

PIPP Supplier Application

FirstEnergy Ohio Utilities' Percentage of Income Payment Plan ("PIPP") Request for Proposals ("RFP")

Name of Applicant

PIPP SUPPLIER APPLICATION FirstEnergy Ohio Utilities' PIPP RFP

INSTRUCTIONS

This document is the PIPP Supplier Application.

For further information, consult the Information Website.

Unless otherwise defined, capitalized terms in this document have the definitions provided in either the Glossary or the Master PIPP Supply Agreement.

PIPP SUPPLIER APPLICATION SUBMISSION

To become a Registered Bidder for the PIPP RFP, Applicants must submit the following to the PIPP RFP Manager electronically through the Secure Application Process by the PIPP Supplier Application Due Date:

- **PDF Application Form:** One (1) scanned copy of the completed PIPP Supplier Application with original signatures and the name of the Applicant on every page of the Application;
- **Supporting Documentation:** One (1) copy of required financial statements, and other requested documents supporting the Application as specified in Appendix A; and
- **Changes to Credit Documents (Optional):** One (1) copy of any proposed changes to the Pre-Bid Security Letter of Credit and/or the Form of PIPP Supplier Letter of Credit, and one (1) copy of any proposed alternate form of guaranty ("Credit Documents"). Any suggested modifications to the Pre-Bid Security Letter of Credit or the Form of PIPP Supplier Letter of Credit must be provided to the RFP Manager in an electronic, red-lined version. Any proposed alternate form of guaranty must be provided to the RFP Manager in an electronic form. Section 1.10 and Appendix B describe the process for submitting an alternate form of guaranty. Appendix C describes the process for submitting proposed changes to the Pre-Bid Security Letter of Credit.

Name of Applicant

Modifications to the Credit Documents and any other inquiries may be directed to the RFP Manager by email at FEOUPIPPRFPManager@crai.com. Inquiries also can be made through the Information Website.

It is in your interest to seek independent legal and financial advice before deciding to participate in the PIPP RFP.

The completed PIPP Supplier Application and proposed changes to the Credit Documents MUST be received by the RFP Manager no later than 12:00 p.m. noon prevailing Eastern Time on the PIPP Supplier Application Due Date as posted in the timeline on the Information Website.

Name of Applicant

CONFIDENTIALITY OF PIPP SUPPLIER APPLICATION SUBMISSIONS

All Applicants are required to comply with the Communications Protocols.

Confidentiality requirements specific to the PIPP Supplier Application are reiterated below.

CONFIDENTIALITY OF CREDIT INFORMATION

Any information and materials that you submit in this PIPP Supplier Application may be provided on a confidential basis to the RFP Manager and the Public Utilities Commission of Ohio ("PUCO" or "Commission") and their representatives. Information that you provide in this PIPP Supplier Application, except for information regarding bidding agreements provided in Section 1.11, may be provided on a confidential basis to representatives of the FirstEnergy Ohio Utilities for a creditworthiness assessment.

Name of Applicant

PIPP SUPPLIER APPLICATION FirstEnergy Ohio Utilities' PIPP RFPs

This PIPP Supplier Application includes the forms to become a Registered Bidder in the FirstEnergy Ohio Utilities' PIPP RFP. Only certified Competitive Retail Electric Service ("CRES") Suppliers in the FirstEnergy Ohio Utilities service area will be allowed to participate in the RFP.

I. Background Information

Before completing this application, please review the Bidding Rules document for this RFP ("Bidding Rules"), the Master PIPP Supply Agreement, the Communications Protocols, and other documents posted on the Information Website so that you understand the conditions under which the RFP will be conducted.

II. Confirmation of Receipt

Online delivery: If your PIPP Supplier Application is submitted online through the Secure Application Process, an email will be sent to the Authorized Representative and Delegate to confirm receipt.

III. Incomplete Applications

If your PIPP Supplier Application is incomplete or requires clarification, the RFP Manager will send a deficiency notice to your Authorized Representative by email. You will have until 12:00 p.m. noon prevailing Eastern Time on the PIPP Supplier Application Due Date, or until 5:00 p.m. prevailing Eastern Time on the Business Day following the Business Day during which a deficiency notice is sent to you, whichever comes later, to respond. If you do not correct or adequately explain the deficiency within the time allowed, your PIPP Supplier Application may be rejected and you may be unable to participate in the RFP. All corrections to remedy deficiencies within an Applicant's PIPP Supplier Application must be submitted online. The Authorized Representative needs to sign and date next to the correction(s) to the PIPP Supplier Application and send to the RFP Manager by email to FEOUPIPPRFPManager@crai.com or through the online Secure Application Process.

Name of Applicant

IV. Late Applications

PIPP Supplier Applications received after the stated deadline will NOT be accepted under any circumstances.

V. Notification to Registered Bidders

If you become a Registered Bidder for the RFP, the RFP Manager will send a Notification to Registered Bidder to your Authorized Representative by email after the PIPP Supplier Application Due Date.

Name of Applicant

PIPP SUPPLIER APPLICATION FORMS

1.1 Applicant Basic Information

Name of Applicant (Company Name)

Legal Name of Applicant (if different from above)

Place of Incorporation, if applicable

Federal Tax I.D.

D&B DUNS #

Please state whether the Applicant is a corporation, partnership, etc

Years in Business

URL for Applicant's Website

Name of Applicant

1.2 Authorized Representative

The Authorized Representative is authorized to represent the Applicant in the PIPP RFP. The Authorized Representative will receive all documentation related to the PIPP RFP if and when the Applicant becomes a Registered Bidder, including any PIPP RFP procedures and Confidential Information required for the submission of bids. The Authorized Representative must ensure that only authorized persons act on behalf of the Applicant in the PIPP RFP. The Authorized Representative is the only person authorized to distribute PIPP RFP procedures and Confidential Information and should do so in accordance with the Communications Protocols. The integrity of the PIPP RFP depends upon each Authorized Representative safeguarding Confidential Information and passwords used in the PIPP RFP.

The person designated below is the Applicant's Authorized Representative.

Last Name Given Name(s) Mr/Mrs/Ms/Dr/(other)

Title

Street Address 1

Street Address 2

City State Zip Code

Telephone No. Cell Phone No. Fax No. Email Address

Communications with the Authorized Representative for purposes of the PIPP Supplier Application are typically done via email and courier.

Name of Applicant

The Applicant hereby acknowledges that any notification or other communication given by the RFP Manager to the Applicant with respect to the PIPP Supplier Application shall be delivered by courier to the address provided above or emailed to the email address above and shall be deemed received by the Applicant at the time of delivery, provided that where delivery occurs after 5:00 p.m. prevailing Eastern Time on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 8:00 a.m. prevailing Eastern Time on the following Business Day.

This certification must be signed by the Authorized Representative and the signature must be notarized.

I hereby certify that I am authorized by the Applicant to serve as Authorized Representative, to represent the Applicant both (i) in the RFP, and (ii) to represent the Applicant for purposes of this PIPP Supplier Application. I further certify that I will be responsible for all Confidential Information regarding the RFP and I will distribute Confidential Information only to other individuals who are authorized to act on behalf of the Applicant according to the Communications Protocols.

Signature of Authorized Representative

Date

Signature and Seal from Notary Public

Date

Name of Applicant

The person designated in this section by the Applicant is the Delegate. The Delegate serves as a secondary point person for communications with the RFP Manager.

Last Name <input type="text"/>	Given Name(s) <input type="text"/>	Mr/Mrs/Ms/Dr/(other) <input type="text"/>
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Company Name <input type="text"/>	Title <input type="text"/>
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Street Address 1

Street Address 2

City <input type="text"/>	State <input type="text"/>	Zip Code <input type="text"/>
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Telephone No. <input type="text"/>	Cell Phone No. <input type="text"/>	Fax No. <input type="text"/>	Email Address <input type="text"/>
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Name of Applicant

1.3 Designation of the Applicant's Authorized Representative and Delegate for the RFP

This certification should be signed by an officer or director of the Applicant and should either be notarized or attested with the corporate seal. The person making this certification cannot be either the Authorized Representative or the Delegate.

I certify that I am an officer or director of the Applicant, empowered to undertake contracts and bind the Applicant. I have read and accept the Bidding Rules, the provisions contained in the Master PIPP Supply Agreement, and the provisions of the Communications Protocols pertaining to bidders in the RFP.

All the information contained in this Application is true and correct to the best of my knowledge. If there are material changes to the Applicant's information provided in this PIPP Supplier Application, I agree to notify the RFP Manager. I designate _____ to act as the Authorized Representative of the Applicant in the RFP and _____ to act as Delegate for the Authorized Representative. I am not designating myself as Authorized Representative or Delegate.

Signature of Officer or Director of the Applicant

Date

Printed Name

Title

Signature and Seal from Notary Public

Date

Name of Applicant

1.4 Applicant's Legal Representative in Ohio

Please check here if the Applicant's Authorized Representative is also the Applicant's Legal Representative.

The Applicant's Legal Representative in Ohio must:

- be a legal counsel;
- have an address in Ohio; and
- be authorized and agree to accept service of process on the Applicant's behalf.

The person designated below is the Applicant's Legal Representative.

Last Name Given Name(s) Mr/Mrs/Ms/Dr/(other)

Title

Company Name

Street Address 1

Street Address 2

City State Zip Code

Telephone No. Cell Phone No. Fax No. Email Address

This certification must be signed by the Legal Representative and the signature must be notarized.

I agree to serve as Legal Representative of the Applicant. I am authorized and I agree to receive service of process on the Applicant's behalf.

Signature of Legal Representative

Date

Signature and Seal from Notary Public

Date

Name of Applicant

1.5 Applicant's Credit Representative

The Applicant's Credit Representative is the Applicant's in-house Credit Representative who can answer questions or provide information about the Applicant's credit with respect to the requirements for the RFP.

The person designated below is the Applicant's Credit Representative.

Last Name Given Name(s) Mr/Mrs/Ms/Dr/(other)

Title

Street Address 1

Street Address 2

City State Zip Code

Telephone No. Cell Phone No. Fax No. Email Address

Name of Applicant

4. Further, please certify that:

- a) The Applicant and its corporate officers have no indictments or pending criminal litigation in any federal, state or local jurisdiction relating to the Applicant;
- b) The Applicant and its corporate officers have no criminal convictions;
- c) The Applicant has no civil penalties, judgments, sanctions or consent decrees arising out of the violation of any law, rule, regulation or ordinance in connection with its business activities;
- d) The Applicant has not had any permit or authority to do business in any jurisdiction revoked or suspended;
- e) The Applicant has never been barred from public bidding or sanctioned for unauthorized disclosure of confidential information; and
- f) The Applicant is unaware of any pending criminal investigation in which the Applicant is a possible target.

Signature of Authorized Representative

Date

Name of Applicant

If you are unable to make these certifications in Section 1.6, subsections (1) to (4), please state which certifications you are unable to make and explain all reasons in the space given below.

1.7 Financial and Credit Information for the Applicant

Please provide the following information for the Applicant:

- a) If the Applicant is not an SEC registrant, provide the most recent Annual Report;
- b) If the Applicant is an SEC registrant, provide the Form 10-Q or Form 10-K, whichever was filed most recently with the SEC. If unavailable, please provide the most recent audited quarterly or annual financial information (including a balance sheet, income statement, and cash flow statement);
- c) If the Applicant is an SEC registrant and if both the Form 10-K and Form 10-Q most recently filed with the SEC are not available, please provide most recent annual or quarterly financial data accompanied by an attestation by the Applicant's Chief Financial Officer that the information submitted is true, correct and a fair representation of the Applicant's financial condition;
- d) The following financial information along with page references to the relevant financial filings submitted;

PIPP Supplier Application: FirstEnergy Ohio Utilities' PIPP Request for Proposals

Name of Applicant _____

	Amount (\$)	Financial Document Page Number	Financial Document Source	Date of Financial Document Source
Goodwill				
Shareholders' Equity				
Net Intangible Assets				

- e) Applicant's senior unsecured debt ratings from the following three rating agencies if available, and the date of the rating, along with documentation showing the name of the rating agency, the type of rating, and the rating of the Applicant;

	Rating	Date of the Rating
Moody's		
Standard & Poor's		
Fitch		

If senior unsecured debt ratings are unavailable, but corporate issuer ratings are available, please provide the corporate issuer ratings, and the date of the rating, along with documentation showing the name of the rating agency, the type of rating, and the rating of the Applicant:

	Rating	Date of the Rating
Moody's		
Standard & Poor's		
Fitch		

Name of Applicant

- f) If the Applicant has not been incorporated or otherwise formed under the laws of the United States, the Applicant is asked to provide in addition to a)-f) above:
- i. A legal opinion acceptable to the FirstEnergy Ohio Utilities of counsel qualified to practice in the foreign jurisdiction in which the Applicant is incorporated or otherwise formed that the Master PIPP Supply Agreement will become the binding obligation of the Applicant in the jurisdiction in which it has been incorporated or otherwise formed.
 - ii. Any additional information that the Applicant wishes to give that could provide comparable credit assurances to those that are provided by other Applicants that have been incorporated or otherwise formed under the laws of the United States.

An Applicant that has not been incorporated or otherwise formed under the laws of the United States and that does not provide this information or any information that could provide comparable assurances of creditworthiness will be required to post the maximum Pre-Bid Security with its PIPP Supplier Application.

Further, if such Applicants become PIPP Suppliers, they will be required to submit additional documents as detailed in Article 6 of the Master PIPP Supply Agreement, including:

- A legal opinion of counsel qualified to practice in the foreign jurisdiction in which the PIPP Supplier is incorporated or otherwise formed that this Agreement is, or upon the completion of execution formalities will become, the binding obligation of the PIPP Supplier in the jurisdiction in which it has been incorporated or otherwise formed;
- The sworn certificate of the corporate secretary (or similar officer) of such PIPP Supplier that the person executing the Agreement on behalf of the PIPP Supplier has the authority to execute the Agreement and that the governing board of such PIPP Supplier has approved the execution of the Agreement; and
- The sworn certificate of the corporate secretary (or similar officer) of such PIPP Supplier that the PIPP Supplier has been authorized by its governing board to enter into agreements of the same type as the Master PIPP Supply Agreement.

Name of Applicant

Is the Applicant and/or its parent:

	Applicant		Parent	
	Yes	No	Yes	No
Operating under federal bankruptcy laws or bankruptcy laws in any jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Subject to pending litigation or regulatory proceedings (in state court, or in federal court, or from regulatory agencies, or in any other jurisdiction) which could materially impact the Applicant's and/or parent's financial condition?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Subject to collection lawsuits or outstanding judgments that could impact solvency?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name of Applicant

Please provide a statement disclosing any existing, pending or past adverse rulings, judgments, litigation, contingent liabilities, revocations of authority, administrative, regulatory (State, FERC, SEC or DOJ) investigations and any other matters relating to financial or operational status for the past three years that arise from the sale of electricity or natural gas, or that materially affect current financial or operational status.

Name of Applicant

1.8 Guarantor Information

The Guarantor information is required only if the Applicant expects to have a third party act as a Guarantor should the Applicant become a PIPP Supplier.

Please check here and proceed to the next section if this section does not apply to you because you will not have a third party act as a Guarantor.

Basic Information for the Guarantor

Name of Guarantor

Legal Name of Guarantor (if different from above)

Place of Incorporation, if applicable

Federal Tax I.D.

D&B DUNS #

Please state whether the Guarantor is a corporation, partnership, etc.

Years in Business

Guarantor's Contact Information

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Street Address 1

Street Address 2

City

State

Zip Code

Telephone No.

Cell Phone No.

Fax No.

Email Address

Name of Applicant

The Guarantor's Credit Representative

The Guarantor's in-house Credit Representative is the individual who can answer questions or provide information about the Guarantor's credit with respect to the requirements for the RFP.

The person designated below is the Guarantor's Credit Representative.

Last Name	Given Name(s)	Mr/Mrs/Ms/Dr/(other)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Title

Street Address 1

Street Address 2

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Telephone No.	Cell Phone No.	Fax No.	Email Address
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

 Name of Applicant

Please provide the following information for the Guarantor:

- a) If the Guarantor is not an SEC registrant, provide the most recent Annual Report;
- b) If the Guarantor is an SEC registrant, provide the Form 10-Q or Form 10-K, whichever was filed most recently with the SEC. If unavailable, please provide the most recent audited quarterly or annual financial information (including a balance sheet, income statement, and cash flow statement);
- c) If the Guarantor is an SEC registrant and if both the Form 10-K and Form 10-Q most recently filed with the SEC are not available, please provide most recent annual or quarterly financial data accompanied by an attestation by the Guarantor's Chief Financial Officer that the information submitted is true, correct and a fair representation of the Applicant's financial condition;
- d) The following financial information along with page references to the relevant financial filings submitted;

	Amount (\$)	Financial Document Page Number	Financial Document Source	Date of Financial Document Source
Goodwill				
Shareholders' Equity				
Net Intangible Assets				

 Name of Applicant

- e) Guarantor's senior unsecured debt ratings from the following three rating agencies if available, and the date of the rating, along with documentation showing the name of the rating agency, the type of rating, and the rating of the Guarantor;

	Rating	Date of the Rating
Moody's		
Standard & Poor's		
Fitch		

If senior unsecured debt ratings are unavailable, but corporate issuer ratings are available, please provide the corporate issuer ratings, and the date of the rating, along with documentation showing the name of the rating agency, the type of rating, and the rating of the Guarantor:

	Rating	Date of the Rating
Moody's		
Standard & Poor's		
Fitch		

- f) If the Guarantor has not been incorporated or otherwise formed under the laws of the United States, the Guarantor is asked to provide in addition to a)-f) above:
- iii. A legal opinion acceptable to FirstEnergy Ohio Utilities of counsel qualified to practice in the foreign jurisdiction in which the Guarantor is incorporated or otherwise formed that the Guaranty will become the binding obligation of the Guarantor in the jurisdiction in which it has been incorporated or otherwise formed.
 - iv. Any additional information that the Guarantor wishes to give that could provide comparable credit assurances to those that are provided by other Guarantors that have been incorporated or otherwise formed under the laws of the United States.

 Name of Applicant

An Applicant whose Guarantor has not been incorporated or otherwise formed under the laws of the United States and that does not provide this information or any information that could provide comparable assurances of creditworthiness will be required to post the maximum Pre-Bid Security with its PIPP Supplier Application.

Further, if an Applicant with such a Guarantor becomes a PIPP Supplier, the Guarantor will be required to submit additional documents as detailed in Article 6 of the Master PIPP Supply Agreement, including:

- A legal opinion of counsel qualified to practice in the foreign jurisdiction in which the Guarantor is incorporated or otherwise formed that this Guaranty is, or upon the completion of execution formalities will become, the binding obligation of the Guarantor in the jurisdiction in which it has been incorporated or otherwise formed;
- The sworn certificate of the corporate secretary (or similar officer) of such Guarantor that the person executing the Guaranty on behalf of the Guarantor has the authority to execute the Guaranty and that the governing board of such Guarantor has approved the execution of the Guaranty; and
- The sworn certificate of the corporate secretary (or similar officer) of such Guarantor that the Guarantor has been authorized by its governing board to enter into agreements of the same type as the Guaranty.

Is the Guarantor and/or its parent (if applicable):

	Guarantor		Parent	
	Yes	No	Yes	No
Operating under federal bankruptcy laws or bankruptcy laws in any jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Subject to pending litigation or regulatory proceedings (in state court, or in federal court, or from regulatory agencies, or in any other jurisdiction) which could materially impact the Guarantor's and/or parent's financial condition?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Subject to collection lawsuits or outstanding judgments that could impact solvency?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name of Applicant

Please provide a statement disclosing any existing, pending or past adverse rulings, judgments, litigation, contingent liabilities, revocations of authority, administrative, regulatory (State, FERC, SEC or DOJ) investigations and any other matters relating to financial or operational status for the past three years that arise from the sale of electricity or natural gas, or that materially affect current financial or operational status of the Guarantor.

Name of Applicant

1.9 Additional Certifications

The RFP Bidding Rules, the Master PIPP Supply Agreement, the Communications Protocols, and the Information Website include important information that an Applicant should understand prior to participating in the RFP.

- a) Please certify that you are a certified CRES Supplier in the FirstEnergy Ohio service area.

Signature of Authorized Representative _____
Date

- b) Please certify that you have read the RFP Bidding Rules and that you will comply with these rules.

Signature of Authorized Representative _____
Date

- c) Please certify that you have read the Master PIPP Supply Agreement and that you accept its terms. Please also certify that if you become a winning Bidder, you will execute the Master PIPP Supply Agreement within three (3) Business Days following the close of the RFP:

Signature of Authorized Representative _____
Date

Name of Applicant

- d) No Registered Bidder in the RFP shall substitute another party, transfer its rights to another party, or otherwise assign its status as a Registered Bidder to another party. Any such substitutions, transfers, or assignments shall be null and void and will result in the exclusion of the Registered Bidder from the RFP. Please certify that you agree to the limitation set forth in this paragraph.

Signature of Authorized Representative

Date

The Bidding Rules and Communications Protocols include restrictions on the disclosure of Confidential Information. For purposes of the following certifications, the definition of Confidential Information relative to bidding strategy is defined according to Section 11.2 of the Bidding Rules:

- e) Please certify that you agree not to disclose any Confidential Information relative to bidding strategy to any party that may have an effect on the participation of another bidder, prospective bidder, or on any of the bids that another bidder would be willing to submit.

Signature of Authorized Representative

Date

- f) Please certify that, to the extent Confidential Information relative to bidding strategy is disclosed within your organization or to a third party, you will ensure that sufficient precautions are taken to ensure that such Confidential Information is not made public or made available to another Bidder. Such precautions include, but are not limited to confidentiality agreements, non-disclosure agreements, firewalls, and other contractual or structural protections that would maintain the confidential nature of a Bidder's bidding strategy.

Signature of Authorized Representative

Date

Name of Applicant

- g) Please certify that you are unaware of any pending criminal investigation in which the Guarantor is a possible target.

Signature of Authorized Representative

Date

Name of Applicant

If unable to make the certifications requested above please identify the nature of your need to disclose Confidential Information without sufficient precautions to ensure that such Confidential Information is not made public or made available to another bidder.

Name of Applicant

1.10 Alternate Form of Guaranty

A prospective PIPP Supplier that wishes to rely on a Guarantor can use the standard Form of Guaranty (Appendix D to the Master PIPP Supply Agreement) and be assured that the standard Form of Guaranty is acceptable to the FirstEnergy Ohio Utilities. Alternatively, the FirstEnergy Ohio Utilities will consider an alternate form of guaranty if it is submitted with this PIPP Supplier Application. Also, you may submit an alternate form of guaranty that was previously approved.

The alternate form of guaranty must be a financial guaranty for unlimited liability. Additional requirements are specified in Appendix B.

Please check here and proceed to the next section if this section does not apply to you because you are not submitting an alternate form of guaranty. Otherwise please read Appendix B and complete this section.

The Authorized Representative acknowledges by signing below that he/she has read the requirements of Appendix B and that he/she believes that the proposed alternate form of guaranty complies with these requirements:

Signature of Authorized Representative

Date

Please check below to show that you are including all required documents.

- The proposed alternate form of guaranty;
- Certification that the alternate form of guaranty has been in general use by the Applicant in its ordinary course of business over the past twelve months;
- An enforceability opinion with respect to the alternate form of guaranty from counsel; and
- Previously approved alternate form of guaranty.

Name of Applicant

1.11 Bidding Agreements

Please note that the FirstEnergy Ohio Utilities will not review information provided in this section.

Please check here and proceed to the next section if you will be bidding independently and not as a party to any bidding agreement with another party or through any other arrangement involving joint or coordinated bidding with any other party.

Otherwise, please indicate below whether you are a party to or a part of a bidding agreement, a joint venture, a bidding consortium, or other arrangements for purposes of participating in the RFP or pertaining to bidding in the RFP. Please also provide the names of the other parties to the bidding agreement or other arrangement.

Note: All parties involved in a bidding agreement, a joint venture, a bidding consortium, or other arrangements for purposes of participating in the RFP must be certified CRES Suppliers who have applied to serve customers within the FirstEnergy Ohio service area. Any party that is not a certified CRES Supplier in the FirstEnergy Ohio service area is not allowed to participate in this RFP, whether they are acting independently or as part of an arrangement with a CRES Supplier.

Other parties to the arrangement:

- Bidding Agreement Bidding Consortium
 Joint Venture Other (define) _____

Name of Applicant

If you are part of a bidding agreement, bidding consortium or joint venture, you must nominate a single party to the bidding agreement, bidding consortium or joint venture to fulfill the creditworthiness requirements. This party may have a Guarantor. Please indicate below which party from the bidding agreement, bidding consortium, or joint venture will be fulfilling the creditworthiness requirements:

Name of the single Party fulfilling the creditworthiness requirements:

The Authorized Representative of the party named above must sign here to acknowledge the fact that this party has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

Name of Applicant

1.12 Pre-Bid Security

All Applicants will be required to submit pre-bid security for an amount equal to \$1,500,000. Applicants can either submit a cash deposit or a Pre-Bid Security Letter of Credit to cover the pre-bid security amount.

After your PIPP Supplier Application has been reviewed and approved by the RFP Manager, your Authorized Representative will be sent a notification including instructions on how to post pre-bid security in order to participate in the PIPP RFP. While proposed changes to credit documents are due by the PIPP Supplier Application Due Date, pre-bid security will be due at a later date.

The Pre-Bid Security Letter of Credit in support of your Pre-Bid Security should be in the form provided on the Information Website or as approved in modified form during the PIPP Supplier Application process.

Please check here if you plan to submit a cash deposit as Pre-Bid Security.

Please check here if you plan to submit a Pre-Bid Security Letter of Credit as Pre-Bid Security.

If you plan to submit a Pre-Bid Security Letter of Credit, in the space below, please provide instructions for returning the Pre-Bid Security Letter of Credit once it can be cancelled. If you plan to submit a Pre-Bid Security Letter of Credit and leave this field blank, the Pre-Bid Security Letter of Credit will be returned to the issuing bank once it can be cancelled.

Name of Applicant

If you plan to submit a cash deposit, please attach a copy of your W9 (for tax ID) and a copy of your banking information on your company's letterhead (signed and dated) and, in the space below, please provide wiring instructions for returning your cash deposit.

Name of Applicant

1.13 Certifications by Authorized Representative

Please consult the definition of Confidential Information in the Bidding Rules. Please also consult the Communications Protocols to understand the requirements regarding the treatment of Confidential Information.

Please make the following certifications. All Registered Bidders, including each party to a Bidding Consortium, Bidding Agreement or Joint Venture for the purpose of bidding in the RFP, must make these certifications. The following certifications (1) to (8) will apply from the time you become a Registered Bidder until the results of the RFP are finalized. Completion of the following certifications also signifies your acknowledgement that you do not know of or cannot reasonably anticipate, at the time of this PIPP Supplier Application, any events that might cause these certifications to become untrue during the period to which each certification applies. If you cannot make one or more of these certifications, please disclose the necessary information to explain why you cannot make these certifications.

- (1) Please certify that, other than parties explicitly named in Section 1.11 of your PIPP Supplier Application as parties with whom you have entered into a Bidding Agreement, Joint Venture for the purpose of bidding in the RFP, or Bidding Consortium or other arrangement pertaining to bidding in the RFP, you have not entered into any agreement with another certified CRES Supplier within the FirstEnergy Ohio service area, directly or indirectly, regarding bids in the RFP, including, but not limited to, the amount to bid.

Signature of Authorized Representative

Date

- (2) Please certify that any person who will be advising or assisting you with bidding strategy in the RFP, with estimation of the value of the product, or with the estimation of the risks associated with serving PIPP Load (an **advisor**) will either (i) not provide any similar advice or assistance to any other certified CRES Supplier within the FirstEnergy Ohio service area; or (ii) if such person will provide similar advice or assistance to another certified CRES Supplier within the FirstEnergy Ohio service area, or if such person will be privy to Confidential Information relative to any other certified CRES Supplier's bidding strategy, that appropriate protections have been put into place to ensure that the advisor does not serve as a conduit of information between, or as a coordinator of the bidding strategies of, multiple bidders, and please describe such appropriate protections in the space below.

Name of Applicant

Signature of Authorized Representative

Date

If unable to make certification (2) requested above please name the advisor(s) and the certified CRES Supplier(s) within the FirstEnergy Ohio service area concerned.

- (3) Please certify that you are not a party to any contract for the purchase of power that might be used as a source of supply for PIPP Service, and that (i) would require the disclosure of any Confidential Information (Confidential Information relative to the bidding strategy or Confidential Information regarding the RFP) to the counterparty under such a contract; or (ii) that would require the disclosure of any Confidential Information (Confidential Information relative to the bidding strategy or Confidential Information regarding the RFP) to any other party; or (iii) that would provide instructions, direct financial incentives, or other inducements for the Bidder to act in a way determined by the counterparty in the agreement and/or in concert with any other Bidder in the RFP. Notwithstanding the above, you may, during negotiations prior to the RFP for contractual arrangements for power to serve PIPP Load were you to be a winner at the RFP, discuss with the counterparty to such arrangements the nature of the standard products to be purchased, the volume, and the price at which you are willing to buy these products, so long as such arrangements do not result in violation of (i), (ii) or (iii) above.

Signature of Authorized Representative

Date

Name of Applicant

If unable to make certification (3) requested above please disclose the contractual terms that prevent you from making the certification. Please identify the counterparty and if applicable, the party to whom information disclosure must be made under the terms of the contract.

Name of Applicant

- (4) Please certify that you do not have any knowledge of Confidential Information that is relevant to the bidding strategy of any other certified CRES Supplier within the FirstEnergy Ohio service area.

Signature of Authorized Representative

Date

If unable to make certification (4) requested above please name the other certified CRES Supplier(s) within the FirstEnergy Ohio service area and the nature of the Confidential Information.

- (5) Please certify that you will not disclose Confidential Information relative to your bidding strategy except to bidders that were explicitly named in your PIPP Supplier Application as parties with whom you have entered into a Bidding Agreement, Joint Venture for the purpose of bidding in the RFP, or Bidding Consortium or other arrangement pertaining to bidding in the RFP, Bidders with which you are associated as disclosed through certification (1), to your advisors, and to your financial institution.

Signature of Authorized Representative

Date

Name of Applicant

If unable to make certification (5) requested above please explain.

- (6) Please certify that, other than entities with which you are affiliated and other than bidders with which you have entered a Bidding Agreement, or Joint Venture for purposes of the RFP, or Bidding Consortium, or other arrangement pertaining to the RFP, no party has agreed to defray any of the costs of participating in the RFP, including the cost of preparing the bid, the cost of any financial guarantees, the cost to be paid upon winning, and any other participation cost.

Signature of Authorized Representative

Date

If unable to make certification (6) requested above please explain.

- (7) Please certify your agreement that the submission of any bid in the RFP creates a binding and irrevocable offer to provide service under the terms set forth in the Master PIPP Supply Agreement and that a binding and enforceable contract to provide service with respect to the load for which you were a winner in the RFP shall arise under the Master PIPP Supply Agreement. Please note that failure to execute the Master PIPP Supply Agreement within three (3) Business Days of the conclusion of the RFP may result in the forfeiture of the Pre-Bid Security.

Signature of Authorized Representative

Date

Name of Applicant

If unable to make certification (7) requested above please explain.

The following certifications (8) and (9) will apply from the date on which you make the certifications.

- (8) Please certify that you will not disclose any Confidential Information regarding the RFP to any party except your advisors and Bidders with which you are associated as disclosed in certification (1).

Signature of Authorized Representative

Date

If unable to make certification (8) requested above please explain.

Name of Applicant

- (9) Please certify that you will continue to abide by your prior confidentiality certifications. You will not disclose any Confidential Information regarding the RFP to any party except to your advisor and Bidders with which you are associated. Please certify that you will destroy all documents, written or electronic, provided by the RFP Manager that contain Confidential Information regarding the RFP within five (5) days of the close of the bidding, or earlier if so instructed by the RFP Manager.

Signature of Authorized Representative

Date

If unable to make certification (9) requested above please explain.

Name of Applicant

1.14 Ongoing Obligations

Please note that all obligations, terms and conditions set forth in the Bidding Rules and Master PIPP Supply Agreement remain in effect and apply to the certifications made herein, including but not limited to the following:

- Section 11.4 of the Bidding Rules - Sanctions may be imposed on a Bidder for failing to abide by any of the certifications that it will have made in its PIPP Supplier Application. Such sanctions can include, but are not limited to, termination of the Master PIPP Supply Agreement, loss of all rights to provide supply for the FirstEnergy Ohio Utilities to serve any load won by such bidder, forfeiture of financial guarantees and other fees posted or paid, prosecution under applicable state and federal laws, debarment from participation in future RFPs, and other sanctions that may be appropriate.

Name of Applicant

1.15 Justification of Omissions

If you are unable to provide all documents or all information requested in this PIPP Supplier Application, please justify fully any omissions in the space provided below.

Name of Applicant

Appendix A – Enclosures to the PIPP Supplier Application

This is a checklist of documents to be enclosed with this PIPP Supplier Application. Please submit only one copy of required supporting documents to the application unless noted otherwise.

- A copy of the completed PIPP Supplier Application with original signatures and original notarized signatures of Sections 1.2, 1.3 and 1.4

For the Applicant:

- A copy of the signature page of the applicable PJM Agreements as that term is defined in the Master PIPP Supply Agreement [Section 1.6]
- If the Applicant is not an SEC registrant, provide the most recent Annual Report [Section 1.7]
- If the Applicant is an SEC registrant, provide the Form 10-Q or Form 10-K, whichever was filed most recently with the SEC. If unavailable, please provide the most recent audited quarterly or annual financial information (including a balance sheet, income statement, and cash flow statement) [Section 1.7]
- If the Applicant is an SEC registrant and if both the Form 10-K and Form 10-Q most recently filed with the SEC are not available, please provide most recent annual or quarterly financial data accompanied by an attestation by the Applicant's Chief Financial Officer that the information submitted is true, correct and a fair representation of the Applicant's financial condition [Section 1.7]
- Senior unsecured debt ratings or, if unavailable, corporate issuer ratings [Section 1.7]
- If the Applicant has not been incorporated or otherwise formed under the laws of the United States, (i) a legal opinion acceptable to FirstEnergy Ohio Utilities of counsel Registered to practice in the foreign jurisdiction in which the Applicant is incorporated or otherwise formed that the Master PIPP Supply Agreement will become the binding obligation of the Applicant in the jurisdiction in which it has been incorporated or otherwise formed, and (ii) any additional information that the Applicant wishes to give that could provide comparable credit assurances to those that are provided by other Applicants that have at least two credit ratings from accepted credit ratings agencies. [Section 1.7]

Name of Applicant

For the Guarantor:

- If the Guarantor is not an SEC registrant, provide the most recent Annual Report [Section 1.8]
- If the Guarantor is an SEC registrant, provide the Form 10-Q or Form 10-K, whichever was filed most recently with the SEC. If unavailable, please provide the most recent audited quarterly or annual financial information (including a balance sheet, income statement, and cash flow statement) [Section 1.8]
- If the Guarantor is an SEC registrant and if both the Form 10-K and Form 10-Q most recently filed with the SEC are not available, please provide most recent annual or quarterly financial data accompanied by an attestation by the Guarantor's Chief Financial Officer that the information submitted is true, correct and a fair representation of the Applicant's financial condition [Section 1.8]
- Senior unsecured debt ratings or, if unavailable, corporate issuer ratings [Section 1.8]
- If the Guarantor has not been incorporated or otherwise formed under the laws of the United States, (i) a legal opinion acceptable to FirstEnergy Ohio Utilities of counsel Registered to practice in the foreign jurisdiction in which the Guarantor is incorporated or otherwise formed that the Guaranty will become the binding obligation of the Guarantor in the jurisdiction in which it has been incorporated or otherwise formed, and (ii) any additional information that the Guarantor wishes to give about the Guarantor's financial standing that could provide comparable credit assurances to those that are provided by other Guarantors that have at least two credit ratings from accepted credit rating agencies. [Section 1.8]
- One copy of W9 Form (for Tax ID) and one copy of banking information on your company's letterhead (signed and dated) (if submitting Cash Deposit as Pre-Bid Security) [Section 1.12]
- Pre-Bid Security Letter of Credit (if applicable) [Section 1.12]

If the Applicant is proposing an alternate form of guaranty:

- Proposed alternate form of guaranty [Section 1.10]
- Certification that the alternate form of guaranty has been in general use by the Applicant in its ordinary course of business over the past twelve months [Section 1.10]
- An enforceability opinion with respect to the alternate form of guaranty from counsel [Section 1.10]
- Previously approved alternate form of guaranty [Section 1.10]

Name of Applicant

Appendix B – Alternate Form of Guaranty (Optional)

The criteria used to review the alternate form of guaranty are as follows:

1. The alternate form of guaranty must be a financial guaranty; performance guarantees are not acceptable.
2. The FirstEnergy Ohio Utilities will consider an alternate form of guaranty only if the guaranty is for unlimited liability.
3. The alternate form guaranty must be an unconditional guaranty of payment of all amounts due by the PIPP Supplier to the FirstEnergy Ohio Utilities under the Master PIPP Supply Agreement. The Master PIPP Supply Agreement must be expressly identified and the satisfaction of obligations through performance may not be authorized.
4. The alternate form of guaranty may be terminated upon not less than thirty (30) days advance written notice to the FirstEnergy Ohio Utilities and termination shall not discharge liabilities and obligations of the Guarantor that have been incurred before the effective date of the termination.
5. The alternate form of guaranty must not be subject to any monetary limit.
6. The alternate form of guaranty must be accompanied by a certification that this alternate form of guaranty, subject to changes needed to conform to the specific requirements of the FirstEnergy Ohio Utilities, has been in general use by the submitting party in its ordinary course of business over the past twelve months.
7. The alternate form of guaranty must be a guaranty of payment and not of collection.
8. Assignment of the alternate form of guaranty shall not be permitted except with the prior written consent of the FirstEnergy Ohio Utilities.
9. The Applicant must provide an enforceability opinion with respect to the alternate form of guaranty from its counsel. The accompanying enforceability opinion must be from a law firm of national (i.e., United States) standing, must not be weaker than would be industry norm and must contain only those qualifications that would be typical. The opinion shall name the FirstEnergy Ohio Utilities and explicitly state that the FirstEnergy Ohio Utilities are entitled to rely on the opinion.

The alternate forms of guaranty will be reviewed in accordance with the following process:

- Upon receipt of the PIPP Supplier Application, the RFP Manager will redact the proposed alternate form of guaranty to remove any information identifying the

Name of Applicant

Applicant. The RFP Manager will then forward the redacted version to a credit and legal representative of the FirstEnergy Ohio Utilities.

- The credit and legal representative will determine whether the alternate form of guaranty provides sufficient assurances of payment, taking into account the following considerations:
 - (i) whether the alternate form of guaranty conforms with the specific requirements identified by the FirstEnergy Ohio Utilities (listed above);
 - (ii) whether the alternate form of guaranty provides substantially similar credit protections to the credit protections provided to FirstEnergy Ohio Utilities by the standard Form of Guaranty; and
 - (iii) whether the alternate form of guaranty includes defenses in favor of the Guarantor not found in the standard Form of Guaranty. The FirstEnergy Ohio Utilities representative may also identify specific changes that would permit the alternate form of guaranty to be acceptable, if such changes are of a limited nature.
- The credit and legal representative shall inform the RFP Manager of its decision no later than seven (7) Business Days following the PIPP Supplier Application Due Date.
- Upon receipt of the FirstEnergy Ohio Utilities' decision, the RFP Manager will notify the Applicant of the FirstEnergy Ohio Utilities' decision. The FirstEnergy Ohio Utilities' decision will either state:
 - (i) The proposed alternate form of guaranty is acceptable to the FirstEnergy Ohio Utilities in the form in which it was submitted.
 - (ii) The proposed alternate form of guaranty is not acceptable to the FirstEnergy Ohio Utilities in the form in which it was submitted, but would be acceptable subject to specific changes of a minor nature. The correspondence from the RFP Manager will set forth the required changes.
 - (iii) The proposed alternate form of guaranty is not acceptable to the FirstEnergy Ohio Utilities.
- If specific changes are required to the proposed alternate form of guaranty, the Applicant will be required to resubmit the alternate form of guaranty form with changes identified by the FirstEnergy Ohio Utilities on the Business Day following the Business Day during which the RFP Manager notified the Applicant of the FirstEnergy Ohio Utilities' decision. No later than three (3) Business Days after

Name of Applicant

the Applicant's resubmission, the RFP Manager will notify the Applicant of the FirstEnergy Ohio Utilities' final decision.

A potential bidder that had secured approval for an alternate form of guaranty from any previous FirstEnergy Ohio Utilities' RFP and wishes to use the same alternate form of guaranty can renew this approval for any FirstEnergy Ohio Utilities' PIPP RFP by submitting:

1. The alternate form of guaranty from any previous FirstEnergy Ohio Utilities' PIPP RFP;
2. The enforceability opinion from any previous FirstEnergy Ohio Utilities' PIPP RFP;
3. A certification that the text of the alternate form of guaranty for the PIPP RFP is exactly the same as the alternate form of guaranty that had been previously approved from any previous FirstEnergy Ohio Utilities' PIPP RFP;
4. A certification that the text of the enforceability opinion for the PIPP RFP is exactly the same as the enforceability opinion that had been previously approved from any previous FirstEnergy Ohio Utilities' PIPP RFP.

If a potential bidder submits the materials as specified above, the alternate form of guaranty will be approved for the PIPP RFP without further re-evaluation. If a potential bidder had secured approval for an alternate form of guaranty from any previous FirstEnergy Ohio Utilities' PIPP RFP but is unable to provide the materials as specified above, the potential bidder must resubmit the alternate form of guaranty and all supporting documentation as specified above and these materials will be re-evaluated according to the criteria set forth in this document.

All proposing parties that become Registered Bidders under the PIPP Supplier Application process, but whose alternate form of guaranty are rejected by the FirstEnergy Ohio Utilities, are required to submit with their PIPP Supplier Application a supplemental certification that the Applicant unconditionally accepts all terms and conditions of the Master PIPP Supply Agreement.

Name of Applicant

Appendix C – Proposing Changes to the Pre-Bid Security Letter of Credit

The standard form of the Pre-Bid Security Letter of Credit presented in this section is in a form acceptable to the FirstEnergy Ohio Utilities and will be posted to the Information Website. However, an Applicant has the option to propose changes to the Pre-Bid Security Letter of Credit clearly identifying the proposed changes in an electronic, redlined version by email with their PIPP Supplier Application to FEOUPIPPRFPManger@crai.com.

The FirstEnergy Ohio Utilities will assess, in its sole and exclusive discretion, whether such modifications are acceptable. The Registered Bidder, in its PIPP Supplier Application, must provide the required executed Pre-Bid Security Letter of Credit that either uses the standard form or incorporates only those modifications to the standard form accepted by the FirstEnergy Ohio Utilities upon review of the PIPP Supplier Application. The proposed changes to the Pre-Bid Security Letter of Credit will be reviewed in accordance with the following process:

- Upon receipt of the PIPP Supplier Application, the RFP Manager will redact the modified Pre-Bid Security Letter of Credit to remove any information identifying the Applicant. The RFP Manager will then forward the redacted version to a credit and legal representative of the FirstEnergy Ohio Utilities.
- The credit and legal representative will determine whether such modifications are acceptable. The credit and legal representative shall inform the RFP Manager of its decision no later than seven (7) Business Days following the PIPP Supplier Application Due Date.
- Upon receipt of the FirstEnergy Ohio Utilities' decision, the RFP Manager will notify the Applicant of the FirstEnergy Ohio Utilities' decision. The FirstEnergy Ohio Utilities' decision will either state:
 - (i) The proposed changes to the Pre-Bid Security Letter of Credit are acceptable to the FirstEnergy Ohio Utilities in the form in which they were submitted.
 - (ii) The proposed changes to the Pre-Bid Security Letter of Credit are not acceptable to the FirstEnergy Ohio Utilities in the form in which they were submitted, but would be acceptable subject to specific changes of a minor nature. The correspondence from the RFP Manager will set forth the required changes.
 - (iii) The proposed changes to the Pre-Bid Security Letter of Credit are not acceptable to the FirstEnergy Ohio Utilities.

Name of Applicant

- If specific changes are required pursuant to (ii) above, the Applicant will be required to resubmit the Pre-Bid Letter of Credit with the changes identified by the FirstEnergy Ohio Utilities on the Business Day following the Business Day during which the RFP Manager notified the Applicant of the FirstEnergy Ohio Utilities' decision. No later than three (3) Business Days after the Applicant's resubmission, the RFP Manager will notify the Applicant of the FirstEnergy Ohio Utilities' final decision.

End of PIPP Supplier Application
