

Electricity Retailer Certificate of Compliance

Under Section 6.1 of the Electricity Retailer Code of Conduct

Part I: Definitions and Interpretation

1.1 In this Certificate:

“applicable legal and regulatory requirements” means all applicable requirements under the *Energy Consumer Protection Act, 2010*, the *Ontario Energy Board Act, 1998*, regulations made under those Acts, a licence issued under section 57(d) of the *Ontario Energy Board Act, 1998* and any code issued by the Board under section 70.1 of the *Ontario Energy Board Act, 1998* that are in force on the Effective ECPA Date;

“Effective Certification Date” means the later of the Effective ECPA Date and the date on which this Certificate is signed by the Retailer and filed with the Board;

“Effective ECPA Date” means January 1, 2011;

“low volume consumer” has the meaning given to it in the Board's Electricity Retailer Code of Conduct;

“Retailer” means the licensed retailer identified in the opening paragraph of Part II;

“salesperson” has the meaning given to it in the Board's Electricity Retailer Code of Conduct;

“text-based” has the meaning given to it in the *Energy Consumer Protection Act, 2010*; and

“verification representative” has the meaning given to it in the Board's Electricity Retailer Code of Conduct.

1.2 Unless otherwise defined in this Certificate, words and phrases shall have the meanings given to them in the *Ontario Energy Board Act, 1998*, the *Energy Consumer Protection Act, 2010* or the regulations made under those Acts.

1.3 In this Certificate, “N/A” in relation to a given statement means that the Retailer will not, as of the Effective Certification Date and for a period of not less than 1 month thereafter, carry on the activity to which the statement relates.

1.4 All statements in this Certificate pertain to retailing to low volume consumers.

Part II: Certification

I, Chris Weston, President & CEO, Direct Energy Marketing Limited

having made all necessary enquiries, certify on behalf of the Retailer that:

Confirmation of Retailing Activities

The channels that the Retailer intends to use for the purpose of retailing electricity as of the Effective Certification Date are the following:

Yes No

(A) Door-to-Door

(B) Exhibitions

(C) Trade shows

(D) Direct Mail

(E) Retailer's place of business

(F) Internet

(G) Telephone Renewals

(H) Other (please specify below)

Certificate of Compliance		
1. Salespersons	Yes	N/A
(A) All salespersons acting on behalf of the Retailer have undergone training and testing in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) Each salesperson acting on behalf of the Retailer has been provided with business cards that meet all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) Each salesperson acting on behalf of the Retailer has been provided with an identification badge that meets all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(D) The Retailer's practices for hiring or contracting for salespersons are such that on and after the Effective Certification Date, those persons can be expected to conduct their activities in compliance with all applicable legal and regulatory requirements and with integrity and honesty	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(E) Adequate processes and controls, designed to ensure that the conduct of salespersons on and after the Effective Certification Date is in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

2. Sales using a text-based contract	Yes	N/A
(A) All contract offers, contracts and promotional material pertaining to the sale of electricity to consumers have been prepared or revised as required to comply with all applicable legal and regulatory requirements and only offers, contracts and promotional material that so comply will be used on and after the Effective Certification Date	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) The required disclosure statement and price comparison will be used on and after the Effective Certification Date in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) Adequate processes and controls, designed to ensure that the text-based contracting process on and after the Effective Certification Date is conducted in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

3. Sales using the internet	Yes	N/A
(A) The Retailer's internet website and internet contracting process have been prepared or revised to comply with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) All contract offers, contracts and promotional material pertaining to the sale of electricity to consumers have been prepared or revised as required to comply with all applicable legal and regulatory requirements and only offers, contracts and promotional material that so comply will be used on and after the Effective Certification Date	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) The required disclosure statement and price comparison will be used on and after the Effective Certification Date in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(D) Adequate processes and controls, designed to ensure that the internet contracting process on and after the Effective Certification Date is conducted in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

4. Verification	Yes	N/A
(A) No verification representative acting on behalf of the Retailer will be remunerated on and after the Effective Certification Date in a manner contrary to any applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) All verification representatives acting on behalf of the Retailer have undergone training and testing in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) All verification representatives acting on behalf of the Retailer have been instructed to do so using the verification call script approved by the Board	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(D) Adequate processes and controls, designed to ensure that each verification call made or received by the Retailer on and after the Effective Certification Date (including a call from a consumer for the purpose of giving notice not to verify) is recorded and that a copy of the call recording can be retrieved and provided to the consumer upon request in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(E) Adequate processes and controls, designed to ensure that the verification of electricity contracts with consumers on and after the Effective Certification Date is conducted in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

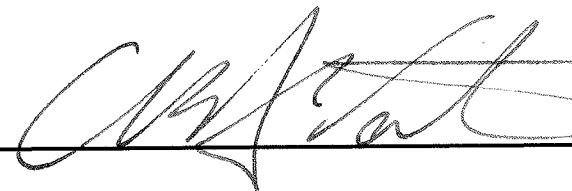
5. Contract Renewals and Extensions	Yes	N/A
(A) All contract renewal/extension offers, contract renewal/extension forms and promotional material pertaining to the renewal/extension of electricity contracts with consumers have been prepared or revised in accordance with all applicable legal and regulatory requirements and only contract renewal/extension offers, renewal/extension forms and promotional material that so comply will be used	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) The required disclosure statement and price comparison will be used on and after the Effective Certification Date in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) All salespersons conducting telephone renewals on behalf of the Retailer have undergone training and testing in accordance with all applicable legal and regulatory requirements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(D) All salespersons conducting renewal calls on behalf of the Retailer have been instructed to do so using the renewal call script approved by the Board	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(E) Adequate processes and controls, designed to ensure that each renewal/extension call made or received by the Retailer on and after the Effective Certification Date (including a call from a consumer for the purpose of giving notice not to renew/extend) is recorded and that a copy of the call recording can be retrieved and provided to the consumer upon request in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(F) Adequate processes and controls, designed to ensure that the renewal/extension of electricity contracts with consumers on and after the Effective Certification Date is conducted in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

6. Contract Amendments	Yes	N/A
(A) Adequate processes and controls, designed to ensure that the amendment of any electricity contract with a consumer on and after the Effective Certification Date is conducted in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

7. Cancellations and Retractions	Yes	N/A
(A) Adequate processes and controls, designed to ensure that the cancellation of any contract with a consumer on and after the Effective Certification Date is processed in accordance with all applicable legal and regulatory requirements, including as to the payment of any refund to which the consumer may by law be entitled and to the switching of the consumer back to the consumer's utility, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) Adequate processes and controls, designed to ensure that the retraction of the renewal/extension of any electricity contract by a consumer on and after the Effective Certification Date is processed in accordance with all applicable legal and regulatory requirements, including as to the switching of the consumer back to the consumer's utility, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(C) Adequate processes and controls, designed to ensure that each cancellation call and each retraction call received by the Retailer on and after the Effective Certification Date is recorded and that a copy of the call recording can be retrieved and provided to the consumer upon request in accordance with all applicable legal and regulatory requirements, are in place	<input checked="" type="checkbox"/>	<input type="checkbox"/>

8. Complaint Handling	Yes	N/A
(A) Adequate processes and controls are in place to ensure that consumer complaints on and after the Effective Certification Date alleging non-compliance with any applicable legal or regulatory requirement can be received and are reviewed by the Retailer in a timely manner	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(B) Adequate processes and controls are in place to ensure that remedial action is taken in a timely manner to address consumer complaints referred to in (A) above, with the consumer and/or with any person that is the subject of the complaint	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Date of Filing: December 31, 2010


Chris Weston, President & CEO, Direct Energy Marketing Limited

Signature Title

Notes:

1. In accordance with section 6.3 of the Board's Electricity Retailer Code of Conduct, this Certificate must be signed by the Retailer's Chief Executive Officer, Chief Operating Officer, President or other person of equivalent position.
2. It is an offence under section 126(1)(b) of the *Ontario Energy Board Act, 1998* to knowingly furnish false or misleading information in any application, statement or return made under that Act or in any circumstances where information is required or authorized to be provided under that Act.