Jersey City	NJ	07302
Unified Energy Services, LLC	3900 Essex, Suite 750	Houston	TX	77027
United Energy Services	7328 W University Avenue Suite C	Gainesville	FL	32607
Veritas Retail Energy, LLC	5401 Blossom Street	Houston	TX	77007
World Energy Solutions, Inc.	10001 Woodloch Forest Drive #175	The Woodlands	TX	77380

EXHIBIT II-1

**TERM POWER & GAS, LLC d/b/a ENCOA
Authority to Transact Business in MI**

Included in this application to provide evidence of having met all applicable requirements is a copy of TERM Power & Gas, LLC d/b/a ENCOA's Application for Certificate of Authority to Transact Business or Conduct Affairs in Michigan. This exhibit will be supplemented when Applicant receives its Certificate of Authority to Transact Business in Michigan from the Michigan Department of Licensing and Regulatory Affairs.

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name TERM Power & Gas, LLC dba ENCOA		
Address 8847 W Sam Houston Parkway N		
City Houston	State TX	ZIP Code 77040

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN MICHIGAN**
For use by Foreign Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned execute the following Application:

1. The name of the corporation is:
TERM Power & Gas, LLC dba ENCOA

2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan.)
The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or conducting of its affairs in Michigan is:

3. It is incorporated under the laws of DE. The date of its incorporation is 06/16/2011, and the term of existence if other than perpetual is _____.

4. a. The address of the main business or headquarters office of the corporation is:

<u>8847 W Sam Houston Pkwy N</u>	<u>Houston</u>	<u>TX</u>	<u>77040</u>
(Street Address)	(City)	(State)	(ZIP Code)

b. The mailing address if different than above:

_____	_____	_____	_____
(Street Address)	(City)	(State)	(ZIP Code)

5. The street address of its registered office in Michigan is:

601 Abbot Road Lansing, Michigan 48823
(Street Address) (City) (ZIP Code)

The mailing address of the registered office in Michigan if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: CSC - Lawyers Incorporating Service (Company)

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

6. The specific business or affairs which the corporation is to transact or conduct in Michigan is as follows:

Retail marketing of electricity and gas.

The corporation is authorized to transact such business in the jurisdiction of its incorporation.

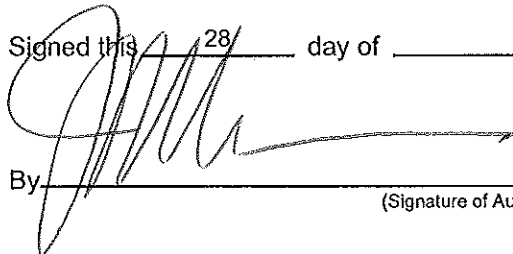
7. (To be completed by profit corporations only)

The total authorized shares of the corporation are: N/A

8. If the applicant is a trust please specify any powers or privileges possessed by the trust that are not possessed by an individual or a partnership.

N/A

Signed this 28 day of _____, May, 2013

By  _____
(Signature of Authorized Officer or Agent)

James F. Thomas - Executive VP
(Type of Print Name)

Preparer's name and business telephone number:

Beth Weaver

(281) 653-0856

INFORMATION AND INSTRUCTIONS

1. This Application for Certificate of Authority to Transact Business or Conduct Affairs must be used to procure a Certificate of Authority to Transact Business or Conduct Affairs in Michigan. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Application is to be used pursuant to the provisions of Chapter 10 of Act 284, P.A. of 1972 or Act 162, P.A. of 1982, by a foreign corporation for the purpose of obtaining a Certificate of Authority to Transact Business or Conduct Affairs in this state. If the foreign profit corporation subsequently changes any of the information set forth in the Application for Certificate of Authority, it must file an Amended Application for Certificate of Authority to Transact Business in Michigan (form CSCL/CD 562) with the Bureau not later than 30 days after the time a change becomes effective. If a foreign nonprofit corporation amends its Articles or is a party to a merger, a certified copy of the amendment or Certificate of Merger must be submitted within 60 days after the effective date.
4. **Profit and nonprofit corporations** - Attach to this Application a certificate executed by the official of the jurisdiction having custody of corporate records stating that the corporation is in good standing under the laws of the jurisdiction of its incorporation. The certificate cannot be dated earlier than 30 days prior to the date of receipt in this office.
5. **Nonprofit corporations only** - Attach to this Application a copy of the Articles of Incorporation and all amendments thereto certified by the proper officer of the jurisdiction of incorporation.
6. **Item 2** - A foreign corporation whose true name is not available for use in Michigan is permitted to apply for a Certificate of Authority under an assumed name which is available for use and which becomes the corporation's name in Michigan to be used in all transactions and in its dealings with the administrator. Item 2 of the Application for Certificate of Authority to Transact Business or Conduct Affairs in Michigan is to be completed for this purpose only. Corporations may also transact business or conduct affairs under one assumed names by filing separate Certificates of Assumed Names.
7. **Item 6** - This items should state only the specific activities or affairs to be conducted in Michigan. An all purpose activities statement is not permitted. Foreign corporations cannot transact business that a domestic corporation cannot lawfully transact.
8. **Item 7** - Indicate the total authorized shares (not amount issued) from the Articles of Incorporation or most recent amendment.

60,000 shares will be considered initially attributable to Michigan. If shares attributable to Michigan increase to over 60,000, or are subsequently changed, the corporation shall file an amended application in accordance with Section 1021. To determine the total authorized shares attributable to Michigan, multiply the total authorized shares by the most recent appointment percentage from the Michigan Single Business Tax return.
9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
10. The Application must be signed by an authorized officer or agent of the corporation.
11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

Profit Corporations	
NONREFUNDABLE.....	\$10.00
INITIAL FRANCHISE FEE.....	\$50.00
TOTAL INITIAL ADMISSION FEES.....	\$60.00

Nonprofit Corporations	
NONREFUNDABLE.....	\$10.00
FRANCHISE FEE.....	\$10.00
TOTAL INITIAL ADMISSION FEES.....	\$20.00

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxilliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

EXHIBIT II-2

TERM POWER & GAS, LLC d/b/a ENCOA Audited Financial Statements

ENCOA was created on June 16, 2011, and thus does not yet have audited financial statements for two 12 month periods. In lieu thereof, ENCOA is providing the most recent audited financial statements for Twin Eagle Resource Management, LLC, and its subsidiaries (including ENCOA).

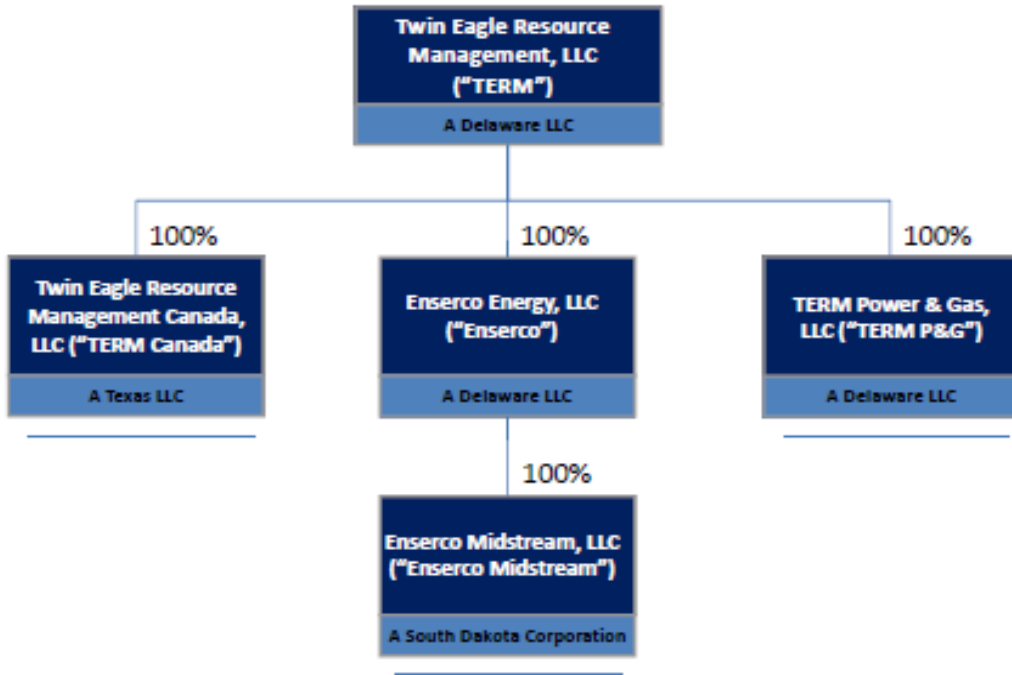
In order to ensure its financial integrity and to facilitate the purchase and sale of electricity and natural gas, ENCOA and its parent company, Twin Eagle Resource Management, LLC, have jointly executed and maintain a credit agreement with a number of investment-grade financial institutions. ENCOA is providing this agreement under Exhibit II-2, along with evidence of the financial institutions' investment-grade credit ratings.

Because this credit support agreement and financial statements are commercially sensitive information, they are being filed confidentially and are being provided under seal.

EXHIBIT II-4

TERM POWER & GAS, LLC d/b/a ENCOA
Corporate/Company History with Biographies of Key Personnel

Twin Eagle Corporate Organizational Chart



ENCOA was formed by Twin Eagle Resource Management, LLC (“Twin Eagle”) as a wholly owned subsidiary on June 16, 2011. ENCOA already is a supplier of retail electricity and or natural gas in Texas, Illinois, Ohio and Pennsylvania, and brings the experience it has gained and operational infrastructure it has developed in those markets to its operations in Michigan. ENCOA is in the process of filing applications to sell electric and natural gas supply in Maryland and Connecticut. ENCOA proposes to take title to and resell electricity as a supplier/marketer for all customer classes throughout the State of Michigan. ENCOA will adapt its existing operational systems to conform to the Michigan retail market, and train its staff members, who are already experienced in retail operations in deregulated markets, in Michigan’s regulatory requirements. In terms of operational infrastructure, through its operations in Texas, Illinois,

Ohio and Pennsylvania, ENCOA has developed systems for call center and customer service operations, contracting, marketing, billing, employee training, and regulatory compliance, among other areas. ENCOA will adapt its existing systems so that they comply with Michigan Public Act 141 of 2000 (Act 141) and Commission rules pertaining to contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints. Additionally, with regard to providing contracted services, ENCOA's parent company, Twin Eagle will be ENCOA's supply partner for its retail business.

ENCOA's management also has extensive experience in retail electric and natural gas sales and operations, wholesale energy trading, risk management, and commodity logistics. In addition to their experience at ENCOA, members of ENCOA's management were previously employed at various energy firms with retail operations, including Gexa, Dynegy Inc., NiSource, TXU, Calpine, Fulcrum Power Services L.P., Sequent, Eagle Energy Partners/EDF, and Champion Energy Services. Their backgrounds and experience include load forecasting, power trading, risk management, generation asset management, fuel procurement, transmission scheduling and procurement, management of 24-hour trading desks, as well as many other aspects associated with retail power operations, power generation portfolio management, and gas and power trading. The biographies of several members of ENCOA's management, which document their operational expertise, are included below. These members of ENCOA's management have combined experience in the competitive electric and gas industries of almost 50 years.

Michael Matlock
Director of Retail Operations
mmatlock@encoa.com
713.341.7365

Michael has more than sixteen years of experience in the deregulated retail energy industry, covering both power and gas across all major markets. Prior to joining ENCOA in 2011, Michael served as Director of Market Operations at Gexa Energy for eight years, and previously held management roles at Reliant Energy, and Shell Energy Services covering operations, regulatory affairs, project management, and information technology.

A recognized and respected leader in the industry, Michael has represented the Independent Retail Electric Providers Segment on ERCOT's Retail Market Sub-committee for multiple terms, chaired the Public Utility Commission of Texas' Advanced Metering Implementation Team's Registration, Access, and Administration Working Group, and led multiple task forces that developed the Inadvertent Gain/Loss, Switch Hold, Deferred Payment Plan, and Expedited Switching processes for the ERCOT market.

Michael is a graduate of Rice University in Houston, Texas and received his project management training from Rice's Jones Graduate School of Business.

Griffin Jones
Chief Executive Officer
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713.341.7323

Griffin Jones graduated from Oklahoma State University in 1991 with a B.S. in Finance and Accounting. He has spent the entirety of his career in the energy business dedicated primarily to the development of U.S. natural gas and power marketing businesses. Following graduation, Griffin began his career with Natural Gas Clearinghouse, the predecessor to Dynegy, Inc. In March 2003, Griffin co-founded Eagle Energy Partners with two colleagues. Griffin led Eagle Energy Partners as its CEO during its independent ownership and while it was a wholly-owned subsidiary of Lehman Brothers. Griffin successfully co-engineered the purchase of Eagle Energy Partners by a subsidiary of Électricité de France in November of 2008. During this period, Eagle Energy Partners grew to be a top ten physical marketer of North American Natural Gas and a top thirty physical marketer of North American Power. As Eagle Energy Partners changed its name to EDF Trading North America, Griffin continued to serve as CEO until his departure in May of 2010. While CEO of Eagle Energy Partners, Griffin started Champion Energy Services (“Champion”), a start-up Retail Electric Provider in Texas, in 2006. In 2008, Champion was sold to Crane Capital Group. Champion continues to be a leading retail electric provider in the United States with peak load approaching 1500 megawatts. Griffin is the co-founder and CEO of Twin Eagle, as well as CEO of ENCOA.

Larry Leverett
Chief Risk Officer
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713.341.7333

Larry Leverett joined Twin Eagle in December 2010 and is responsible for leading the power risk management and operations associated with expansion of Twin Eagle and ENCOA’s customer-focused power business. Larry has 18 years of broad commercial energy experience and in-depth knowledge of gas and power trading, power generation, environmental markets, retail power, and associated hedging strategies.

Prior to joining Twin Eagle, he served as Senior Vice President - Commercial Operations for Calpine Corporation, from 2006 through November 2010, with responsibility for managing the commodity risk and operations associated with the company’s nation-wide, gas-fired generation fleet. He also worked from 2000 through 2005 as Senior Vice President – Wholesale Markets at TXU Portfolio Management L.P. with responsibility for all aspects of risk management of the company’s generation and retail power portfolio in Texas. From 1997 through 1999, Larry worked as Director of Trading for Avista Energy where he was responsible for power trading in Cinergy, Entergy, ERCOT, TVA and PJM regions. From 1993 to 1997, he served as Director of Financial Trading and was responsible for natural gas and natural gas liquids trading within the U.S. and Canada, focused on the West, Northeast and NYMEX markets. Also during this time, he was the Manager of Capacity Trading for natural gas transportation. From 1990 to 1993,

Larry served as a Senior Supply Analyst for Shell Oil Company where he managed oil product inventories in thirteen Eastern U.S. cities.

Larry holds a Master of Business Administration degree from the University of Houston and a Bachelor of Science degree in Business Administration from Christian Brothers College in Memphis, Tennessee.

James F. Thomas
Executive Vice President
713.341.7337
jthomas@termna.com

Before joining Twin Eagle, James Thomas was Senior Vice President and Chief Commercial Officer for NiSource Gas Transmission & Storage (“NGT&S”). In this capacity, James was responsible for all the commercial activities for the pipeline including marketing, supply, origination, optimization and logistics, gas control, fuel strategies, measurement, risk management, and customer services. Prior to NGT&S, he was co-founder and partner of the midstream energy company Ceritas Energy, LLC (“Ceritas”) from February 2003 to March 2006. Before founding Ceritas, James managed his own consulting practice from 2000 to 2003 and was an advisor to energy executives. From 1988 to 2000, James held numerous senior executive and commercial leadership positions at Dynegy Inc. Prior to Dynegy, he held key commercial positions at Cabot Energy Marketing, Tenngasco, and Tennessee Gas Pipeline. James graduated from Texas A&M University in 1984 with a BS in Petroleum Engineering. James has served on the Executive Committee and the Supply and Market Committee of the Southern Gas Association, the Board of Directors of both the Natural Gas Transportation Association and the Houston Energy Association. He also has served on many industry committees, including the National Petroleum Council.

Chris Ray
Director of Asset Management and Structure
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713.341.7312

Chris Ray joined Twin Eagle in January of 2011 and is responsible for the day-to-day operations of the Twin Eagle and ENCOA’s power business including deal structuring, risk management, wholesale power market analytics, load forecasting, supply procurement, and ISO/RTO, NERC and TRE compliance. Chris has 10 years of experience managing generation and load in deregulated electricity markets, including trading and optimization of gas-fired assets in the energy and ancillary services markets, generation valuation modeling, portfolio load forecasting and hedging, and retail cost analysis. He began in asset management at Dynegy in 2001, where he developed hedging and bidding strategies for the company’s combined cycle generation in ERCOT and managed the company’s QSE. In 2003, he joined Fulcrum Power Services, providing third-party asset management services to more than 4,000 MWs of combined cycle and wind generation, as well as load management services for more than 10 retail electric

providers in Texas. Chris holds a bachelor's degree in Chemical Engineering and an MBA from Oklahoma State University.

Nir Grossman
Vice President and Controller
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713-341-7349

Nir Grossman joined Twin Eagle as Vice President and Controller in September of 2011. Before joining Twin Eagle, Nir was most recently with Vopak North America as Controller and Treasurer. Prior to Vopak, Nir spent many years at Dynegy in various finance roles including Investor Relations and Internal Controls as well Assistant Controller where he was in charge of external and internal financial reporting. He has 15 years of accounting and finance experience working for large publicly-traded companies with more than 10 of those years spent in the energy industry at Dynegy and CenterPoint Energy. Nir also spent several years working for small management owned companies. Nir graduated from the University of Texas at Austin in 1993 with a BBA in Accounting.

EXHIBIT II-6a

TERM POWER & GAS, LLC d/b/a ENCOA Staffing and Procedures

Staffing

ENCOA has developed a staffing plan for its Michigan operations that will address various functions, including Commercial & Industrial Sales, Residential Sales, Call Center, Operations/Regulatory, Pricing, Supply/Risk Management, and Accounting. To ensure that it meets all service level commitments and complies with current Commission rules, ENCOA will regularly assess its staffing needs and provide its staff with adequate and routine training. ENCOA also will monitor amendments to the Michigan General Statutes and MPSC rules to ensure up-to-date training. Finally, ENCOA plans to increase its staff dedicated to retail electricity and natural gas as necessary this year, and projects that it will have a staff of over 40 employees by the end of 2013.

Complaint Handling & Dispute Resolution

- A customer or applicant may file a complaint by telephone, letter, email, or in person with ENCOA.
- Customer complaints are received and logged by Customer Service management.
- ENCOA will promptly investigate and advise the complainant of the results within 21 days.

Customer Rights and Responsibilities

- Customers have the right
 - To be treated courteously and with respect
 - To receive fair and equal treatment
 - To receive product and service information that is accurate and truthful
 - To receive accurate billing
 - To confidentiality of personally identifiable information
 - To have any complaint heard and handled promptly
 - To contact a state regulatory agency if the customer is not satisfied with the response to any complaint
- Customers have the responsibility to
 - Treat ENCOA staff with courtesy and respect
 - Ask questions and clarity if they do not understand the information provided to them
 - Provide accurate and complete information for enrollment or ongoing service needs
 - Pay bills and invoices completely and by due dates
 - To understand and comply with the terms of their service contract
 - Notify ENCOA Customer Service if they believe any of their rights have been violated

EXHIBIT II-6b

TERM POWER & GAS, LLC d/b/a ENCOA Risk Management & Business Plan

In Michigan, ENCOA intends to sell retail electricity to residential, small commercial and large commercial customers. Its operations in Michigan will include acquiring customers, purchasing and managing supply, and providing accurate bills and customer service.

ENCOA serves retail electricity and natural gas customers in Texas, Illinois, Ohio, and Pennsylvania. Customers are acquired through direct sales, third party consultants, brokers, and various utility or municipal aggregation programs.

The following statistics on electricity consumers served are provided as support and we are also providing ENCOA's parent company and wholesale supply provider's (Twin Eagle Resource Management's) wholesale electricity statistics. ENCOA relies on the wholesale execution and capabilities of Twin Eagle. Twin Eagle provides the credit support and wholesale enabling agreements with market counterparties to hedge supply in the markets ENCOA serves.

As a rule, ENCOA manages a risk and supply book whereby the supply is purchased in like terms and tenors as what is sold. Therefore a 3 year fixed priced supply is purchased to sell a 3 year fixed term, index for index, etc. Most supply for ENCOA is purchased and settled through Twin Eagle Resource Management.

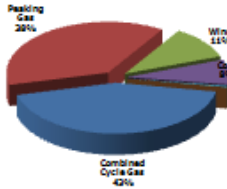
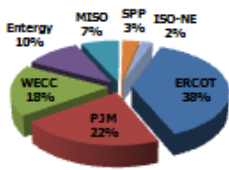
TERM

- Utility distribution service areas served: 26
- Number of meters served (April): ~ 80,000

Twin Eagle – Wholesale Electricity

- 6,367 MW of generation assets under management
- Energy trading/hedge expertise on energy, capacity, and transmission products in ERCOT, PJM, MISO, Rockies, SPP, CAISO, and Southwest
- 24-hour real-time operations and trading desk
- Enabled trading agreements with 92 market counterparties

Managed Power Assets



TERM Managed Power Plants – Today 6,367 MW
Signed Deals – future start 3,794 MW
10,161 MW

- Sandy Creek (1Q 2013)
- Temple (2014)
- Sherman (2015), Temple II (2015)
- CPV Sentinel (4Q 2012)



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Twin Eagle – Wholesale Natural Gas

- 2.36 BCF/day of physical volume sales
- Transport Volumes of ~ 0.870 BCF/d
- 310 Active wholesale and producer counterparties
- 21 BCF of Storage contracts

Managed Gas Assets

