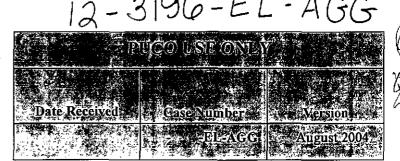


The Public Utilities Commission of Ohio





CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may input information directly onto the form. You may also download the form, by saying it to your local disk, for later use.

A. APPLICANT INFORMATION

	fit, Inc
Address 300 Parkbrooke Place	
Telephone #_(678) 566-3570	Web site address (if any) www.nationaltaxcredit.com
List name, address, tel will do business in Ohi Legal Name National Tax Cree	
Address 300 Parkbrooke Place	
	Web site address (if any) www.nationaltaxcredit.com
List all names under w	hich the applicant does business in North America

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

JULY DEPT TO SOCKETING DIA

			Woodstock, GA 30189		
	Telephone # (678) 566-3570		Fax # (404) 393-4468		
	E-mail address (if any) tgriffin@natio	naltaxcredit.co	om		
-5	Contact person for Commi	ssion St	aff use in investigati	ing customer o	complaints
	Name Todd Griffin				
	Title Chairman				
	Business address, 300 Parkbrooke Place	ce Ste 140	Woodstock, GA		
	Telephone # (678) 566-3570		Fax # (404) 393-4468		
	Telephone # (678) 566-3570 E-mail address (if any) tgriffin@n:	ationaltaxcr	edit.com		
-6	Applicant's address and tol	l-free n	umber for customer	service and c	omplaints
	Customer Service address 300 Pa Toll-free Telephone # (866) 499-4 E-mail address (if any) tgriffin@na	rkbrooke Pla	ice Ste 140 Woodstock, GA		
	Toll-free Telephone # (866) 499-0	3355	Fax # (404) 393-	4468	
	E-mail address (if any) tgriffin@na	ationaltaxcr	edit.com		
-8	Applicant's form of owners	hip (ch	eck one)		
	□ Sole Proprietorship		□ Partnership		
			 Limited Liability Co 	ompany (LLC)	
	 Limited Liability Partnership 	(LLP)			
	☐ Limited Liability Partnership ☐ Corporation	(LLP)	D Other		
-9			□ Other		iified territory
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A-10	Provide the approximate start date that the applicant proposes to begin delivering services
	December 1, 2012

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-11 <u>Exhibit A-11 "Principal Officers, Directors & Partners"</u> provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-12 <u>Exhibit A-12 "Corporate Structure,"</u> provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.
- A-13 <u>Exhibit A-13 "Company History,"</u> provide a concise description of the applicant's company history and principal business interests.
- A-14 Exhibit A-14 "Articles of Incorporation and Bylaws," if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15 <u>Exhibit A-15 "Secretary of State,"</u> provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. <u>APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- **B-1** Exhibit B-1 "Jurisdictions of Operation," provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2 <u>Exhibit B-2 "Experience & Plans,"</u> provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

- B-3 Exhibit B-3 "Summary of Experience," provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).
- **B-4** Exhibit B-4 "Disclosure of Liabilities and Investigations," provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.
- B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

□ No □ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

X No □ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. <u>APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE</u>

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- C-1 <u>Exhibit C-1 "Annual Reports,"</u> provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.
- C-2 <u>Exhibit C-2 "SEC Filings,"</u> provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

- C-3 <u>Exhibit C-3 "Financial Statements,"</u> provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.
- C-4 <u>Exhibit C-4 "Financial Arrangements,"</u> provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).
- C-5 <u>Exhibit C-5 "Forecasted Financial Statements,"</u> provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRES operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.
- C-6 <u>Exhibit C-6 "Credit Rating,"</u> provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 <u>Exhibit C-7 "Credit Report,"</u> provide a copy of the applicant's credit report from Experion, Dun and Bradstreet or a similar organization.
- C-8 <u>Exhibit C-8 "Bankruptcy Information,"</u> provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

C-9	Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the
	application.
	My CHASEN
	Signature of Myblicant & Title
	Sworn and subscribed before me this day of
	Month Year
	Signature of official administering oath LAOMG ROBERTSON Print Name and Title
	Signature of otheral administering out in
	My commission expires on Apr. 1 08, 2016
	Manual County GEORGE

<u>AFFIDAVIT</u>

State	of Georgia:	Washtock ss.
		(Town)

County of Cherokee:

Laony Rubetson, Affiant,	being duly sworn/affirmed ac	ccording to law, depos	es and says that:
	(Office of Affiant) of		

That he/she is authorized to and does make this affidavit for said Applicant,

- The Applicant herein, attests under penalty of false statement that all statements made in the
 application for certification are true and complete and that it will amend its application while the
 application is pending if any substantial changes occur regarding the information provided in the
 application.
- 2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross carnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
- 3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
- 4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
- 5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
- 6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
- 7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
- 8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
- 9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
- 10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Saff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Signature of Athera & Title

Sworn and subscribed before me this ______ d

day of beauto-, 3012 Month Year

Signature of official administering oath

LAONG ROBERTSON
Print Name and Title

My commission expires on APRIL 08, 2016

Exhibit A-11 Principal Officers, Directors & Partners (National Tax Credit)

Todd Griffin, Chairman 300 Parkbrooke Place Ste 140 Woodstock, GA. 30189

866-499-6355 office

Jason McCauly, CEO 300 Parkbrooke Place Ste 140 Woodstock, GA. 30189

866-499-6355 office

Lisa Worley, Controller 300 Parkbrooke Place Ste 140 Woodstock, GA. 30189

866-499-6355 office

Bob Traylor, CFO 300 PArkbrooke Place Ste 140 Woodstock, GA 30189

866-499-6355 office

Exhibit A-12 Corporate Structure (National Tax Credit)

National Tax Credit Holdings, Inc. does not have any subsidiaries

National Tax Credit Holdings, Inc.

Exhibit A-13 Company History (National Tax Credit)

National Tax Credit is a national leader in identifying, tracking, processing and certifying ALL available state and federal tax credits. These tax credits help companies become more profitable by reducing the amount of tax liability owed.

We are the largest independent processor of federal and state income tax credits and have captured over \$200 million tax credits and incentives since 1998.

Our environmental division has developed a program that allows our clients to receive a direct cost reduction on waste and disposal cost, through the benefit of green credits and incentives for both the waste vendor and the client.

We have been successful achieving savings for 500+ clients across the nation and we do this by using a mix of environmental tax credits and incentives, client pooling as well as "win-win" negotiating procedures that significantly reduce your waste disposal costs. In 70% of our programs evaluated, we have achieved savings for our clients with those savings averaging 40% cost reduction across the board.

National Tax Credit provides consulting and processing services related to the locating and processing of credits, and the application of those credits, benefits and incentives. These credits include pollution control, renewable energy, alternative energy, environmental compliance, energy conservation recycling, and carbon footprint analysis.

National Tax Credit assists companies in identifying potential cost savings and refunds for companies commercial waste disposal services.

Exhibit A-14 Articles of Incorporation and Bylaws (National Tax Credit)

See next 6 pages from Secretary of State Alabama
Listed Page 1 thru 6

Exhibit 17-14

ARTICLES OF INCORPORATION OF NATIONAL TAX CREDIT HOLDINGS, INC.

State of Alabama, Etowah County I certify this instrument was filed and fees collected on:

2011 February -17 2:1325

To the Honorable Bobby Junkins, Judge of Probate of Etowah County, Alabama:

Instrument Number 3345694 Pages	7
CORPORATION	٠.
CERTIFICA 3.00 SCAN FEE 5.00	Û
HENTAL HE 2.00 CHARTER/J 50.00	ì
PROBATE 1 3.00	
Total Fees 63.80	1

We, the undersigned desiring to become a body corporate, do hereby file the following white less of probata incorporation, pursuant to the laws of the State of Alabama, and the undersigned incorporators do hereby make and subscribe their names to these Articles.

ARTICLE I: NAME, DURATION AND STATUS

The name of the corporation shall be National Tax Credit Holdings, Incorporated (hereafter referred to as "the corporation"). The Duration of the corporation shall be perpetual. The corporation status shall be that of a C-Corporation as further considered within the bylaws of the corporation.

ARTICLE II: OBJECTS

The objects for which the corporation is formed shall be as follows:

- (a) To act in the capacity of a sales organization composed of sales agents and representatives who locate and sign companies of all sizes and locations to contracts for business services, to include but not limited to: tax credit processing, background screening, business communication services, and other such business process outsourcing as the corporation shall deem desirable and profitable and as allowed under applicable law:
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial, engineering, architectural services, accounting, bookkeeping and other services of every nature, kind and character, which a Limited Liability Company may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) Providing limited business related administrative functions to include but not limited to payroll administration, workers compensation, and human resources services.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations or governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To operate one or more organizations, within or without the State of Alabama to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or

Exhibit 7-14

personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(i) To transact any or all business permitted under the applicable laws of the State of Alabama for the purposes of furthering the interests of the corporation.

ARTICLE III: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be in Gadsden, Alabama, at 319 South 2nd Street, 35901.

The initial registered agent of the corporation authorized to receive service of process is Kent Back whose address is 319 South 2nd Street at Gadsden, Alabama 35901.

ARTICLE IV: AUTHORIZED CAPITAL STOCK

The total authorized capital stock shall be One Hundred (100) shares of common stock. All stock shall be common stock and non-assessable.

ARTICLE V: OFFICER TO RECEIVE SUBSCRIPTIONS

The name and post office address of the agent designated to receive subscriptions to said capital stock is Kent Back, 319 South 2nd Street, Gadsden, AL 35901.

ARTICLE VI: INCORPORATIONS, DIRECTORS AND OFFICERS

The names and post office addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

Kent Back, Tim Bowman, Craig PO Box 978, Fifty Percent (50%)
Inzer, Jr d/b/a National Tax Credit Gadsden, AL 35902

Simola move antiques factions diffication

- Birmingham, LLC

Todd Griffin d/b/a NTC - PO Box 1285. Sixteen and 2/3 Percent Alpharetta, LLC Cumming, GA 30028 (16 2/3%)

George Taggart d/b/a National Tax 2259 Ward Ave, Suite Thirty-three and 1/3

Credit – Los Angeles, LLC 100, Simi Valley, CA Percent (33 1/3 %)

The names and addresses of the Directors chosen for the first year are as follows:

NAME	ADDRESS
Kent Back Tim Bowman	319 South 2 nd Street, Gadsden, Alabama 35901 319 South 2 nd Street, Gadsden, Alabama 35901
Todd Griffin	PO Box 1285, Curning, GA 30028
Craig Inzer. Jr	319 South 2nd Street, Gadsden, Alabama 35901
George Taggart	2259 Ward Ave, Suite 100, Simi Valley CA 93065

The names and addresses of the Officers chosen for the first year are as follows:

NAME	OFFICE	ADDRESS
Kent Back	President	319 South 2 nd Street, Gadsden, Alabama 35901
Tim Bowman	Vice President	319 South 2 nd Street, Gadsden, Alabama 35901
Craig Inzer, Jr	Treasurer	319 South 2 nd Street, Gadsden, Alabama 35901
George Taggart	Secretary	2259 Ward Ave, Suite 100, Simi Valley CA 93065

ARTICLE VII: POWERS

The corporation shall possess all the powers necessary to conduct the business or businesses, and to carry out the objects expressed herein and all of those expressly conferred on corporations by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

- (a) To lend money and take security therefore, or to borrow money and give security therefore, on such terms as to the Board of Directors may deem proper and available.
- (b) To purchase, acquire and own shares of its own capital stock, or the capital stock of any other corporation.
- (c) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

ARTICLE VIII: RESTRICTIONS

There shall be no restrictions on the corporation's capital stock.

(Signature Pages follow this page)

Exh.b.+ A-14

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names of day of February. 2011, at Gadsden, Alabama.	on this
Kent Back	
Kent Back of NTC-Birmingham	
- Ra	
Tim Bowman of NTC-Birmingham	
Crain Inzer. Jr of NTC-Birmingham	
THIS INSTRUMENT WAS PREPARED BY:	
Phillip W. Williams Jr., Attorney at Law	
Williams & Associates, LLC	
400 Broad Street, Gadsden AL 35901	
)
STATE OF ALABAMA COUNTY OF ETOWAH) }
,	,
BEFORE ME, <u>Teresa Shew</u> , a Notary Public, in and for the State of Alabama at Large, personally appeared Kent Back. Tim Bowman and Craig Inzer Jr, who being known to me and who by me first duly sworn, deposed and say that they have read the foregoing and do execute these Art of Incorporation of National Tax Credit Holdings, Inc. willingly with knowledge of the contents he SWORN TO AND SUBSCRIBED TO before me on this <u>11</u> day of February, 2011, witness my hand official seal of office.	icles rein.
NOTARY PUBLIC	
STATE OF ALABAMA AT LARGE	
My Commission Expires: 9-16-13	

VTC-Alpharetta

STATE OF GEORGIA COUNTY OF Fruits

BEFORE ME, Maries Koggis a Notary Public, in and for the State of Georgia at Large, personally appeared Todd Griffin, who being known to me and who being by me first duly sworn, deposed and said that he has read the foregoing and does execute these Articles of Incorporation of National Tax Credit Holdings. Inc. willingly with knowledge of the contents herein. SWORN TO AND SUBSCRIBED TO before me on this Item of February, 2011, witness my hand

and official seal of office.

STATE OF GEORGIA AT LARGE

My Commission Expires: 9-21-2012

IICA LOUISE ROGERS

)

George Paggart of NFC-Los Angeles

STATE OF CALIFORNIA COUNTY OF Ventura

BEFORE ME. Durca, a Notary Public, in and for the State of California at Large, personally appeared George Taggart, who being known to me and who being by me first duly sworn, deposed and said that he has read the foregoing and does execute these Articles of Incorporation of National Tax Credit Holdings, Inc. willingly with knowledge of the contents herein.

SWORN TO AND SUBSCRIBED TO before me on this 11 day of February, 2011, witness my hand and official seal of office.

NOTARY PUBLIC
STATE OF CALIFORNIA AT LARGE
My Commission Expires: Way 11, 2012

JEANNE DUNCAN
Commission # 1795627
Notary Public - California
Ventura County
My Comm. Exclass May 11, 2012

Beth Chapman Secretary of State P.O. Box 5616 Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

National Tax Credit Holdings, Inc.

This domestic corporation name is proposed to be incorporated in Etowah County and is for the exclusive use of Tim Bowman, PO Box 978, Gadsden, AL 35902 for a period of one hundred twenty days beginning February 1, 2011 and expiring June 2, 2011.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 1, 2011

Date

Name and the same and the same

Beth Chapman

Secretary of State

201231201064

DATE: 11/08/2012 DOCUMENT ID 201231201064

DESCRIPTION FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF) FILING 125.00 EXPED .00

PENALTY 00 CERT

COPY

Receipt

This is not a bill Please do not remit payment.

NATIONAL TAX CREDIT HOLDINGS, INC. JASON MCCAULEY P.O. BOX 466 WOODSTOCK, GA 30188

STATE OF OHIO

CERTIFICATE

Ohio Secretary of State, Jon Husted

2150005

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NATIONAL TAX CREDIT HOLDINGS, INC.

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

FOREIGN FOR PROFIT CORPORATION - LICENSE

201231201064

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

CRETAR O

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 7th day of November, A.D. 2012.

Jon Hostel

Ohio Secretary of State

Exhibit A-15 Secretary of State (National Tax Credit)

Exhibit B-1 Jurisdictions of Operation (National Tax Credit)

National Tax Credit is not licensed as an agent, broker or consultant in any jurisdiction as of the date of this filing.

National Tax Credit will be applying for license in all states that have deregulation in the next year.

Exhibit B-2 Experience & Plans (National Tax Credit)

National Tax Credit energy procurement division will provide management and consulting services for energy procurement to our **customer base of 500 organizations/businesses**. We will assist organizations in managing risk, reducing costs, and securing the best pricing for energy. We will provide access to alternative Retail Energy Suppliers. We will assist in coordinating the contracts required by and between the RES and each customer. We will provide ongoing support and monitor all RES contracts and contracted rates. The RES will provide the actual billing service to end user. We will work with our RES for assistance with any concerns or problems that may occur with our customers. We will maintain business operation form 8:00am to 5:00pm to answer any questions, concerns, and complaints, which will be handle by our staff of 6 administrative personnel. Further support will be provided by our sales staff. Customers will be allowed to contact us by phone and email at corporate. The customer will have the same access to the sales person responsible for the any energy procurement sale. We will respond to all question, concerns, and complaints immediately.

ENERGY CONSULTING SERVICES OFFERED

Strategic Energy Analysis

- Regulatory Intelligence & Analysis
- Bill Auditing examination of existing supplier contract/s
- Tariff Analysis
- Load Analysis
- Market/Price Supply & Demand Trends
- Emerging Technologies & Strategies

TECHNICAL CONSULTING SERVICES OFFERED

- Analysis of Vendor Proposals/Quotes
- Risk Management Strategies
- Facility Performance Audits and Analysis
- RFP Document Review

ENERGY PROCUREMENT SERVICES OFFERED

- Competitive Energy Procurements offered through Suppliers
- Electricity
- · Natviral Gas

Exhibit B-3 Summary of Experience (National Tax Credit)

NTC Energy division is newly formed. We will be contracting with reputable sales personnel to provide the actual energy procurement to our customer base of 600 clients. We will be working very closely with all the RES that we contract with. They will provide ongoing support and will assist us in matters we need help.

Our current sales staff has over 50 years of sales experience in the areas of environmental and green incentives which overlap in the energy arena. We help clients find incentives and tax credits for energy efficiencies and renewable energy programs.

NTC will focus on providing energy procurement to its core customer based of 600 clients, which are all in the commercial and industrial industries.



300 Parkbrooke Place, Suite 140 Woodstock. GA 30189 Fax: 404-393-446

Phone: (800) 467-1180

Todd Griffin, Chairman of National Tax Credit

Has over 21 years of business and consulting experience and training. Currently serves as Chairman and VP of Sales of National Tax Credit.

I have served as President of Faith Forest prior to NTC.

A graduate of Southern Arkansas University, I have a degree in Marketing and Finance.

I have represented clients in many different verticals; I have identified significant credits State and Federal as well as Environmental for my clients.

Specialties:

- Contract Negotiations
- Cost Reduction
- Waste Stream Consulting
- Client Management
- Systems Management
- Business Development
- Strategy Specialist
- Cost Segregation
- State & Federal Tax Credits and Incentives
 Environmental and Green Credits
- Timber Evaluations and Managment



300 Parkbrooke Place, Suite 140 Woodstock, GA 30189 Fax: 404-393-446

Phone: (800) 467-1180

Current Position: CEO, National Tax Credit, Inc.

Prior to joining NTC Jason was a director in Standard and Poor's structured finance group where he distinguished himself as a senior portfolio analyst covering a broad range of structured products.

His experience included covering retail and commercial loan and lease securitizations, commercial operating assets, and synthetic credit derivatives. Jason managed large originator relationships including GE Capital, CNH Capital, John Deere Capital Finance, and numerous others.

He authored and published industry and transaction specific research and was a regular guest speaker and panelist at industry trade group conferences. Jason started his career as an engineering consultant with Piedmont Geotechnical Consultants in Atlanta, GA. Jason holds a MBA from The Johnson School of Management at Cornell University and Bachelor and Masters Degrees in Civil Engineering from the Russ College of Engineering at Ohio University.



300 Parkbrooke Place, Suite 140 Woodstock, GA 30189 Fax: 404-393-446 Phone: (800) 467-1180

Robert L. Traylor, C.P.A.

Graduated from the University of Florida June 10, 1972 and have practiced as a Certified Public Accountant since that date. I represented clients that were primarily in the restaurant and construction industries. In 2006, I began to focus 80% of my time on the federal income tax credits that could be earned as a percentage of employee wages.

In January of 2007 the Senate Committee on Finance released a Markup of the "SMALL BUSINESS AND WORK OPPORTUNITY ACT OF 2007". On January 18, 2007 I wrote a letter to The Honorable Max Baucus, Chairman of the Committee on Finance and several other Members of that committee and the U.S. House of Representatives Committee on Ways and Means. On March 2, 2007 I received a letter from Charles B. Rangel, then Chairman of the House Committee on Ways and Means. Chairman Rangel's letter indicated that "Because of the alternative minimum tax (AMT), millions of taxpayers each year discover that they are denied promised benefits. As a result, your letter was squarely in mind as the Committee on Ways and Means worked on the "SMALL BUSINESS TAX RELIEF ACT OF 2007", recently passed by the House".

The ultimate requested change to IRS Code Section 38 to eliminate the AMT limitation on the utilization of the Work Opportunity Tax Credits was made and furthermore they granted the identical treatment to tax credit for Social Security Tax paid on Tips.

Exhibit B-4 Disclosure of Liabilities and Investigations (National Tax Credit)

Exhibit B-5 Disclosure of Consumer Protection Violations (National Tax Credit)

(National Tax Credit)

Exhibit B-6 Disclosure of Certification Denial, Curtailment, Suspension, or Revocation

Exhibit C-1 Annual Report (National Tax Credit)

Privately Held Company

Exhibit C-2 SEC Filings (National Tax Credit)

Privately Held Company

Exhibit C-3 Financial Statements (National Tax Credit)

Financial statements attached

See next 5 pages

Listed1 thru 5

9:13 AM 01/23/12 **Accrual Basis**

National Tax Credit Holdings Inc Profit & Loss

January through December 2011

	Jan - Dec 11
Income	
4100 Revenue - Tax Credit Divis	394,894.07
4200 - Revenue - Waste Division	19,098.19
Total income	413,992.26
Expense	
5100 - Commissions - Tax Credit	153,596.63
5200 - Commissions - Waste Div	3,874.25
6100 Bank Charges	1,143.09
6200 Accounting Expenses	2,501.01
6250 Advertising	2,652.75
6400 Insurance Expense	3,690.47
6450 Licenses and Permits	325.00
6500 Legal Expenses	4,575.00
6600 Meals and Entertainment	557.45
6650 Office Expense	4,705.37
6700 Meetings	689.98
6750 Printing Expense	61.91
6800 Outside Services	209,246.59
6820 Rent Expense	4,417.53
6850 Telephone Expense	999.70
6900 Waste Division Expenses	31,157.18
Total Expense	424.193.91
let Income	-10,201.65

I Topd Griffin, Chairman of National Tax Credit do hereby confirm the financial statements are correct to the best of my

Date 10/29/2012

9:13 AM 01/23/12 Accrual Basis

National Tax Credit Holdings Inc Balance Sheet

As of December 31, 2011

	Dec 31, 11
ASSETS Current Assets Checking/Savings	
1000 Checking - Wells Fargo	9,452.93
Total Checking/Savings	9,452.93
Accounts Receivable 1100 Accounts Receivable	128,134.49
Total Accounts Receivable	128,134.49
Total Current Assets	137,587.42
TOTAL ASSETS	137,587.42
LIABILITIES & EQUITY Liabilities Current Liabilities	
Accounts Payable Accounts Payable	127,799.73
Total Accounts Payable	127,799.73
Other Current Liabilities Expenses paid by Todd	19,189.34
Total Other Current Liabilities	19,189.34
Total Current Liabilities	146,989.07
Total Liabilities	146,989.07
Equity 3000 Capital Stock Net Income	800.00 -10,201.65
Total Equity	-9,401.65
TOTAL LIABILITIES & EQUITY	137,587.42

I Toda Griffin, Chairman of National Tax Credit do hereby confirm the financial statements are correct to the best of my

knowledge/

_Date |0|29/2012

C-3

7:17 AM 10/29/12 Accrual Basis

National Tax Credit Holdings Inc Balance Sheet

As of September 30, 2012

	Sep 30, 12
ASSETS	
Current Assets	
Checking/Savings	
1000 Checking - Wells Fargo	-1,209.67
Suntrust Account	4,420.97
Total Checking/Savings	3,211.30
Accounts Receivable	
1100 Accounts Receivable	46,397.70
Total Accounts Receivable	46,397.70
Other Current Assets	
Employee Advances	1,824.94
Work in Process	684,854.59
Total Other Current Assets	686,679.53
Total Current Assets	736,288.53
Fixed Assets	
Computers	23,281.27
Equipment	380.00
Furniture & Fixtures	6,149.25
Total Fixed Assets	29,810.52
Other Assets	
Acq Costs - Appleton & Back	800.000.00
Closing Costs	15,515.74
Goodwill	520,000.00
Security Deposit - Rent	5,000.00
Total Other Assets	1,340,515.74
TOTAL ASSETS	2,106,614.79
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	316,569.48
Total Accounts Payable	316,569.48
Other Current Liabilities	
1400 Loan from T Griffin	116,233.26
2500 Voyce Capital Funding Loan	36,050.00
2600 Loan from Jason McCauley	19,552.06
2700 Deferred Revenue	684,854.59
Expenses paid by Todd	16,251.34
Total Other Current Liabilities	872,941.25
Total Current Liabilities	1,189,510.73



7:17 AM 10/29/12 Accrual Basis

National Tax Credit Holdings Inc Balance Sheet

As of September 30, 2012

	Sep 30, 12
Long Term Liabilities	
BND Loan Payable	5,500.00
Due to Appleton	500,000.00
Due to Back	350,000.00
Due to Back and Bowman	78,000.00
Due to Gary Griffin	50,000.00
Due to Jerry Griffin	100,000.00
Due to JL Griffin	100,000.00
Due to Rick Griffin	50,000.00
Loan from JAX Investment	359,648.88
Total Long Term Liabilities	1,593,148.88
Total Liabilities	2,782,659.61
Equity	
3000 Capital Stock	800.00
3100 Retained Earnings	21,293.34
3200 Dividends Paid	-234,340.87
3300 Distributions T Griffin	-3,635.29
Net Income	-460,162.00
Total Equity	-676,044.82
TOTAL LIABILITIES & EQUITY	2,106,614.79

I Toda Griffin, Chairman of National Tax Credit do hereby confirm the financial statements are correct to the best of my

Date 10/25/2012



7:19 AM 10/29/12 Accrual Basis

National Tax Credit Holdings Inc Profit & Loss YTD Comparison

July through September 2012

	Jul - Sep 12	Jan - Sep 12
Ordinary Income/Expense		
Income		
4100 Revenue - Tax Credit Divis	180,070.40	441,263.53
4200 - Revenue - Waste Division	19,682.76	54,913.79
Total Income	199,753.16	496,177.32
Gross Profit	199,753.16	496,177.32
Expense		
5050 Revenue Share	18,372.52	41,806.69
5100 - Commissions - Tax Credit	57,093.60	151,206.43
5200 - Commissions - Waste Div	3,504.15	7,962.45
6100 Bank Charges	625.15	5,650.02
6200 Accounting Expenses	1,071.74	3,909.39
6250 Advertising	100.00	7,020.71
6275 Auto Expense	33.00	894.01
6300 Consultants	23,304.57	87,663.87
6310 Contributions	0.00	200.00
6350 Contract Labor	748.30	4,078.30
6375 Dues & Subscriptions	0.00	5,984.00
6400 Insurance Expense	5,611.88	11,364.36
6450 Licenses and Permits	125.00	676.00
6475 IT Expenses	2,505.56	7,064.81
6500 Legal Expenses	13,706.90	117,425.89
6550 Marketing/Conferences	0.00	3,997.75
6600 Meals and Entertainment	0.00	6,407.77
6620 Medical Expenses	155.00	155.00
6650 Office Expense	8,556.81	31,066.21
6700 Meetings	0.00	101.09
6725 Postage	1,684.65	6,661.11
6750 Printing Expense	687.36	4,236.86
6800 Outside Services	0.00	-26,529.34
6820 Rent Expense	8,700.00	16,271.67
6850 Telephone Expense	5,138.86	12,130.56
6875 Travel	0.00	15,182.12
7000 Payroll Expenses	42,925.03	326,230.99
7600 Utilities	1,770.65	1,770.65
9999 Suspense	0.00	0.00
Total Expense	196,420.73	850,589.37
Net Ordinary Income	3,332.43	-354,412.05
Other Income/Expense Other Expense		
8000 Interest Expense	39,319.24	105,749.95
Total Other Expense	39,319.24	105,749.95
Net Other Income	-39,319.24	-105,749.95
Net Income	-35,986.81	<u>-460,162.00</u>

I Todo Griffin, Chairman of National Tax Credit do hereby confirm the financial statements are correct to the best of my

_Date 10/24/2012

Exhibit C-4 Financial Arrangements (National Tax Credit)

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We will NOT take title to any power

Exhibit C-5 Forecasted Financial Statements (National Tax Credit)

Preparer: Todd Griffin: tgriffin@nationaltaxcredit.com

300 Parkbrooke Place Ste 140

Woodstock, GA 30189

678-566-3570

National Tax Credit Holdings, Inc.

Energy Division Only

For the period ending 12/31/2013		For the period ending 12/31/2014
Income Statement		Income Statement
Net Sales Commissions	\$235,000.00	Net Sales Commissions 480,000
Cost of goods sold	\$213,000.00	Cost of goods sold 373,000
Net Operating Income	\$22,000.00	Net Operating Income 107,000
For the period ending 12/31/2013		For the period ending 12/31/2014
Cash Flow Statement		Cash Flow Statement
Beginning Balance	\$25,000.00	Beginning Balance 38,000.00
Cash Inflow	\$235,000.00	Cash Inflow 480,000
Cash Outflow	\$213,000.00	Cash Outflow 373,000
Ending Balance	\$38,000.00	Ending Balance 145,000
As of 12/31/2013		As of 12/31/2104
Balance Sheet		Balance Sheet
Total Assets	\$38,000.00	Total Assets 145,000
Total Liabilities	\$0.00	Total Liabilities 0
Shareholder Equity	\$38,000.00	Shareholder Equity 145,000
Total Liabilities and Equity	\$38,000.00	Total Liabilities and Equity 145,000

I Todd Griffin, Chairman of National Tax Credit do hereby confirm the financial statements are correct to the best of my knowledge.

______Date: \Z\7/12____

Exhibit C-6 Credit Rating (National Tax Credit)

We have a paydex score of 80 with D&B and a 452 class 2 score

Exhibit C-7 Credit Report (National Tax Credit)

See next 3 pages of D & B report

Pages 1 thru 3

078346734

D-U-N-S Number:

zhi.hit C-7 Credit

This D&B report is provided for your company's internal review. It may not be used for any other purpose or provided to anyone else.

Business Information Report

User Id: tgriffin@nationaltaxcredit.com Report Printed: Monday October 29, 2012 01:40 PM

Business Summary

Company Name: NATIONAL TAX CREDIT HOLDINGS, INC Trade Style / DBA: NATIONAL TAX CREDIT Trade Style / DBA: NTC ENVIRONMENTAL Trade Style / DBA: NTC ALPHARETTA Trade Style / DBA: NTC BIRMINGHAM Trade Style / DBA: NATIONAL TAX CREDIT Physical Address:

12600 Deerfield Pkwy, Ste 100

Physical City: Alpharetta Physical State: GΑ 30004 Physical Zip: Mailing Address: PO Box: 1207 Malling City: Woodstock Malling State: GA Malling Zlp: 30188

Website: www.nationaltaxcredit.com

Telephone: 678 566-3570 4043934468 Fax: Chief executive: JASON MCCAULEY, CEO Year started: 2002 Emplays: 20 (UNDETERMINED here) \$10.500.000(Proi) Sales:

History: INCOMPLETE Line of business: **Business services**

Special Events

2012-09-26

The Chief Executive Officer is now Jason McCauley, CEO.

History

The following information was reported 10/19/12:

JASON MCCAULEY, CEO KENT BACK, PRES TODD GRIFFIN, V PRES TIM BOWMAN, V PRES

Officer(s): LISA WORLEY, CFO

BOB TRAYLOR, COMPTROLLER DIRECTOR(S): DIRECTOR(S): THE OFFICER(S) Rick Allen Weslyn Bezila. .

On December 28, 2011, Todd Griffin, V Pres, reported that National Tax Credit started in 2010 and operates as a corporation. A check with the Georgia Secretary of State revealed no charter or foreign registration. Therefore, a reference start date of 2011 will be presented.

Business started 2002. 33.3% of capital stock is owned by Kent Back. 33.3% of capital stock is owned by Todd Griffin. 33.3% of capital stock is owned by Tim Bowman.

JASON MCCAULEY. Antecedents are undetermined,

KENT BACK. Antecedents not available.

TODO GRIFFIN. Antecedents not available.

TIM BOWMAN. Antecedents not available,

LISA WORLEY. Antecedents not available.

BOB TRAYLOR. Antecedents not available,

This business is affiliated with NTC Consulting Group, Inc., NTC-Alpharetta and NTC-Burmingham.

Corporate Family

Branches (US): National Tax Credit

Operations

2012-10-19

Description: Operates business services, specializing in legal and tax services (100%).

Has 4200 account(s). Terms are checks, net 30 days, contractual basis and commission basis. Sells to manufacturers, wholesalers, retailers, general public

Gadsden.AL

and commercial concerns, Territory; United States,

Employees: 20 which includes officer(s), UNDETERMINED employed here. Facilities: Leases 4,500 sq. ft. on 1st floor of a three story brick building.

Location: Commercial section on main street,

Branches: This business has multiple branches; detailed branch information is available in D&B's linkage or family tree products.

DUNS # 07-835-6609

This D&B report is provided for your company's internal review. It may not be used for any other purpose or provided to anyone else.

SIC & NAICS

SIC: 73891300

Legal and tax services

NAICS:

541199

All Other Legal Services

PAYMENT SUMMARY

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	Total Rcv'd (#)	Total Dollar Amts (\$)	Largest High Credit (\$)	Within Terms (%)	<31(%)	31-60(%)		ays 5low 90>(%)
Top Industries:	<u> </u>							
Accounting services	1	5,000	5,000	100	-	-	-	-
Ret mail-order house	1	2,500	2,500	100	-		-	
Real property lessor	1	500	500	100	-	- -	-	
Other payment categories:								
Cash experiences	2	500	500					
Payment record unknown	1	15,000	15,000					
Unfavorable comments	0	0	0					
Placed for collections:								
With D&B	0	0						
Other	0	N/A						
Total in D&B's file	6	23,500	15,000					

The highest Now Owes on file is \$10,000

The highest Past Due on file is \$0

D&B receives over 600 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received.

PAYMENT DETAILS

Detailed Payment History

Date Reported (mm/yy)	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (months)
09/12	(001)				Sales COD	1 mo
<u> </u>	(002)	15,000	10,000	0	Lease Agreemnt	
01/12	Ppt	5,000	0	0	N10	1 mo
,	Ppt	2,500	0	0	N15	1 mo
	Ppt	500	500	0	N15	1 mo
12/11	(006) Cash own option	500	0	0		1 mo

Payments Detail Key: ■ 30 or more days beyond terms

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

FINANCE

2012-08-06

On 08/06/2012, Todd Griffin ,V Pres, confirmed company name, address, principals, annual sales and operational information using D&B's web-based update method (iUpdate) at www.dnb.com.

PUBLIC FILINGS

The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

UCC Filings

Collateral: Type:

Debtor:

Collateral: Type:

Unspecified

Original JAX INVESTMENT PARTNERS, LLC,A FLORIDA LIMITED LIABILITY COMPANY, JACKSONVILLE, FL Sec. party:

NATIONAL TAX CREDIT HOLDINGS, INC.

Filing number: 12-0227162

Filed with: SECRETARY OF STATE/UCC DIVISION, MONTGOMERY, AL

Date filed: 04/24/2012 06/14/2012 Latest Info Received:

Original UCC filed date: Original filing no.:

GRIFFIN, GARY OR RICKY, ARKADELPHIA, AR CRIFFIN, J.L., GURDON, AR GRIFFIN, JERRY, GURDON, AR

Sec. party: NATIONAL TAX CREDIT HOLDINGS, INC. Debtor:

https://iupdate.dnb.com/iUpdate/printViewReport.htm

This D&B report is provided for your company's internal review. It may not be used for any other purpose or provided to anyone else.

Filing number:

12-7269486

Filed with:

SECRETARY OF STATE/UCC DIVISION, MONTGOMERY, AL

Date filed:

10/02/2012

Latest Info Received: Original UCC filed date: 10/07/2012

Original filling no.:

There are additional UCC's in D&B's file on this company available by contacting 1-800-234-3867.

There are additional suits, liens, or judgments in D&B's file on this company available by contacting.

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

Government Activity

Activity summary

Borrower (Dir/Guar): NO Administrative debt: NO Contractor NO Grantee NO Party excluded from federal program(s): NO

Possible candidate for socio-economic program consideration

Labor surplus area: YES (2012) Small Business: N/A 8(A) firm: N/A

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

Exhibit C-8 Bankruptcy Information (National Tax Credit)

Exhibit C-9 Merger Information (National Tax Credit)