

DM 12-368



2727 Tuller Parkway, Suite 250
Dublin, OH 43017

December, 18th 2012

New Hampshire Public Utilities Commission
Debra Howland
Executive Director
21 South Fruit Street
Suite 10
Concord, N. H. 03301-2429



RE: Registering as an Electricity Aggregator

Dear Sir or Madam,

Enclosed you will find; two original copies of the MSI Utilities, Inc. cover letter, answers to the Code of Administrative Rules and the acknowledgement of Authorization to do business as a Foreign Corporation from the New Hampshire Department of State, Corporate Division.

MSI Utilities would have registered sooner however we were an exclusive agent to sell electricity with Metromedia Power (MMP). We believed that MSI was exempt from registering due to the exclusive nature of the agreement between the two. Per our discussion with Mr. Robert Wyatt that information is being disclosed to the commission and registration as an aggregator is being completed. Mr. Wyatt's contact information is as follows; Phone # (603) 271-2434; e-mail: Robert.Wyatt@puc.nh.gov.

We are currently working on approval from the NH Department of State to conduct business in the state (see attached application and Dept. of State letter). We were notified on Friday Dec. 14th that we would need to seek approval from another NH entity by the name of MSI Energy, LLC in order to conduct business under our name. The other business is similar in name and industry, but not purpose. The other entity notified us on Dec. 17th that they would not authorize us to use the name. We have decided to involve our attorney and he is working on whether to appeal the Dept. of State decision, or proceed with filing under a trade name. We will provide the Dept. of State authorization as soon as this is resolved.

Should you have any questions or require additional information regarding this filing please do not hesitate to contact me at 866-337-3463.

Warmest Regards,

A handwritten signature in black ink, appearing to read "Frank Warner".

Frank Warner
CEO, MSI Utilities, Inc

DISAPPROVED

MSI Utilities, Inc

State of New Hampshire - Public Utility Commission Initial Registration to provide Electricity Aggregation Services

1. The legal name of the application as well as any trade name(s) under which it intends to operate in this state;

MSI Utilities, Inc

2. The applicant's business address, Telephone number, email address and website address as applicable;

2727 Tuller Parkway suite 250 Dublin, Ohio 43017

614-781-6135

fwarner@msiutilities.com

www.msiutilities.com

3. The name(s), Title(s), business addresses, telephone number(s), and email addresses of the applicant if an individual or of the applicant's principal's, if the applicant is anything other than an individual;

Frank Warner, CEO 2727 Tuller Parkway Ste 250 Dublin, Ohio 43017; 866-337-3463; fwarner@msiutilities.com

Tom Williamson, President 2727 Tuller Parkway Ste 250 Dublin, Ohio 43017; 614-431-4251; twilliamson@msiutilities.com

4. The telephone number of the customer service department or the name, title, telephone number and email address of the customer service contact person of the applicant, including toll free telephone numbers if available;

Mike Watson, 2727 Tuller Parkway Ste 250 Dublin, Ohio 43017; Voice 614-781-6135 or 800-490-4427 ext 101; Fax 614-781-6140 or 800-490-2762

5. A copy of the applicants authorization to do business in New Hampshire from the secretary of state, if anything other than an individual:

NH Department of State authorization to do business will be provided once completed

6. Description of the geographic areas of New Hampshire in which the applicant intends to provide service, consistent with PUC 2006.01 (a)(10):

Granite State Electric Company

New Hampshire Electric Cooperative

Public Service Company of New Hampshire

Unitil Energy Systems, Inc

7. A statement that the application is not representing any supplier interest or a listing of any supplier interest the applicant intends to represent;

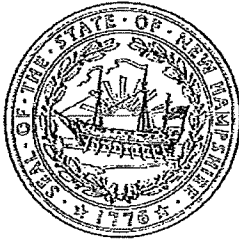
MSI Utilities, Inc represents Metromedia Power as an exclusive agent.

8. Except as provided in 2003.04(e), Payment of the required filing fee; and Check for \$250.00 Enclosed Herewith

MSI Utilities, Inc

A handwritten signature in black ink, appearing to read 'Frank Warner', is written over a horizontal line.

Frank Warner, CEO



State of New Hampshire
Department of State
Corporation Division
603-271-3246



December 10, 2012

MSI Utilities, Inc.
2727 Tuller Parkway Suite 250
Dublin, OH 43017

RE: Tracking # T1234525028
Entity Name: MSI UTILITIES, INC.

This filing is being rejected for the following reasons:

1. **The original written consent from the following entity registered with our office is required due to the similarity in business name and/or purposes:**

MSI Energy, LLC
PO Box 160
New London NH 03257

The original consent letter containing an original signature of a manager or member of the above named entity must be returned with this application. The consent letter must indicate that they give you full consent to the use of your proposed business name in the State of New Hampshire. **The consent cannot contain any stipulations or restrictions to the consent.**

2. The total filing fees of \$100.00 are on credit balance and will be reapplied to your application upon the return of your documents with this rejection notice. If you have any questions in regards to the rejection of this application please contact Denise at (603) 271-3246 xt. 137.

You have received this notice because your filing has failed to meet the criteria established by New Hampshire statute.

You MUST attach this letter to the corrected filing(s) and return all pages to ensure proper credit.

Physical Location: 25 Capitol St., 3rd Floor, Concord, NH 03301
Mailing Address: 107 North Main Street, Room 204, Concord, NH 03301

State of New Hampshire

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00
Use black print or type.

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is MSI Utilities, Inc.

SECOND: The name which it elects to use in New Hampshire is MSI Utilities, Inc.

THIRD: It is incorporated under the laws of Ohio.

FOURTH: The date of its incorporation is October 29, 2003 and the period of its duration is Ongoing.

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is 2727 Tuller Parkway, Suite 250, Dublin, OH 43017

SIXTH: The name of its registered agent IN NEW HAMPSHIRE is InCorp Services, Inc.
and the complete address (including zip code and post office box, if any) of its registered office IN NEW HAMPSHIRE is (agent's business address) 152 South Mast St., Goffstown, NH 03045

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are Broker acting as agent with Natural Gas and Electric services for commercial customers. MSI does not take title of the Natural Gas or Electric commodity.

State of New Hampshire
Form 40 - Application for Certificate of Authority 3 Page(s)



T1234525028

APPLICATION FOR CERTIFICATE OF AUTHORITY

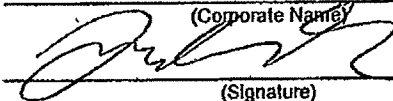
Form 40
(Cont.)

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>OFFICERS</u>		
<u>Frank Warner</u>	<u>CEO</u>	<u>2727 Tuller Parkway, Suite 250</u> <u>Dublin, OH 43017</u>
<u>Tom Williamson</u>	<u>President</u>	<u>2727 Tuller Parkway, Suite 250</u> <u>Dublin, OH 43017</u>

DIRECTORS

<u>None Required by Law</u>		

MSI Utilities, Inc.(Corporate Name)(Signature)Frank Warner(Print or type name)CEO(Title)Date signed: December 4, 2012

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:
fwarner@msiutilities.com, twilliamson@msiutilities.com

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, **DATED AND SIGNED ORIGINAL AND FORM SRA** to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: MSI Utilities, Inc.

Business Address (include city, state, zip): 2727 Tuller Parkway, Suite 250, Dublin, OH 43017

Telephone Number: (866) 337-3463 E-mail: fwarner@msiutilities.com

Contact Person: Frank Warner

Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. **[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C):]**

1. ☒ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
A) This business has 10 or fewer owners; and
B) Advertising relating to the sale of ownership interests has not been circulated; and
C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. ☐ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. ☐ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. ☐ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. ☒ This business is not being formed in New Hampshire.
2. ☐ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Frank Warner Signature: 

Date signed: December 4, 2012

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

MSI Utilities, Inc.
2727 Tuller Parkway Suite 250
Dublin, OH 43017