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PUCO

March 29, 2012

Public Utilities Commission of Ohio  
Docketing Division  
13th Floor  
180 East Broad Street  
Columbus Ohio 43215- 3793

**RE: PUCO Docket Nos. 10-2909-EL-CRS and NG-11-2410-GA-CRS**

To Whom It May Concern:

Cincinnati Bell Energy, LLC ("Cincinnati Bell" or "Company") submits the following updates and supplements to the information that it provided the Public Utility Commission of Ohio ("Commission") when it filed its original application.

**A-4 List all names under which the applicant does business in North America**

Cincinnati Bell Energy, LLC; Viridian Network, LLC; Viridian Energy Inc.; Viridian Energy PA, LLC; Viridian Energy NY, LLC; Viridian Energy NG, LLC; and Viridian Energy MD, LLC

**A-5 Contact person for regulatory or emergency matters**

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**A-10 Principal Officers, Directors & Partners** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

- Michael Fallquist—President & CEO  
64 North Main Street  
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This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician IN Date Processed MAR 30 2012

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## **A-11 Corporate Structure**

Since the submission of Cincinnati Bell's initial application to the Commission, it has become affiliated with other retail supply companies. Cincinnati Bell is one of seven, wholly owned subsidiaries of Regional Energy Holdings, Inc. ("REH"). Those affiliates are: Viridian Network, LLC; Viridian Energy PA, LLC; Viridian Energy NY, LLC; Viridian Energy MD, LLC; Viridian Energy NG, LLC; and Viridian Energy, Inc. Please find an organizational chart attached that graphically displays the affiliate structure.

In addition to the above referenced affiliates, Cincinnati Bell discloses that, by virtue of certain positions of common control held by two individuals who previously served on the Board of Directors of Cincinnati Bell's parent company, Regional Energy Holdings, Inc. ("REH"), and the Board of Directors of Viridian Energy Inc. an affiliate relationship may have existed between REH and Glacial Energy Holdings ("Glacial Holdings") during certain discrete past periods. Upon learning of the board of directors positions held by these individuals, REH immediately acted to eliminate any possibility of an affiliate relationship. Specifically, on March 6 and 8, 2012, the individuals involved resigned from the board of directors positions that created the apparent affiliation. Additionally, an affiliate relationship may have existed during the past period due to a third individual's indirect ownership of REH and simultaneous control of more than 10 percent of Glacial Holdings. Note that REH has no direct or operational relationship with Glacial Holdings.

**64 N. Main St., Norwalk, Connecticut 06854**

To the extent necessary, and out of an abundance of caution, Cincinnati Bell submits notice of this past relationship to the Commission. REH is a parent company that owns operating entities, including Cincinnati Bell, that engage in the retail supply of electricity to end-use customers in a number of Mid-Atlantic, Northeast, New England and Midwest states. The affiliate relationship between REH and Glacial Holdings, if any, arises from ownership interests and/or control positions held by David Levy, Isaac Barber, and Mark Nordlicht at various times during the pertinent period. The pertinent period began in August 2010 and ended on March 8, 2012 (the “pertinent period”), when Mr. Levy resigned from the Board of Directors and Executive Committee of REH and Mr. Barber resigned from the Board of Directors of Glacial Holdings. On March 6, 2012, Messrs. Levy and Barber resigned from the Board of Directors of an REH subsidiary, Viridian Energy, Inc. The pertinent period for Mr. Nordlicht began on December 21, 2010 and ended on May 2, 2011.

As to REH, during the pertinent period, Messrs. Levy and Barber were on the Boards of Directors of REH and also were members of the Executive Committee of the Board, which was formed for the purpose of carrying out the duties of the Board and, as such, had authority to manage and administer the affairs of REH and indirect authority over the affairs of REH subsidiaries, including the Viridian entities. Messrs. Levy and Barber also sat on the Board of Directors of one of these entities, Viridian Energy, Inc. It should be noted that Messrs. Levy and Barber each owned less than two percent of the stock in REH, and thus are not in a position to exercise ownership control over REH.

The control relationships of Messrs. Levy and Barber with respect to Glacial Holdings were more complicated. Throughout the pertinent period—that is, from August 18, 2010 to March 8, 2012—Hasbro Management LLC (“Hasbro”) and Photon Management LLC (“Photon”) owned 11 percent and 9 percent, respectively, of Glacial Holdings, but otherwise had no ownership interests in any other entities. . During that period, there were three slightly different situations in place during periods ranging from four months to ten months in duration. It appears that, during these time frames, Messrs. Levy and Barber were capable of exercising control over the Photon and Hasbro stock interests in Glacial Holdings several months at a time. In addition, during the entire time span, they were on the Board of Directors of Glacial Holdings. However, combined Messrs. Levy and Barber did not have sufficient votes to control the Board of Directors of Glacial Holdings.

First, during the four-month period from August 18, 2010 to December 21, 2010, Mr. Levy owned 10 percent of the ownership interests in Photon and 10 percent of the ownership interests in Hasbro, and was a Managing Member of each. Likewise, from August 18, 2010 until December 21, 2010, Mr. Barber owned 10 percent of such interests in Photon and Hasbro, and was a Managing Member of each. (Thus, Messrs. Levy and Barber each owned 2 percent of Glacial Holdings.) David Levy Grantor Trust No. 2 (“Trust”) owned the remaining 80 percent of Hasbro and Photon. Second, during the five-month period from December 21, 2010 until May 2, 2011, neither Mr. Levy nor Mr. Barber had any ownership interests in, nor was a Managing Member of Hasbro or Photon. Hasbro was 100 percent owned by Cobblestone Holdings LLC (“Cobblestone”), and Photon was 100 percent owned by Platinum Partners Credit Opportunities Master Fund LP, f/k/a Centurion Credit Group Master Fund LP (“Centurion”). Third, during the ten-month period from May 2, 2011 to the present, Mr. Levy has owned one percent of Hasbro and Photon, and has been Managing Member of each of these entities. As Managing Member Mr. Levy controls Photon and Hasbro and, despite owning only 1 percent of each entity, he cannot be removed or replaced by the owners of the other 99 percent. of the respective entities. During the period starting May 2, 2011 to March 9, 2012, Cobblestone owned the remaining 99 percent of Hasbro and Centurion owned the remaining 99 percent of Photon.

Assuming Mr. Levy's and Mr. Barber's position as Managing Member of Hasbro and Photon enabled them to control the 11 percent and 9 percent of the stock of Glacial Holdings, it is arguable that an affiliate relationship between REH and Glacial Holdings briefly existed during the four-month period between August 18, 2010 and December 21, 2010, and, by virtue of Mr. Levy's Managing Member position, the ten-month period between May 2, 2011 and March 8, 2012. During the first of those periods, it is arguable that Messrs. Levy and Barber also were capable of exercising control over REH and indirect control over its subsidiaries by virtue of their serving on the Executive Committee of REH. During the second period, the same may be said of Mr. Levy, but not Mr. Barber, who had ceased being Managing Member of Photon and Hasbro, and had, thus, ceased exercising any control over such stock beginning on December 21, 2010. As noted above, Messrs. Levy and Barber have minimal ownership interests in REH, as each owns less than two percent of the stock of REH.

During the pertinent periods, Mr. Nordlicht indirectly owned, and continues to indirectly own, 17.84 percent of REH. Mr. Nordlicht did not have, and does not have, any director position or management position that would allow him to control REH. Additionally, during the period from December 21, 2010 to May 2, 2011, Mr. Nordlicht directly and/or indirectly owned and/or had control over the Photon and Hasbro entities that own 20 percent of Glacial Holdings. Arguably during this period of time, REH and Glacial Holdings could have been considered affiliates due to Mr. Nordlicht's simultaneous indirect ownership of REH and control of more than 10 percent of Glacial Holdings. Any deemed affiliation ended on May 2, 2011 when Mr. Levy assumed control of the entities owning interests in Glacial Holdings. Mr. Nordlicht currently has direct or indirect ownership of less than 2 percent of Glacial Holdings and does not control the equity of Glacial Holdings.

While it is unlikely that the foregoing positions and relationships satisfy the Commission's definition of "affiliate", Cincinnati Bell is willing to assume, in the interest of presenting a complete record to the Commission, that an affiliate relationship may have existed. Cincinnati Bell was unaware of the relationships that existed with certain individuals and Glacial Holdings that, in retrospect, may have created an affiliate relationship until very recently, and so did not report this matter earlier. In the interest of presenting a complete record to the Commission, Cincinnati Bell provides this information with this Continuing Compliance Report. Moreover, even assuming that an affiliate relationship existed during the past periods identified above, it had no material effect on Cincinnati Bell's activities in Ohio and, more importantly, it no longer exists.

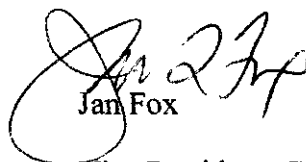
#### **B-1 "Jurisdictions of Operation"**

Cincinnati Bell and its affiliates presently operate in Connecticut, Pennsylvania, Maryland, New Jersey, Illinois, and New York. Additionally, operations are anticipated to begin soon in Massachusetts, Maine, Washington DC, and New Hampshire.

I hereby affirm that I am authorized to make this request on behalf of Cincinnati Bell Energy, LLC.

If you have any questions or if I can be of any assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Jan Fox", with a large, stylized loop on the left side.

Jan Fox

Vice President, General Counsel & Secretary

cc: Office of the Ohio Consumers' Counsel  
10 West Broad Street, Suite 1800  
Columbus, Ohio 43215-3485

Enclosure