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FILE



The Public Utilities Commission of Ohio

13-373-EL-CRS

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Date Received	Case Number	Version
	13-373-EL-CRS	August 2004

CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). 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 saving it to your local disk, for later use.

A. APPLICANT INFORMATION

A-1 Applicant intends to be certified as: (check all that apply)

- Retail Generation Provider
- Power Broker
- Power Marketer
- Aggregator

A-2 Applicant's legal name, address, telephone number and web site address

Legal Name SmartEnergy Holdings, LLC
 Address 575 Lexington Avenue 4th Floor, New York, NY 10022
 Telephone # (212) 779-7000 Web site address (if any) _____

A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name SmartEnergy Holdings, LLC
 Address 575 Lexington Avenue 4th Floor, New York, NY 10022
 Telephone # (212) 779-7000 Web site address (if any) _____

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

SmartEnergy Holdings, LLC
SmartEnergy

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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 Am Date Processed 2/6/13

A-5 Contact person for regulatory or emergency matters

Name Daniel Kern
Title Chief Executive Officer
Business address 575 Lexington Avenue 4th Floor, New York, NY 10022
Telephone # (212) 779-7000 Fax # (212) 779-3061
E-mail address (if any) Dan.Kern@SmartEnergy.com

A-6 Contact person for Commission Staff use in investigating customer complaints

Name Lloyd Spencer
Title Chief Operating Officer
Business address 575 Lexington Avenue 4th Floor, New York, NY 10022
Telephone # (212) 779-7000 Fax # (212) 779-3061
E-mail address (if any) Lloyd.Spencer@SmartEnergy.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer Service address SmartEnergy, 575 Lexington Avenue 4th Floor, New York, NY 10022
Toll-free Telephone # (800) 443-4440 Fax # (212) 779-3061
E-mail address (if any) customerservice@SmartEnergy.com

A-8 Applicant's federal employer identification number # 454166532

A-9 Applicant's form of ownership (check one)

- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Corporation
- Partnership
- Limited Liability Company (LLC)
- Other _____

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

- | | | | | |
|--|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="checkbox"/> First Energy | | | | |
| <input type="checkbox"/> Ohio Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Cincinnati Gas & Electric | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Monongahela Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> American Electric Power | | | | |
| <input type="checkbox"/> Ohio Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Columbus Southern Power | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |
| <input type="checkbox"/> Dayton Power and Light | <input type="checkbox"/> Residential | <input type="checkbox"/> Commercial | <input type="checkbox"/> Mercantile | <input type="checkbox"/> Industrial |

A-11 Provide the approximate start date that the applicant proposes to begin delivering services

April 1, 2013

A-12 Exhibit A-12 "Principal Officers, Directors & Partners" provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

**Daniel A Kern
Chief Executive Officer
575 Lexington Ave
4th Floor
New York, NY 10022
(212)-779-7000**

**Jacqueline Kern
Partner
575 Lexington Ave
4th Floor
New York, NY 10022
(212)-779-7000**

**Gina Goldberg
Chief Marketing Officer
575 Lexington Ave
4th Floor
New York, NY 10022
(212)-779-7000**

**Lloyd Spencer
Chief Operating Officer
575 Lexington Ave
4th Floor
New York, NY 10022
(212)-779-7000**

Consultants to SmartEnergy Holdings, LLC:

**Angelo Chambrone
Clear Point Energy, Inc.
120 E Washington Street, Suite 304
Syracuse, NY 13202
(315)-472-1864**

**Gabriel Phillips
President, GP Renewables & Trading, LLC
131 Varick St. Suite 1035
New York, NY 10013
Phone: (203) 216-8081**

Exhibit A-13 "Corporate Structure"

A-13 Exhibit A-13 "Corporate Structure" provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and list all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America.

SmartEnergy Holdings, LLC was formed to become a retail electric supplier in Ohio, and founded by Daniel Kern and Jacqueline Kern.

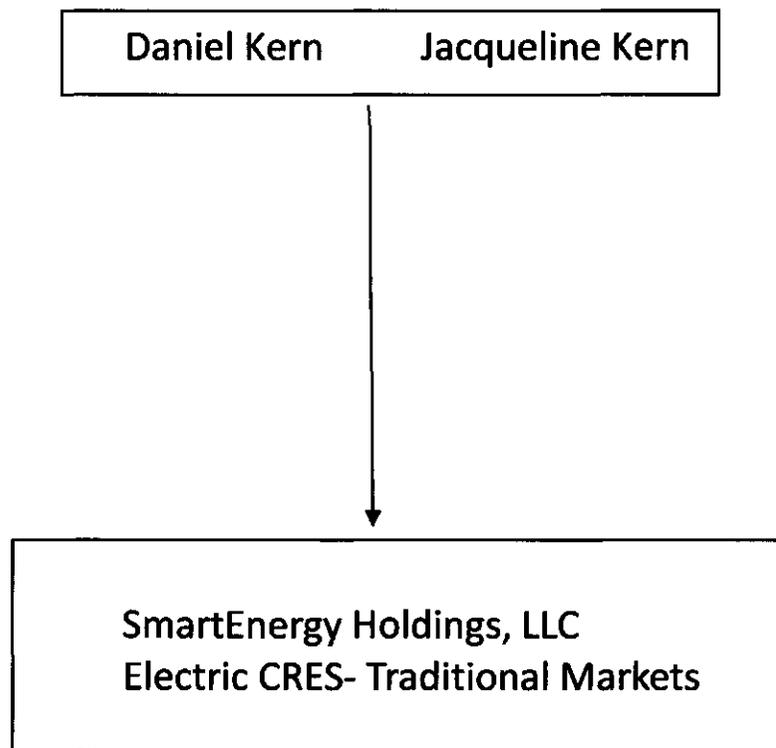


Exhibit A-14 “Company History”

A-14 Exhibit A-14 “Company History” provide a concise description of the applicant’s company history and principal business interests.

SmartEnergy Holdings, LLC was formed originally in January of 2012 as Nationwide Energy, LLC, under the laws of the State of Delaware as a Domestic Limited Liability. Several months after its formation on December 13, 2012, the company changed its name to SmartEnergy Holdings, LLC.

The company’s principal business interest is being a Competitive Retail Electric Service (CRES) to residential, commercial and industrial customers.

Exhibit A-15 “Articles of Incorporation and Bylaws”

A-15 Exhibit A-15 “Articles of Incorporation and Bylaws” if applicable provide articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.

OPERATING AGREEMENT FOR MEMBER-MANAGED

SmartEnergy Holdings, LLC

INTRODUCTION

The undersigned are all of the Members of SmartEnergy Holdings, LLC, a Limited Liability Company formed under the laws of the State of Delaware. The undersigned hereby adopt the following Operating Agreement pursuant to the LLC laws of the State of Delaware, and do hereby certify and agree as follows:

ARTICLE I. – NAME

1.1 Name of Business: The name of the Company is SmartEnergy Holdings, LLC. The business of the Company may be conducted under such trade or fictitious names as the Members may determine.

ARTICLE II. – OFFICES AND REGISTERED AGENT

2.1 Principal Office: The principal office of the Company is located at 575 Lexington Avenue 4th Floor, New York, NY 10022. The Company may have other offices, inside or outside the State of as the Members may designate.

2.2 Registered Office: The registered office of the Company in the State of Delaware is located at 108 West 13th Street, Wilmington, Delaware 19801. The registered agent of the Company for service of process at that address is Business Filings Incorporated.

ARTICLE III. – BUSINESS PURPOSE

3.1 Business Purpose: The purpose of the Company is to engage in any lawful business that may be engaged in by a limited liability company organized under the LLC laws of the State of Delaware.

ARTICLE IV. – MEMBERS

4.1 Members: The names of each initial Member, their capital contributions, and percentage interests are as follows:

Name	Capital Contribution	Percentage Interest
Daniel Kern	\$1,500,000	75%
Jacqueline Kern	\$500,000	25%

4.2 Additional Members: Additional Members may be admitted upon the consent of all Members.

4.3 Withdrawing: A Member may withdraw from the Company upon six months written notice to each remaining Member.

ARTICLE V. – MEMBERS' CAPITAL ACCOUNTS

5.1 Capital Accounts: The Company will maintain a separate capital account for each Member. Each Member's capital account will reflect the Member's capital contributions and increases for

the Member's share of any net income or gain of the Company. Each Member's capital account will also reflect decreases for distributions made to the Member and the Member's share of any losses and deductions of the Company.

a) Each Member's capital account will be increased by: 1) the amount of money or the fair market value of property contributed by the Member to the Company (net of any liabilities secured by such contributed property that the Company is considered to assume or take subject to), 2) the amount of any Company liabilities assumed by the Member, and 3) allocations to the Member of profit, income, or gain.

b) Each Member's capital account will be decreased by: 1) the amount of money and the fair market value of property distributed to the Member by the Company (net of any liabilities secured by such contributed property that the Company is considered to assume or take subject to), and 2) allocations to the Member of losses, deductions, and expenses.

c) In the event of a permitted sale or exchange of an interest in the Company, the capital account of the transferor will become the capital account of the transferee.

d) The manner in which capital accounts are to be maintained pursuant to this Operating Agreement is intended to comply with the requirements of the Internal Revenue Code Sec. 704(b) and the regulations thereunder. It is the specific intent of the Members that all adjustments as may be required pursuant to Sec. 704(b), and any restrictions thereunder, be made, so as to cause the allocations prescribed hereunder to be respected for tax purposes.

5.2 Fiscal Year: The fiscal year of the Company will be a calendar year. The books and records of the Company will be maintained in accordance with generally accepted accounting principles and Sec. 704(b) of the Internal Revenue Code and the regulations thereunder.

ARTICLE VI. – ALLOCATIONS AND DISTRIBUTIONS

6.1 Allocations and Distributions: All items of Company income, gain, loss, deduction, credit, or the like will be allocated among the Members in accordance with their respective percentage interests.

6.2 Distributions of Cash or Assets: Distributions of cash or other assets may be made to the Members from time to time. All distributions will be made to the Members in accordance with their respective percentage interests.

ARTICLE VII. – ASSIGNMENT OF MEMBERSHIP INTERESTS

7.1 Assignment of Membership Interests: A Member may assign his or her membership interest in the Company in whole or in part. The assignment of a membership interest does not in and of itself entitle the assignee to become a Member. The assignee is only entitled to receive, to the extent assigned, the distributions the assigning Member would otherwise be entitled to, and the assignee will only become an assignee of a membership interest and not a substitute Member.

7.2 Substitute Members: An assignee of a membership interest will be admitted as a substitute Member and will be entitled to all the rights and powers of the assignee only if the other Members unanimously consent. If admitted, the substitute Member has, to the extent assigned, all of the rights and powers, and is subject to all of the restrictions and liabilities of a Member.

ARTICLE VIII. – VOTING; MEMBERS MEETINGS

8.1 Voting: Except to the extent provided to the contrary in this Operating Agreement, all Members will be entitled to vote on any matter submitted to a vote of the Members.

a) Unless a greater vote is required by the LLC laws of the State of the Articles of Organization, or this Operating Agreement, the affirmative vote or consent of a majority in interest of the Members present at meeting at which a quorum is present will be the act of the Members.

b) The consent of all Members will be required to approve the following: 1) the dissolution of the Company, 2) the merger of the Company; 3) the conversion of the Company, 4) the authorization or ratification of acts that would otherwise violate the duty of loyalty, 5) an amendment to the Articles of Organization, 6) the sale, exchange, lease, or other transfer of all or substantially all of the assets of the Company other than in the ordinary course of business, 6) the compromise of an obligation to make a contribution, 7) the making of interim distributions, 8) the admission of a new Member, 9) the use of the Company's property to redeem an interest subject to a charging order, 10) an amendment to the Operating Agreement.

8.2 Annual Meetings of Members: Annual meetings of Members may be held at such time and at such place as the Members designate. Special meetings of Members may be called at the request of any Member.

8.3 Notice of Meetings: The Company will deliver notice stating the date, time, place, and purposes of any meeting to each Member entitled to vote at the meeting. Notice will be given not less than 10 nor more than 30 days before the date of that meeting.

8.4 Quorum: A majority in interest, represented in person or by proxy, will constitute a quorum for the transaction of business at a meeting of Members.

8.5 Unanimous Written Consent: Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, if consents in writing, setting forth the action taken, are signed by all Members entitled to vote at the meeting.

8.6 Voting by Proxy: A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment instrument either personally or by the Member's attorney-in-fact.

8.7 Meeting Participation: A Member may participate in a meeting by means of telephone conference or similar equipment.

ARTICLE IX. – MANAGEMENT OF THE COMPANY

9.1 Management: The Company will be managed by all of its Members.

a) Subject to the delegation of rights and powers provided for herein, the Members will have the sole right to manage the business of the Company and will have all powers and rights necessary, appropriate or advisable to effectuate and carry out the purposes and business of the Company.

b) The Members may appoint a President, Treasurer, Secretary, or such other Officers as they may deem necessary or appropriate.

c) The Members may appoint, employ, or otherwise contract with other persons or entities for the transaction of business of the Company or the performance of services for or on behalf of the Company as they may deem necessary or appropriate. The Members may delegate to any Officer of the Company or to any other person or entity such authority to act on behalf of the Company as they may deem appropriate.

d) Any Member, Officer, or other person specifically authorized by the Members may execute any contract or other agreement or document on behalf of the Company and may execute and file on behalf of the Company with the secretary of state any document required or permitted to be filed under the LLC laws of the State of Delaware.

ARTICLE X. – STANDARD OF CONDUCT; INDEMNIFICATION

10.1 *Conduct*: A Member owes the Company and its other members a duty of loyalty and a duty of care. The duty of loyalty is limited to: 1) accounting to the Company and holding as trustee for it, any property, profit, or benefit derived by the Member in the conduct or winding up of the Company's business, 2) refraining from dealing with the Company as or on behalf of a party having an interest adverse to the Company, and 3) refraining from competing with the Company. The duty of care is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law. A Member will discharge his or her duties consistently with the obligation of good faith and fair dealing.

10.2 *Indemnification*: Except as otherwise provided in this Article, the Company will indemnify any Member and may indemnify any employee or agent of the Company who was or is a party or is threatened to be made a party to any action, suit or proceeding, other than an action by or in the right of the Company, by reason of the fact that such person is or was a Member, employee or agent of the Company against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, if the person met the standard of conduct set forth above in this Article.

a) To the extent that a Member, employee, or agent of the Company has been successful on the merits or otherwise in defense of an action, suit, or proceeding, such person will be indemnified against actual and reasonable expenses, including attorney's fees, incurred by such person in connection with the action, suit, or proceeding and any action, suit or proceeding brought to enforce the mandatory indemnification provided herein. Any indemnification permitted under this Article, unless ordered by a court, will be made by the Company only as authorized in the specific case upon a determination that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct. That determination will be made by a majority vote of the Members who are not parties or threatened to be made parties to the action, suit, or proceeding.

b) No indemnification will be provided to any Member, employee, or agent of the Company for or in connection with the receipt of a financial benefit to which such person is not entitled, voting for or assenting to a distribution to Members in violation of this Operating Agreement or the Act, or a knowing violation of law.

ARTICLE XI. – DURATION; DISSOLUTION

11.1 *Duration*: The Company will continue in existence until dissolved pursuant to the LLC laws of the State of Delaware.

11.2 Dissolution: The Company will be dissolved and have its affairs wound up and terminated upon the determination of all of the Members to dissolve the company, or upon the occurrence of any other event causing a dissolution of the Company pursuant to the LLC laws of the State of Delaware.

11.3 Winding Up: Upon dissolution, the Company will cease carrying on its business and affairs and will commence the winding up of the Company's business and affairs and complete the winding up as soon as practicable. Upon the winding up of the Company, the assets of the Company will be distributed first to creditors to the extent permitted by law in satisfaction of the Company's debts, liabilities, and obligations, and second to Members and former Members in satisfaction of liabilities for distributions and in accordance with their percentage interests.

ARTICLE XII. – MISCELLANEOUS PROVISIONS

12.1 Entire Agreement: This Operating Agreement embodies the entire agreement and understanding among the Members with respect to the subject matter within. This Operating Agreement supersedes any and all other agreements, either oral or written, among the Members with respect to the subject matter within.

12.2 Severance: Every provision of this Operating Agreement is intended to be severable. The invalidity or illegality of any particular provision of this Operating Agreement will not effect the other provisions, and this Operating Agreement will be construed in all respects as if such invalid or illegal provisions were omitted.

12.3 Amendments and Revocations: This Operating Agreement may be amended or revoked at any time by the written consent of all of the Members.

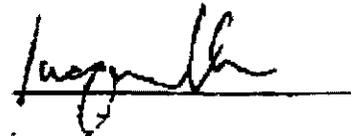
12.4 State Law: This Operating Agreement will be governed by, construed, and enforced in accordance with the laws of the State of Delaware.

THE UNDERSIGNED, being all of the Members of SmartEnergy Holdings, LLC, evidence their adoption and ratification of the foregoing Operating Agreement of the LLC.

Dated: 1.22.2013



Member Daniel A Kern



Member Jacqueline Kern

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:14 AM 01/05/2012
FILED 10:14 AM 01/05/2012
SRV 120013330 - 5091005 FILE

CERTIFICATE OF FORMATION

OF

Nationwide Energy LLC

Pursuant to Section 18-201:

- FIRST:** The name of the limited liability company is:
Nationwide Energy LLC
- SECOND:** Its registered office in the State of Delaware is to be located at: 1220 N. Market St., Ste 806, Wilmington, DE 19801, County of New Castle and its registered agent at such address is: BlumbergExcelsior Corporate Services, Inc.
- THIRD:** The duration of the limited liability company is perpetual.

IN WITNESS WHEREOF, the undersigned, being the individual forming the limited liability company, has executed, signed and acknowledged this Certificate of Formation this 5th day of January 2012.

/s/ Ana Maisonave
Ana Maisonave
Authorized Person

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Nationwide Energy LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows: FIRST: The name of the limited liability company is: SmartEnergy Holdings, LLC
SECOND: The address of the registered office of the limited liability company in the state of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801
Located in the county of New Castle. The name of the registered agent at that address is: Business Filings Incorporated

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 12th day of December, A.D. 2012.

By: 
Authorized Person(s)

Name: Daniel Kern, Manager
Print or Type

Exhibit A-16 "Secretary of State"

Exhibit A-16 "Secretary of State" provide evidence that the applicant has registered with the Ohio Secretary of State.

201302501035

DATE	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
01/28/2013	201302501035	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

SMARTENERGY HOLDINGS, LLC
DANIEL KERN
575 LEXINGTON AVE, 4TH FL
NEW YORK, NY 10022

**STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jon Husted**

2168433

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

SMARTENERGY HOLDINGS, LLC

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

Document(s):
REGISTRATION OF FOREIGN FOR PROFIT LLC

Document No(s):
201302501035



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
25th day of January, A.D. 2013.

Jon Husted

Ohio Secretary of State

Exhibit B-1 "Jurisdiction of Operation"

Exhibit B-1 "Jurisdiction 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.

SmartEnergy Holdings, LLC has filed an application for Market Based Rate Authority by the Federal Energy Commission (FERC) which is to be granted effective February 11, 2013, under submission docket number ER13-779-000.

SmartEnergy Holdings, LLC has also applied to become a member of PJM.

Exhibit B-2 "Experience and Plans"

Exhibit B-2 "Experience and Plans", provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, provided billing statements, responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

SmartEnergy will use direct solicitation, internet, and mailings to contact and enroll potential customers.

Customer enrollment by means of direct solicitation, internet and mailings will be conducted under the auspices of Commission rules Section 4901:1-21-06.

Billing statements to the customer will be contracted to be sent directly to the customer by the incumbent EDU. Electronic Data Interchange (EDI) supported by a 3rd party contractor EC Infosystems (ECI), will be the primary means of exchanging billing information, between SmartEnergy and the incumbent EDU.

SmartEnergy's customer inquiry and complaint procedure will consist of an already established toll free number 1-800-443-4440 from 9:00 a.m. to 6:00 p.m. EST. Monday through Friday, for billing inquiries, general questions, complaints and transfer of service issues. Additionally a 24 hour hotline will be established on 1-800-443-4440 that will provide the customer with information for emergency calls, via an automated message referring the customer to the EDU for emergency situations.

Exhibit B-3 "Summary of Experience"

Exhibit B-3 "Summary of Experience", provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customer served, utility service areas, amount of lad etc.).

SmartEnergy is seeking its first ARES/CRES license in the State of Ohio. The principles and executives in the company have considerable experience in the business as will be documented later in this application.

Exhibit B-4 “Environmental Disclosure”

Exhibit B-4 “Environmental Disclosure”, provide a detailed description of how the applicant intends to determine its (a) generation resource, mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

SmartEnergy Holdings, LLC. will determine its generation resource mix and environmental mix by referring to Midwest Independent System Operator (MISO) data.

As of 2012 based on the MISO information provided on the website the generation mix is as follows:

REGIONAL GENERATION RESOURCE MIX

- 74% Coal-fired power
- 16% Nuclear power
- 7% Natural gas-fired power
- 1% Biomass power
- 1% Hydropower
- 0.5% Oil-fired power
- 0.5% Wind power

REGIONAL AIR EMISSION RATES

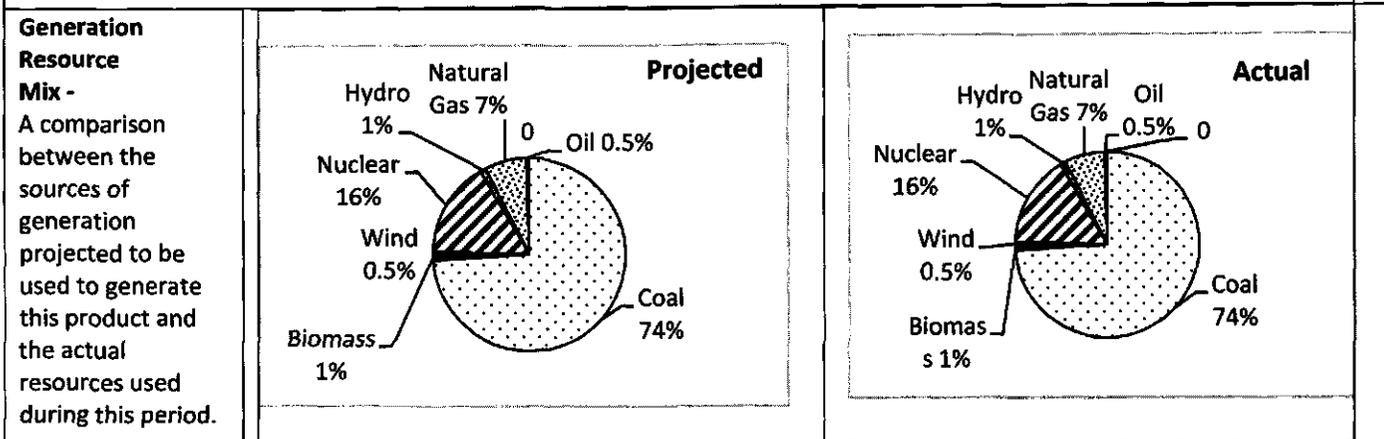
- Sulfur dioxide – 6.8 pounds/MWh
- Nitrogen oxides – 1.6 pounds/MWh
- Carbon dioxide – 1705 pounds/MWh

Annual projection methodology and proposed approach to compiling quarterly actual environmental disclosure data, will follow 4901:1-21 attachment 99-1611-EC-ORD, (refer to next page).

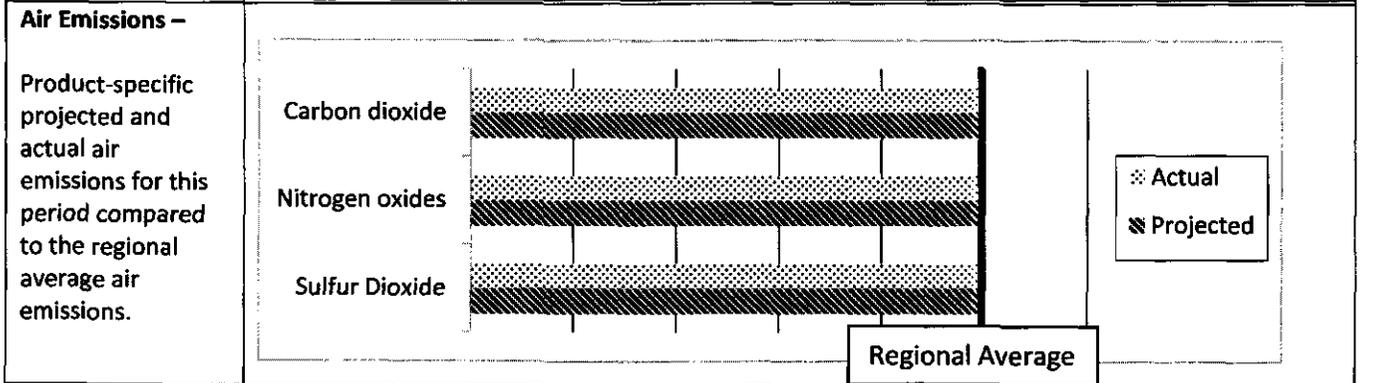
Environmental Disclosure Information – Quarterly Comparisons

SmartEnergy Holdings, LLC

Projected Data for the 2012 Calendar Year



<p>Environmental Characteristics– A description of the characteristics associated with each possible generation resource.</p>	Biomass Power	Air Emissions and Solid Waste
	Coal Power	Air Emissions and Solid Waste
	Hydro Power	Wildlife Impacts
	Natural Gas Power	Air Emissions and Solid Waste
	Nuclear Power	Radioactive Waste
	Oil Power	Air Emissions and Solid Waste
	Other Sources	Unknown Impacts
	Solar Power	No Significant Impacts
	Unknown Purchased Resources	Unknown Impacts
Wind Power	Wildlife Impacts	



<p>Radioactive Waste – Radioactive waste associated with the product.</p>	Type:	Quantity:
	High-Level Radioactive Waste	Lbs./1,000 kWh
	Low-Level Radioactive Waste	Ft ³ /1,000 kWh

Note: The generation of this product involves the use of x% of unknown purchased resources. The air emissions and radioactive waste associated with these unknown resources are not included in these charts.

Exhibit B-5 “Disclosure of Liabilities and Investigations”

Exhibit B-5 “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 provide.

None of the aforementioned actions or scenarios are applicable to SmartEnergy Holdings, LLC.

B-6 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.

- None

B-7 Disclose whether the applicant or predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked or cancelled within the past two years.

- None

Exhibit C-1 “Annual Reports”

Exhibit C-1 “Annual Reports”, 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 is not applicable and why.

SmartEnergy Holdings, LLC is a privately held corporation established in 2012. Therefore C-1 is not applicable.

Exhibit C-2 “SEC Filings”

Exhibit C-2 “SEC Filings”, provide the most recent 10K/8K Filings with SEC. If the applicant does not have such filings, it may submit those of the 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.

SmartEnergy Holdings, LLC. is a privately held corporation and is not required to file with the SEC. Therefore, C-2 is not applicable.

Exhibit C-3 “Financial Statements”

Exhibit C-3 “Financial Statements”, This exhibit contains confidential and proprietary information and has been submitted under seal.

New company, please see filing fee receipt.

Exhibit C-4 “Financial Arrangements”

Exhibit C-4 “Financial Arrangements”, This exhibit contains confidential and proprietary information and has been submitted under seal.

SmartEnergy will receive supply financing from Shell Energy North America. Shell will be our primary supplier, however, they do allow for us to sleeve through their facility with authorized third parties.

Exhibit C-5 “Forecasted Financial Statements”

Exhibit C-5 “Forecasted Financial Statements”, This exhibit contains confidential and proprietary information and has been submitted under seal.



Income Statement

	Financial Projections	
	2013	2014
Electric MWH Volume - Total Customers	1,119 207	3,282 402
Revenue Electric	\$ 89,546	\$ 275,718
Natural Gas DTs Volume Customers	- -	3,092 45
Revenue Gas	\$ -	\$ 18,554
Total Revenue	\$ 89,546	\$ 294,272
Less Cost of Goods Sold:		
Natural Gas	\$ -	\$ 15,957
Electricity	\$ 74,323	\$ 231,603
Total CGS	\$ 74,323	\$ 247,560
Gross Margin:		
Natural Gas	\$ -	\$ 2,598
Electricity	\$ 15,223	\$ 44,115
Total Gross Margin	\$ 15,223	\$ 46,713
Less Expenses:		
Marketing	\$ 15,145	\$ 16,490
Operations	\$ 14,237	\$ 15,302
General & Administrative	\$ 10,389	\$ 8,534
Total Operating Expenses	\$ 39,771	\$ 40,327
EBITDA	\$ (24,548)	\$ 6,386
Interest Expense	\$ 2,778	\$ 5,667
Depreciation	\$ 1,000	\$ -
EBT	\$ (28,326)	\$ 719
Federal Corporate Tax	\$ -	\$ -
Net Income after Taxes	\$ (28,326)	\$ 719



Balance Sheet

	Financial Projections	
	2013	2014
Current Assets:		
Cash and Cash Equivalents	\$ 1,462,353	\$ 1,448,266
ISO Collateral Postings	\$ -	\$ -
Accounts receivable	\$ 23,756	\$ 55,857
Startup Cost Amortization	\$ -	\$ -
Prepaid Services	\$ 498,026	\$ 495,962
Lockbox Balance	\$ -	\$ -
Other Current Assets	\$ -	\$ -
Total Current Assets	\$ 1,984,135	\$ 2,000,085
Investments	\$ -	\$ -
Property, Plant and Equipment	\$ -	\$ -
Other Noncurrent Assets:		
Goodwill	\$ -	\$ -
Intangibles	\$ -	\$ -
Total Other Noncurrent Assets	\$ -	\$ -
Total Assets	\$ 1,984,135	\$ 2,000,085
Current Liabilities:		
Payables Financing Credit Facility	\$ -	\$ -
Revolving Credit Facility	\$ -	\$ -
Tranche 2	\$ -	\$ -
Accounts payable	\$ 11,461	\$ 26,692
Taxes	\$ -	\$ -
Interest	\$ -	\$ -
Total Current Liabilities	\$ 11,461	\$ 26,692
Long-Term Debt	\$ -	\$ -
Other Noncurrent Liabilities	\$ -	\$ -
Equity	\$ 2,001,000	\$ 2,001,000
Retained Earnings	\$ (28,326)	\$ (27,607)
Total Equity	\$ 1,972,674	\$ 1,973,393
Total Liabilities and Equity	\$ 1,984,135	\$ 2,000,085

Exhibit C-6 "Credit Rating"

Exhibit C-6 "Credit Rating", 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 Investor Service, Standard and Poor's, 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 obligation of the applicant.

N/A

Exhibit C-7 "Credit Report"

Exhibit C-7 "Credit Report", provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or similar organization.

Business Information Report

User Id: dkern@smartenergy.com

Report Printed: Wednesday January 30, 2013 10:06 AM

Business Summary

Company Name: SMARTENERGY HOLDINGS, LLC
 Physical Address: 575 Lexington Avenue Floor 4
 Physical City: New York
 Physical State: NY
 Physical Zip: 10022
 Telephone: 212 779-7000
 Employs: 10
 SIC: 8999
 Line of business:

D-U-N-S Number: 078703240

History

The following information was reported 12/18/12:

Officer(s): DANIEL KERN- MANAGING DIR

Operations

2012-12-18
 Description:
 Employees: 10.

SIC & NAICS

SIC
 89990000 Services, nec

NAICS:
 541990 All Other Professional, Scientific and Technical 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(%)	61-90(%)	90+(%)
Top Industries:								
Other payment categories:								
Cash experiences								
Payment record unknown								
Unfavorable comments								
Placed for collections:								
With D&B								
Other								
Total in D&B's file								

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. At this time, none of those experiences relate to this company.

Banking & Finance

D&B has researched this company and found no information available at this time.

PUBLIC FILINGS

No Public Filings available for this Company.

Exhibit C-8 "Bankruptcy Information"

Exhibit C-8 "Bankruptcy Information", provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filing 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.

SmartEnergy Holdings, LLC has not experienced any actions as aforementioned above.

Exhibit C-9 “Merger Information”

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.

SmartEnergy Holdings, LLC has not experienced any actions as aforementioned above.

Exhibit D-1 “Operations”

Exhibit D-1 “Operations”, provide a written description of the operational nature of the applicant’s business. Please include whether the applicant’s operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision for ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

SmartEnergy Holdings, LLC in conjunction with its agents and consultants will perform all of the functions of a Competitive retail Supplier, including the scheduling of power for transmission and delivery, the provision of ancillary services as well as other services in arranging for the purchase and delivery of electricity to the retail customer.

Exhibit D-2 “Operations Expertise”

Exhibit D-2 “Operations Expertise”, given the operation nature of the applicant’s business, provide evidence of the applicant’s experience and technical expertise in performing such operations.

To date SmartEnergy Holdings, LLC has not serviced any retail electric customers within The United States.

The founders and executive team of the company have significant experience with the marketing and provision of operations in the energy business. The company’s Chief Executive Officer is the former CEO of an advertising agency that served over 50 of the Fortune 500 companies, and acquired 2 million customers annually in both regulated and deregulated industries. The company’s Chief Marketing Officer is the former Senior VP of Sales and Marketing for MX Energy, a CRS that had 500,000 customers nationwide. Her background includes marketing, compliance work, and customer care. The company’s Chief Operating Officer was the COO of at Credit Suisse Energy Trading and Marketing. His background includes a comprehensive mix of risk management, forecasting, and operations spread over a 17 year career in the regulated and deregulated energy markets.

SmartEnergy Holdings, LLC also has contracted with GP Renewables & Trading, LLC an energy consulting firm that currently manages over 500,000 retail meters nationwide for over 11 different power marketers. The company has also contracted Clear Point Energy, LLC, another top-notch energy consulting firm. Together, these consultants will assist SmartEnergy in provisioning its services.

SmartEnergy's EDI transactions are managed by EC Infosystems, Inc., the leading provider of EDI solutions in the alternative retail electric supplier industry. EC Infosystems provides billing and EDI services in 19 states to over 70 utilities and 150 customers that consist of a mix of CRSs and utilities. Transaction management is provided through EC Infosystems' EC-Central (online portal for Transaction Entry), True Track (Free Tracking Portal) and Utilibill technology solutions. Among other services, EC Infosystems provides back office support for account assignments, payments, customer enrollments, tracking current and historical usage, and remittance advice to SmartEnergy.

SmartEnergy's customer support services are provided under the direction of Lloyd Spencer the company's COO and Gina Goldberg the company's CMO. Mr. Spencer is a highly accomplished operations manager with over 17 years of operations management experience including serving as Director for Credit Suisse, a leading wholesale energy trading company. Ms. Goldberg has considerable customer care experience including the management of a customer care department that served 500,000 retail customers.

Key support functions for SmartEnergy, including accounting, finance and information technology, are provided by SmartEnergy's experienced staff. SmartEnergy's accounting and finance functions are supervised by its Chief Operating Officer Mr. Spencer who holds an MS in Accounting from Stanford University. Mr. Spencer is a Chartered Financial Analyst (CFA). He will work with the company's Directors of Finance and Accounting who hold an MBA as well as an MBA/CPA respectively.

Exhibit D-3 "Key Technical Personnel"

Exhibit D-3 "Key Technical Personnel", provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.

Name: Daniel Kern
Position: CEO
Business Address: Main Street Direct
575 Lexington Avenue 4th Floor
New York, NY 10022
Business Phone: 212-779-7000
Email: Dan.Kern@smartenergy.com

SmartEnergy Holdings, LLC was formed in December, 2012 and founded by Mr. Kern. In addition to founding SmartEnergy, Mr. Kern is a founder and principal of Main Street Direct, a premier Direct Marketing Firm. For the past 20 years, Mr. Kern has managed the operations of Main Street Direct and,

as such, has extensive experience in developing and managing various marketing and back office operations for 50 of the Fortune 500 companies including American Express, Citi, Chase, as well as Citgo, Chevron, Conoco, BP, Exxon, Marathon, Shell, Phillips 66, and Sunoco. Mr. Kern also serves on the board of directors of Main Street Direct. Mr. Kern graduated from The Ohio State University with a B.S.B.A. and an emphasis in accounting and marketing.

The operations of SmartEnergy are managed by an outstanding team of professionals with extensive experience in operations, finance and energy scheduling and procurement.

Name: Gina Goldberg
Position: CMO
Business Address: Main Street Direct
575 Lexington Avenue 4th Floor
New York, NY 10022
Business Phone: 212-779-7000
Email: Gina.Goldberg@smartenergy.com

The company's CMO oversaw Customer Care and Sales Operations for eight years at MXenergy. As an executive team member, she developed work flow processes and led infrastructure initiatives to effectively manage customer enrollment processing, contract fulfillment, renewal notifications and customer record retention. Additionally, she led improvements in customer care and service, establishing an appropriate allocation of personnel to manage call volume and expediently resolve customer disputes, investigate and report on compliance concerns and clearly communicate monetary and other consequences resulting from EDI failure to regulatory staff, utility personnel and affected customers.

She has extensive experience developing utility specific training programs and quality assurance initiatives for internal operations staff and external partners. She utilizes Key Performance Indicators to monitor and identify operational productivity gaps, creating transparency to effectively remedy disruptions in the customer life cycle.

Name: Lloyd Spencer
Position: Chief Operating Officer
Business Address: 575 Lexington Avenue 4th Floor
New York, NY 10022
Business Phone: 212-779-7000
Email: Lloyd.Spencer@smartenergy.com

The company's Chief Operating Officer was the COO and Director of Credit Suisse Energy. Previously he had 5 years of public accounting experience at PwC and prior experience at public utilities and energy trading companies. His background includes a comprehensive mix of risk management, forecasting, and operations spread over a 17 year career in the regulated and deregulated energy markets.

While COO of Credit Suisse Energy Lloyd was responsible for building and overseeing all aspects of the bank's physical and financial power and gas trading activities. This included regulatory approvals, legal setup, scheduling, settlements, risk management and financial reporting.

Lloyd has published numerous articles on the subject of managing retail risk exposures and was also responsible for hedging this exposure for the bank in its BGS and load swaps book.

Key support functions for SmartEnergy, including accounting, finance and information technology, are provided by SmartEnergy's experienced staff under the supervision of Mr. Spencer. Mr. Spencer holds a MS in Accounting from Stanford University. Mr. Spencer is a Chartered Financial Analyst (CFA). He will work with the company's Directors of Finance and accounting who holds an MBA and as an MBA- CPA respectively.

Name: EC Infosystems Inc.
Contact: Ananda Goswami
Position: Director, Sales & Marketing
Business Address: 50 Charles Lindberg Blvd Suite 411
Uniondale, New York 11553
Business Phone: 516-874-8000
Email: agoswami@ecinfosystems.com

SmartEnergy's EDI transactions are managed by EC Infosystems, Inc., the leading provider of EDI solutions in the alternative retail electric supplier industry. EC Infosystems provides billing and EDI services in 19 states to over 70 utilities and 150 customers that consist of a mix of CRSs and utilities. Transaction management is provided through EC Infosystems' EC-Central (online portal for Transaction

Entry), True Track (Free Tracking Portal) and Utilibill technology solutions. Among other services, EC Infosystems provides back office support for account assignments, payments, customer enrollments, tracking current and historical usage, and remittance advice to SmartEnergy.

SmartEnergy's customer support services are provided under the direction of Lloyd Spencer the company's COO and Gina Goldberg the company's CMO. Mr. Spencer is a highly accomplished operations manager with over 17 years of operations management experience including serving as Director for Credit Suisse, a leading wholesale energy trading company. Ms. Goldberg has considerable customer care experience including the management of a customer care department that served 500,000 retail customers.

Name: Clear Point Energy, Inc.
Position: President
Business Address: Clear Point Energy, Inc.
Attn: Angelo Chambrone
120 E Washington Street, Suite 304
Syracuse, NY 13202
Business Phone: 888-311-1041
Email: achambrone@clearpointenergy.com

BIO:

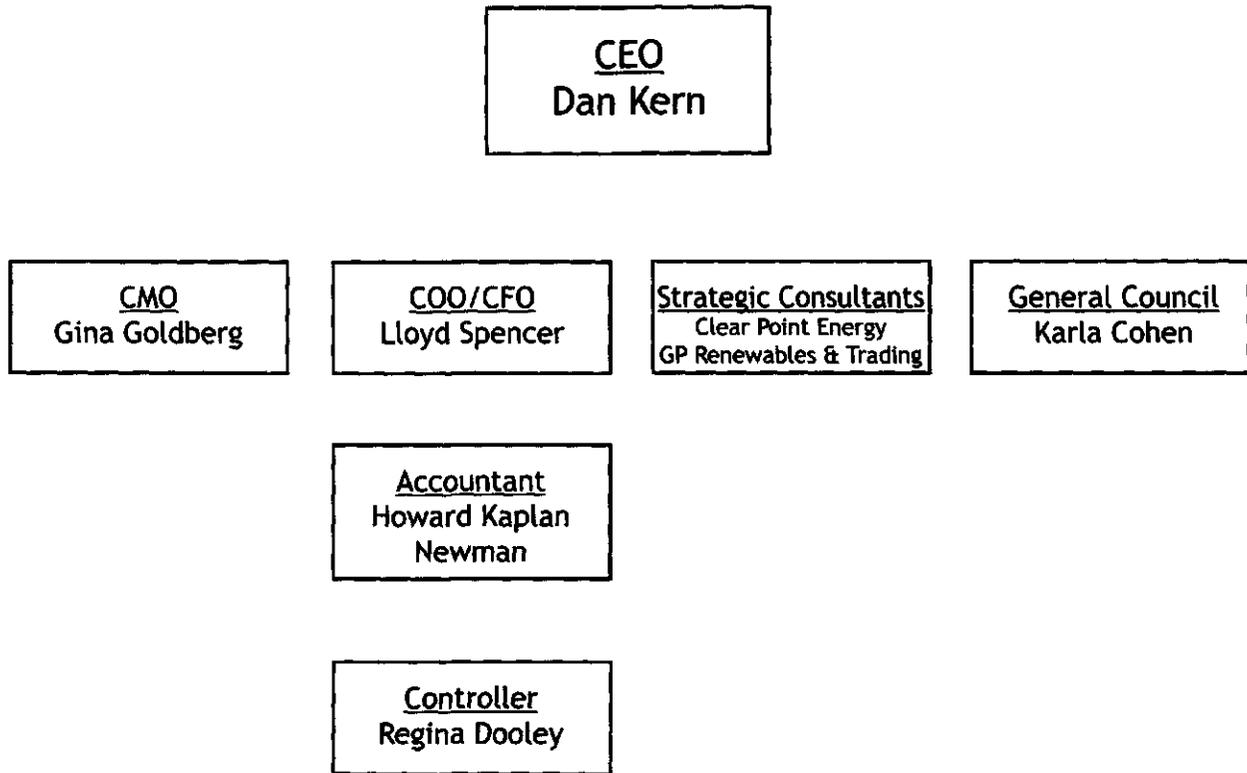
Angelo has over twenty years of energy experience in both deregulated and regulated markets. His expertise spans operations, supply, sales, and regulatory affairs. Angelo currently leads Clear Point Energy, an energy consulting firm. His firm focuses on start-up and new entrants in the retail energy business. Prior to Clear Point, he served as Vice President of BlueRock Energy of Syracuse, NY. He was a founder and key contributor in developing BlueRock from a start-up to a successful operation. Over the course of his career, he has held senior positions with leading energy marketing and utility firms. Angelo has also participated in numerous regulatory proceedings on industry restructuring of deregulated energy markets. He holds a M.B.A from LeMoyne College of Syracuse, and a Bachelor of Science in Accounting from the State University of NY College of Technology at Utica, NY.

Name: Gabriel Phillips
Position: President
Business Address: GP Renewables & Trading, LLC
131 Varick St. Suite 1035
New York, NY 10013
Business Phone: 203-216-8081
Email: gabe@gprenew.com

The company is assisted in the management of SmartEnergy by GP Renewables & Trading, LLC., under the direction of its president, Gabriel Phillips. Mr. Phillips has over seven years' experience working in the electric energy regulation system working in all aspects of the alternative energy supplier industry including as a load scheduler and buying and selling electric energy in wholesale markets. He has worked extensively with both retail electric suppliers and electric generation utilities in various jurisdictions including Connecticut, New Jersey, Maryland, Pennsylvania, and New York. He advises his clients on all elements of regulatory compliance, including electric system operations and buying selling energy, renewable energy credits, and associated products in wholesale markets. Prior to founding GP Renewables, Mr. Phillips was an energy trader with Sempra Energy. Mr. Phillips is an engineering graduate of Johns Hopkins University.



Management Organizational Chart
January 31st, 2013



Daniel A. Kern
575 Lexington Avenue 4th Floor
New York, NY 10022
212-779-7000

STRENGTHS AND ACCOMPLISHMENTS:

- Professional, organized, efficient, and detail-oriented with strong communication skills.
- Proven ability to adapt quickly to challenges and changing environment and easily grasp and implement new ideas, concepts, methods and technologies.
- Comfortable and effective handling multiple tasks and meeting deadlines under pressure in a time-sensitive, fast-paced environment.
- Highly skilled at prioritizing, assigning work, and resolving business issues.
- Strong work ethic with the self-discipline, focus, and desire to succeed.
- Team player with an equally effective ability to work independently.
- Enthusiastic, creative and able to develop winning strategies.
- Exceptional leadership ability; able to motivate others to take appropriate actions.
- Experienced in marketing, research, financial reports, budgets, and sales goals.
- Expertise in planning, overseeing, and executing multiple projects and events.

PROFESSIONAL EXPERIENCE:

1991-Present, Co-Founder/Managing Director, Main Street Direct, LLC, New York, NY

Full-service direct response ad agency that provides customer acquisition and retention marketing services for companies both large and small. Our client roster includes over 50 Fortune 500 companies. Using Main Street Direct as a platform company, I have started numerous successful startups including:

- **1994-1996:** Started PanCam, LLC., a vertical business unit that sold panoramic cameras. PanCam sold 1.5 million panoramic cameras with sales over \$30 million.
- **1996-1998:** Founded Publications Direct, LLC. Publications Direct acquired 1 million customers and had sales of \$25 million. In 1998, sold Publications Direct to Time Inc.
- **2000-2010:** Started RewardCenter.com, a vertical business that sold merchandise positioned as a reward from our channel partners. Company acquired over 10 million customers for RewardCenter.com. During that period, RewardCenter sales were over \$150 million.

1987-1991, Corporate Director of Marketing, Russ Berrie & Company, Inc., Oakland, NJ

The Company designs and sells gift and stationery products. Russ was listed on the New York Stock exchange with annual sales of \$450 million.

1986, Sales Representative, Russ Berrie & Company, Inc., Oakland, N.J.

1985, Corporate Management Trainee, Russ Berrie & Company, Inc., Oakland, N.J.

EDUCATION:

The Ohio State University, Columbus, Ohio
Bachelor of Science in Business Administration
Dual Major: Accounting and Marketing
Activities: Varsity Lacrosse Team

PERSONAL:

- National Speakers Association
- Member of Toastmasters International;
- Lacrosse, Skiing, S.C.U.B.A., Karate

References Available Upon Request

Lloyd B. Spencer

New York NY 10024

(917) 446 4781

lloyd.b.spencer@gmail.com

PROFESSIONAL EXPERIENCE

2012 – present COO / CRO, **SmartEnergy Holdings**, New York, NY.

- Start-up retail energy supply company
- Financial modelling, market entry analysis
- EDI provider and risk management vendor evaluations

2012 – 2013 Contract Project Management, **Credit Suisse**, New York, NY.

Migration and consolidation of Openlink trading systems instances. Project Management and prioritization of book of work. Identification of key business processes and embedded business logic in preparation for migration.

2011 – 2011 Contract Global Project Management, **Deutsche Bank**, London, Houston, Sydney.

Systems implementation of new Australian Power / Emissions desk. Openlink trade representation of approximately 30 new transaction types. Interface to Corporate Risk Management and Valuation Systems.

2004 – 2008 Director, **Credit Suisse**, Energy Trading & Marketing, New York, NY.

Hired to establish & develop a newly-formed energy trading business. Directed wide range of business development initiatives, building out product set and support departments.

Middle office

- Led middle office team responsible for trade fixes, daily flash PnL, FX exposure management, IR hedging, etc.
- Designed and used PnL explained reports in trading system for PnL inquiry response
- Held monthly front office – back office meetings to identify and prioritize operational issues and IT development

Risk management

- Established measurement techniques for risk management group to apply VaR to commodity positions, in particular spread / basis trades and other structured products including storage, transportation and tolling.
- Implemented 2 factor volatility model to better quantify commodity risk exposures
- Implemented trader drawdown limits and flags based on internal protocols and procedures
- Defined methodology and calculated exposures to FX, rates and credit for storage and transportation books. Assisted gas traders with establishing hedging protocols for these and other derivative exposures.
- Oversaw collateral management with key counterparties during major market events
- Discussions with risk group regarding capital allocations to business. Project management of novation trades to lower collateral postings and credit among counterparties and between exchanges.
- Managed interest rate risk for the desk, hedging internally with swaps desk and with Eurodollar futures.

2000 – 2004 Manager, **PricewaterhouseCoopers** Financial Risk Management, New York, NY.

Broad range of valuation, structuring and process related projects with over 20 different energy & financial clients, covering market, credit and operational risks. Responsible for approximately \$1.2m in annual revenues. Managed up to 8 staff and 3 concurrent projects.

- Quarterly review of several major energy trading clients
 - Analysis of energy derivatives and trading
 - Independent valuation of significant new transactions
 - revaluations of existing structured trades
- Complete process and controls review of several physical-based energy commodity traders
 - implementation of Sarbanes Oxley
- Review of FAS 133 treatment of commodity derivatives portfolios
- Purchaser due diligence of energy trading acquisition target
- Development of P&L attribution for mutual fund fee receivables securitisation and hedging program
- Review and recommendations of hedging program for variable annuity portfolio at insurance company

Lloyd B. Spencer

- 1998 – 1999 Vice President, **Bankers Trust Risk Management Advisory**, New York, NY.
- Risk management advisory project with major gas / electric utility to develop and implement an internal risk management group including reporting and systems requirements.
 - Marketing trips to potential utility customers for investment banking and risk management advisory groups.
- 1997 – 1998 Senior Risk Analyst, **The Power Company of America**, Greenwich, CT.
- Risk evaluation of marketing transactions with utility customers.
 - Development of power pricing models for short and long term physical / financial trades.
- 1996 – 1997 Manager, **Edison International**, Energy Pricing and Risk Management, Los Angeles, CA.
- Evaluation of the potential implementation of a corporate hedging program.
 - Evaluation of risks surrounding retail power offerings in a deregulated market.
- 1995 - 1996 Analyst / Associate, **Enron Capital & Trade Resources**, Houston, TX.
- Power pricing models for physical / financial trades, models for "all requirements" fixed price supply contracts. Parameter fitting for models of energy commodity price behaviour: power, gas, and oil.
 - Performance and risk quantification for debt and equity transactions in the energy industry: development of a capital pricing mechanism and portfolio analysis approach for illiquid assets.
 - Financial analysis of international infrastructure projects, and domestic equity investments.

ARTICLES

- *Commodity Risk Management In Energy Project Finance*. Managing Energy Price Risk (3rd Edition, March 2004)
- *Energy Market Participants: The Risks of being a Jack-of-All-Trades* Public Utilities Fortnightly (Jun 1, 2003)
- *The Risk that Wasn't Hedged: So What's Your Gamma Position?* Public Utilities Fortnightly (Oct 1, 2001)
- *Derivatives In Energy Project Finance*. Managing Energy Price Risk (2nd Edition, Sept 1999)
- *Oil's well that ends well*. Risk Magazine, June 1999
- *The value of power*. Energy & Power Risk Magazine, May 1997

EDUCATION

- 2003 CFA Charter holder.
- 2004 **Global Association of Risk Professionals**: Financial Risk Manager Exam
- 1994 - 1995 **Stanford University Graduate School**, Stanford, California.
Master of Science in Operations Research with Distinction.
- 1989 - 1992 **Auckland University**, Auckland, New Zealand.
Bachelor of Science and Bachelor of Commerce in Statistics and Finance.

APPLICATIONS

VB .NET, Matlab, R, Openlink Endur, Excel, Access, VBA

Gina Goldberg

Accomplished Marketing Executive

- Strategic business, market and sales planning
- Competitive analysis, positioning and pricing
- Customer-centric product development
- Operations/change management techniques
- Strong cross functional credentials especially where sales/marketing intersect with operations.
- Exceptional communication, influence and presentation skills; articulate speaker, clear and concise writer.
- Excellent network of business contacts and a strong track record with national consumer media.
- Hands on manager with strong leadership, supervisory, organizational and multi-tasking skills.
- Creative branding and vertical marketing
- ROI, value proposition & profit optimization
- Product launch and lifecycle management
- Strategic alliances and partnerships

EXPERIENCE

SmartEnergy Holdings, LLC., New York, NY
Present

April 2012 to

Chief Marketing Officer

Responsible for the development, creation and execution of marketing strategy for this new deregulated energy organized to offer electricity and natural gas to residential and small commercial customers in multiple states and utility territories. Oversees all residential and small commercial marketing activities, including but not limited to branding, communications, product pricing, promotions and web presence. Directs channel management and sales transactional operations, partnership marketing, broker operations, customer service, customer experience and retention. Serves as regulatory affairs and utility retail energy choice coordinator liaison, as required.

MXenergy Inc. (A Constellation Energy Company), Houston, TX
March 2012

February 2004 –

Senior Vice President, Sales and Marketing

Executive team member of this deregulated energy company providing electricity and natural gas supply for home, small business and commercial customers in 47 deregulated utility territories. Planned and executed all major marketing and branding initiatives.

- Developed and executed retail marketing strategy delivering annual financial results of \$60M EBITDA in an industry challenged by commodity, competitive and regulatory uncertainty.
- Oversaw 60+ marketing, creative, business development, sales, sales operations and customer care professionals with an annual operating budget of \$35M.
- Overall responsibility for the definition, positioning, product requirements, channel management and profitability of company product offerings.
- Developed and monitored Key Performance Indicators to foster rapid response, data-driven decision-making in fast-paced commodity controlled price environment.

- Directed ongoing gap and competitor analyses to refine and improve key value propositions, work flow processes and customer care quality assurance practices.
- Provided sales, marketing and operational leadership in a complex environment to effectively transition an entrepreneurial, private company of 40 employees serving 40,000 customers into a public entity with 200 employees serving 500,000 customers.
- Developed 40+ national contractual and broker partnerships to meet growth and margin objectives.
- Increased sales response rate by 120%, lowered customer acquisition costs by 18.5% and recognized margin improvement within a two year period (2008 to 2010) by modifying pricing and product offer practices.
- Directed IT CRM project team initiative to improve tracking, analysis and modeling of customer lifecycle behaviors, enabling development and execution of targeted customer acquisition, retention and win back strategies.
- Aligned PR efforts to coincide with energy market events, garnering significant press attention and publicity averaging over 50M major media impressions annually.

Showtime Networks Inc., New York, NY

1984 to 2003

Senior Vice President, Marketing, New York, NY

1998 to 2003

Directed consumer marketing activity for this television network with a product portfolio representing 12 networks reaching multiple distribution platforms with over \$1B in revenue and \$230M EBITDA.

- Responsible for annual sales/marketing budget of \$35M and an advertising budget of \$40M.
- Supervised a team of 48 responsible for: promoting and branding original programming content, consumer advertising, trade advertising and events, direct marketing, Hispanic marketing, promotions, on-line marketing, inbound/outbound telesales, and affiliate training and incentives.
- Led, developed and executed affiliate and consumer marketing strategy, contributing to company compound annual growth rate of 8% revenue and 20% EBITDA over 4 years.
- Increased subscriber growth from 14M in 1998 to 23.5M in 2002 by spearheading highly effective direct marketing campaigns and sales promotion initiatives.
- Maximized subscriber growth and revenue by developing plan to consolidate affiliate sales and consumer marketing budgets. Focused \$35M combined sales/marketing budget on key affiliate accounts and DMAs with favorable ROI potential.
- Realized cost savings of over \$5M by restructuring the marketing department; improving operating efficiency through: headcount reduction, increased utilization of in-house creative resources and elimination of outdated operational methods.
- Introduced highly targeted and innovative brand-building marketing approaches to maximize viewership in underserved and niche audience markets, generating press and enthusiasm for program offerings.
- Launched three new digital channel package offerings targeting women, family and Generation Y audiences to fortify company product portfolio, broaden demographic viewership and outperform competitor packaging and pricing initiatives.
- Oversaw creative development of all consumer launch materials for new and emerging technology platforms including subscription video-on-demand, HDTV and ITV.
- Appointed to and served on the parent company's Viacom Marketing Council, partnering with divisional marketing executives, including, among others, CBS, UPN, MTV Networks, Paramount Pictures, Blockbuster, and Infinity Broadcasting, sharing cross channel, promotional and public relations assets to achieve respective goals.

Vice President, Affiliate Marketing Services, Dallas, TX

1989 to 1998

Developed affiliate marketing programs to maximize subscription sales activity at the point-of-sale.

- Created and implemented training and incentive programs reaching over 100,000 customer service representatives in 5,000 affiliated cable systems.
- Directed all inbound/outbound telemarketing activity with an operating budget of \$6M.

- Generated over 800,000 new subscription sales annually through 800# direct response television (DRTV), voice broadcast messaging and outbound business-to-consumer programs.
- Served on executive strategic planning committee interpreting industry digital technology trends to create long-range approaches to packaging and new product introduction.

Director, Tele-Services, Dallas, TX

1984 to 1989

Conceived, designed and operated cable industry's first premium television telephone marketing and direct sales department with full P&L accountability. Hired at Manager level; promoted to Director in 1986.

- Created and directed Tele-Services business unit from start-up stage to premier industry status, contributing over 35% of company's incremental subscriber growth annually since inception.

The Dallas Morning News, Dallas, TX

1981 to 1984

Sales Promotion Coordinator

- Increased advertising and subscription sales by developing and implementing award-winning marketing and sales promotion programs.

EDUCATION

University of Kansas, Lawrence, KS, Major: B.S. Journalism, 1978 – 1981

PROFESSIONAL AFFILIATIONS

Board Member, American Teleservices Association (ATA)
 Member, National Energy Marketers Association (NEM)

COMMUNITY

Volunteer, Habitat For Humanity Ongoing
 Volunteer, Candlelighters (Childhood Cancer Family Alliance), Houston, TX Ongoing

Angelo Chambrone

3934 Pawnee Drive ● Liverpool ● New York 13090 ● 315-657-1666 ● achambrone@yahoo.com

Objective

I am seeking a senior level position in an organization that can utilize my diverse skills and leadership capabilities.

Energy Sector Summary

Retail Sales, Wholesale Structuring, Supply Portfolio Management (Natural Gas & Electric), Pricing, Risk Management, Billing, Back Office Systems, Market Evaluation, Forecasting, Tariff Analysis, Demand Response, Regulatory Affairs, and Renewable Energy.

Work Experience

Consultant – Smart Energy Holdings, LLC

07/2011 – Present, Clear Point Energy, Inc., Liverpool, NY

Assist company with formulation and launch of its retail energy supply business. Prepare analysis and recommendations of marketing, sales, and wholesale supply strategy. Review and provide analysis for financial modeling. Obtain proposals on company's behalf for financing and wholesale supply. Advise company on financing methods and back office systems. Provide advice on regulatory matters. Active member of company's risk management committee.

President

11/2010 – Present, Clear Point Energy, Inc., Liverpool, NY

Direct and manage all aspects of the company's energy brokerage and supplier consulting services businesses. Acquire and close consulting services engagements. Create marketing and sales strategies. Formulate energy brokerage agreements. Negotiate credit facility and asset management structures on behalf of supplier clients. Provide executive coaching on deal formation, operation strategy, market dynamics and business planning. Develop complex commodity hedging and procurement strategies for large C&I energy buyers. Assist in the evaluation of risk exposure for energy suppliers and financing companies. Assist clients with development of supply and hedging strategies.

Vice President Sales / Operations

11/2004 – 11/2010, Blue Rock Energy, Inc., Syracuse, NY

Direct the sales, marketing, and wholesale supply operations for the company's energy commodity business. These businesses include a startup retail energy supplier serving mass market customers and a brokerage business targeting large commercial and industrial segments. Prepare business plans and P&L forecasts. Manage forecasting, and pricing of energy portfolio. Direct the procurement of wholesale electricity and natural gas supplies. Prospect and close large volume retail sales. Develop alternate sales channels. Prepare board presentations. Develop market entry and sales strategy. Manage the development of retail back office systems. Complete and file retail license applications with regulatory bodies. Launch green energy program.

- Grew the energy supply business sales from start-up to over \$30.0 million in less than three years.
- Formulated wholesale supply agreements. Negotiated multimillion dollar credit facility.

Manager Market Planning & Analysis

7/1998 – 11/2004, Select Energy (formerly Niagara Mohawk Energy Marketing, Inc.), Syracuse, NY

Assist the VP of Retail Marketing with overall management and strategic planning of a \$200 Million sales organization. The target market was large commercial and industrial customers across the Northeast. Evaluate and coordinate launch into new markets. Prepare sales forecast and long range operating plans. Develop pricing models and marketing plans. Prepare pleadings and briefs before regulators. Coach sales staff on deal formation, tariffs and market dynamics. Monitor and track competitor behavior. Manage inside sales staff and demand response program. Create standard sales agreements. Develop alternative sales channels. Prepare license applications and compliance filings with State Utility Commissions. Lead implementation of retail back-office systems.

- Produced over \$500k in annual gross margin from inside sales. Grew sales from \$11M to \$150M+ in four years.
- Built the Market Planning group from start-up. This group was a key contributor and an industry expert.

Gas Supply Planner

1/1997 – 7/1998, Niagara Mohawk Power Corporation, Syracuse, NY

Prepare forecasts of gas sales volumes. Present reconcile, and defend such forecasts to management and regulatory bodies. Develop short-term demand forecasts for capacity release. Develop regression models and forecasting databases. Coordinate the procurement of gas supply with purchasing agent. Negotiate peak sales agreements with cogeneration and industrial customers. Prepare forecasts of fixed and variable gas supply cost in excess of \$280 million.

- Revised 1998-2003 sales forecast to correct for errors in migration of sales customer to transportation service.

Sr. Marketing Analyst

1/1995 - 1/1997, Niagara Mohawk Power Corporation, Syracuse, NY

Negotiate special contract agreements with large industrial customers to avoid by-pass of the utility distribution system. Conduct market research and calculate market potential of new franchise territories. Develop financial models. Lead cross-functional teams in performing strategic evaluations of new franchise candidates. Coordinate the submission franchise petitions with Public Utility Commission. Administer contracts for gas transportation and peak shaving. Assist with economic development initiatives and engineering feasibility studies.

- Successfully developed new natural gas franchises with annual operating margins of \$500,000.
- Negotiated new gas transportation agreements in excess of \$1.4 million in annual margin.

Business Manager / Assistant Controller

1/1993 - 1/1995, Niagara Mohawk Power Corporation, Syracuse, NY

Perform day to day management of a local natural gas distribution company. The company had 5,000 customers, with operating revenues of \$14.0 million, and assets of \$17.0 million. Manage all financial activities, produce financial statements, billings, collections, public utility commission reporting, GAC filings, and customer service. Prepare financial reports and presentations for board of directors. Assist with the implementation gas transportation billing system. Supervise billing of large industrial gas accounts. Perform database administration and system maintenance of the AS400 computer system.

- Successfully implemented a new utility billing and financial reporting system.
- Consistently met budget goals for earnings, operating expense, and capital investments.

Financial Analyst

1/1991 - 1/1993, Niagara Mohawk Power Corporation, Syracuse, NY

Assist the Vice President of Gas Customer Service Operations in assessing financial impact and performance, evaluating market opportunities, developing operating and capital budgets, and business plans for five regional operating units. These units had 1,200 employees with annual budgets of \$50 million in operating expense and \$60 million in capital expenditures. Develop incentive compensation goals and evaluate results. Establish active based unit cost for capital budgeting.

- Developed and implemented a rate of return financial model to determine franchise expansion profitability.

Associate Project Control Analyst

7/1989 - 1/1991, Niagara Mohawk Power Corporation, Syracuse, NY

Associate Project Control Analyst (Fossil / Hydro) - Perform cost and schedule analysis and report performance to the project manager and department management for FERC hydro re-licensing and fossil generators. Prepare capital budgets, cash flow projections, CPM schedules, contract negotiations, and variance reports.

- Successfully awarded a \$15 million A&E contract to support a \$160 million fossil generator construction program.

Business Analyst

1/1988 - 7/1989, General Electric Co., Aerospace Electronics, Utica, NY

Analyst / Information Systems - Maintain, design, and program PC/Mainframe based Executive Information System. Provide system training for division and section level management. Act as liaison with the finance department for maintenance of existing forecasting systems, and the creation of new financial models.

- Created Generic logic to reduce system development time and enhance portability.

Financial Analyst

1/1986 - 1/1988, General Electric Co., Aerospace Electronics, Utica, NY

Lead Project Role in the design, programming and implementation of a Project Management Information System, to meet Federal Government (C/SCS) criteria. Provide the Program Manager and functional staff with financial data pertinent to the control of operations, investment, and overhead. Prepare operating plan forecasts of sales, income, and investment. Performed cost and schedule analysis and issued performance reports.

- Successfully implemented a Reporting System for a \$40 million dollar project in the Strategic Defense Initiative program.

Financial Analyst

1/1985 - 1/1986, General Electric Co., Aerospace Electronics, Utica, NY

Subcontractor bid proposal analysis and negotiations. Audited and reviewed purchase orders over \$50k for compliance of company policy and Federal Government procurement regulations. Forecasted and monitored the material budget of \$115 million dollars.

Specialist Materials Distribution

1/1984 - 1/1985, General Electric Co., Aerospace Electronics, Utica, NY

Specialist Materials Distribution - Performed work flow and operations review of information gathering procedures.

Education

LeMoyne College, Syracuse, NY, Master of Business Administration

State University of NY, College of Technology, Utica, NY, Bachelor of Science Accounting

Gabriel Phillips

Professional History:

GP Renewables & Trading; Founder & CEO- June 2010 – Present; New York, NY

- Managed the daily forecasting, bidding, and scheduling for over 4 ARES with over 500 MW load portfolios in the NYISO, ISO-NE, PJM.
- Created financial hedging strategies for ARES customers
- Executed financial hedging strategies with a variety of counterparties
- Managed daily collateral and P&L for ARES customer with counterparties and ISOs
- Procured RECs to satisfy ARES customer RPS needs

Sempra Energy Trading; Term Power Trader/Assistant Trader- September 2007 – May 2010; Stamford, CT

- Traded a portfolio of short and long term financial and physical power and natural gas positions spanning four ISO territories, the NYISO, ISO-NE, PJM and the Ontario IMO.
- Priced deals to service customer flow business with an average duration of less than 2 years.
- Managed basis risk to 75 different locations using over the counter basis markets and Financial Transmission rights (FTR) markets to hedge exposure.
- Utilized the virtual market to diversify risk between the day ahead and real time as well as take incremental risk.
- Managed financial tolling deals for two NY power plants totaling 600mws modeled as options driven by various fuel prices and internal option models.
- Utilized the virtual market to diversify risk between the day ahead and real time as well as take incremental risk.
- Gained proficiency in managing and mitigating the financial impact of doing physical and financial direct customer and cleared speculative business in various regions by initiating transactions to reduce ancillary services costs generated by carrying large physical positions and to reduce Original Margin requirements with various exchanges including NYMEX and ICE.
- Built various stack and transmission models for Day Ahead and Term trading; including calibrating the model DAYZER to run in conjunction with internal systems for PJM, and two excel based stack models for NYISO and ISO-NE respectively.

Sempra Energy Trading; Real Time Power Trader- September 2006 – September 2007; Stamford, CT

- Traded day-ahead and hour-ahead financial and physical power in the WECC region, including California Independent System Operator (CAISO) and the Alberta Electric System Operator (AESO).
- Built and capitalized on customer relationships in taking advantage of arbitrage and spread opportunities.
- Took day-ahead transmission positions to be utilized in real time.
- Gained proficiency in creating NERC required tags to represent the flow of energy in Real Time.
- Studied the fundamentals of the power industry as they relate Hour Ahead and Day Ahead trading; including the affect of the generation stack, transmission constraints, congestion, load forecasts and weather on prices at the various trading hubs in the WECC.

Sempra Energy Trading; Day-Ahead Power Scheduler- July 2006-September 2006; Stamford, CT

- Coordinated the flow of long term and day-ahead physical power transactions for the West Coast Power Desk in the WECC region.
- Communicated with a large number of customers daily to search for Bookout opportunities in order to reduce overhead in each of the profit centers on the desk.
- Provided the desk with market intelligence gathered during communication with customers and scheduling/tagging process.
- Learned to make NREC required tags to represent the flow of energy from generator to sink anywhere in the WECC region.

Sempra Energy Trading; Collateral Analyst- December 2005- July 2006; Stamford, CT

- Processed and executed all collateral requests made by and on Sempra Energy Trading Corp, Sempra Energy Europe Ltd and Sempra Oil Trading Sari., covering all counter parties worldwide.

- *Assisted in managing basic liquidity needs by coordinating with CCO and Treasury department in the deployment of cash collateral and letters of credit.*
- *Reconciled the value of all types of transactions in all of SET's portfolios against the counter parties for the purpose of increasing the coverage of our credit exposure during a margin call dispute resolution. This process must be accomplished in a timely fashion without divulging sensitive information.*
- *Consistently work towards improved process efficiency and accuracy by increasing automation and enhancing the features of the Java application used as the Margin System.*

Sempra Energy Trading; Business Analyst- September 2005-December 2005; Stamford, CT

- *Supported the trading floor by interpreting the intricacies of how SET's internal trading and reporting system (Affinity) calculates the value of various deals and stores/displays information for the entire trading staff in Stamford, CT alongside only two other Business Analysts.*
- *Translated elements of the trading business from settlements and trade entry to P&L calculation to aid the development staff in creating more efficient and accurate systems.*
- *Coordinated and ensured the accuracy of pricing feeds and reporting updated our systems' information feeds from the nation's ISO's as well as maintained connectivity with data providers such as Reuters and LIM.*

D-4 Exhibit D-4 "FERC Power Marketer License Number." provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

Our Docket Number provided by FERC is No. ER13-779. It is scheduled to be accepted with an effective date of February 12, 2013.

 Karim A Khan CEO
Signature of Applicant and Title

Sworn and subscribed before me this 5th day of Feb., 2013
Month Year


Signature of official administering oath

Rebecca Chin / Notary
Print Name and Title Public

REBECCA CHIN
Notary Public, State of New York
Qualified in Queens County
Reg. No. 01CH6235607
My Commission Expires 04-14-2015

My commission expires on 02/14/2015

AFFIDAVIT

State of New York

____ ss.
(Town)

County of NEW YORK

Daniel Fern, Affiant, being duly sworn affirmed according to law, deposes and says that:

He She is the CEO (Office of Affiant) of Smart Energy Holdings, LLC (Name of Applicant):

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

1. 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 earnings, 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 Staff 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.

Daniel Fern CEO
Signature of Affiant & Title

REBECCA CHIN
Notary Public, State of New York
Qualified in Queens County
Reg. No. 01CH6235607
My Commission Expires 04-14-2015

Sworn and subscribed before me this 5th day of Feb. 2013
Month Year

Rebecca Chin
Signature of official administering oath

Rebecca Chin / Notary Public
Print Name and Title