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Date Received	Case Number	Certification Number
	11-1204 - GA-AGG	

## CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS / AGGREGATORS

Please type or print all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - 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, 13<sup>th</sup> Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

### SECTION A - APPLICANT INFORMATION AND SERVICES

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

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

**A-2 Applicant information:**

Legal Name MRDB Holdings LP d/b/a LPB Energy Management  
Address 12700 Park Central Drive Suite 200 Dallas TX 75251  
Telephone No. 972.383.5200 Web site Address www.lpbenergy.com

**A-3 Applicant information under which applicant will do business in Ohio:**

Name MRDB Holdings LP d/b/a LPB Energy Management  
Address 12700 Park Central Drive Suite 200 Dallas TX 75251  
Web site Address www.lpbenergy.com Telephone No. 972.383.5200

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

LPB Energy Management MRDB Holdings LP  
LPB Energy Consulting  
LPB Acquisition Company

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

Name Sue Sim Title Manager, Contracts and Compliance  
Business Address 12700 Park Central Drive Suite 200 Dallas TX 75251  
Telephone No. 972.383.5200 Fax No. 972.421.4485 Email Address sue.sim@lpbenergy.com

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 And Date processed 3/7/11

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

Name Sue Sim Title Manager, Contracts and Compliance  
Business address 12700 Park Central Drive Suite 200 Dallas TX 75251  
Telephone No. 972.383.5200 Fax No. 972.421.4485 Email Address sue.sim@lpbenergy.com

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

Customer service address 12700 Park Central Drive Suite 200 Dallas TX 75251  
Toll-Free Telephone No. 866.572.5721 Fax No. 972.383.8200 Email Address service@lpbenergy.com

**A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee**

Name NA - Seeking Broker Certification Title  
Business address  
Telephone No. Fax No. Email Address

**A-9 Applicant's federal employer identification number 203459288**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship ☒ Partnership  
☐ Limited Liability Partnership (LLP) ☐ Limited Liability Company (LLC)  
☐ Corporation ☐ Other

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

**A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.**

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

**A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:**

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	4/1/2011
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	4/1/2011
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	4/1/2011
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	4/1/2011

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 **Exhibit A-15 "Corporate Structure,"** 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 natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "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-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

## **SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a current 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 natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations 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 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has 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 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ 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.

## **SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 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, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** 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 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** 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 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current 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 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization.
- C-8 **Exhibit C-8 "Bankruptcy Information,"** 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 since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

#### **SECTION D – APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

*[Signature]*, President of the General Partner

Sworn and subscribed before me this

3

day of

March

Month

2011

Year

*[Signature]*

Signature of official administering oath

Sarah Schachter, Notary Public

Print Name and Title

1-17-2014  
My commission expires on





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of

*MRDB Holdings LP d/b/a LPB Energy Management*  
for a Certificate or Renewal Certificate to Provide  
Competitive Retail Natural Gas Service in Ohio.

Case No.

-GA-AGG

County of *Dallas*  
State of *Texas*

*Matthew Berke*

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

*[Signature]*, President of the General Partner

Sworn and subscribed before me this *3* day of *March* Month *2011* Year

*[Signature]*  
Signature of Official Administering Oath

*Sarah Schachter* Notary Public  
Print Name and Title

*1-17-2014*  
My commission expires on



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**Exhibit A-14 "Principal Officers, Directors & Partners"**

MRDB Holdings LP d/b/a LPB Energy Management has one principal officer who is also a majority owner:

Matthew Berke, President of the General Partner

12700 Park Central Drive Ste 200

Dallas TX 75251

Phone: 972.383.5200



**Exhibit A-15 "Corporate Structure"**

MRDB Holdings LP d/b/a LPB Energy Management is a Texas Limited Partnership. The Company does not have any affiliates or subsidiaries that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.

**Exhibit A-16 "Company History"**

MRDB Holdings LP d/b/a LPB Energy Management was founded in Texas in 2001 to provide electricity brokerage services to clients in Texas. Since that time, the company has grown and provides other energy management services to clients across the United States. The Company has experience as a broker in many deregulated states in both electricity and natural gas around the country.

**Exhibit A-17 "Articles of Incorporation and Bylaws"**

MRDB Holdings LP d/b/a LPB Energy Management is a Texas Limited Partnership, and thus does not have Articles of Incorporation nor Bylaws

**Exhibit A-18 "Secretary of State"**

See attached.



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/25/2007	200729701314	REGISTRATION OF FOREIGN LIMITED PARTNERSHIP (LPF)	125.00	.00	.00	.00	.00

**Receipt**

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

MRDB HOLDINGS, LP  
12700 PARK CENTRAL DRIVE  
SUITE 200  
DALLAS, TX 75251-1524

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1735411

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

**MRDB HOLDINGS LP**

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

Document(s)

**REGISTRATION OF FOREIGN LIMITED PARTNERSHIP**

Document No(s):

**200729701314**



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 24th day of October, A.D.  
2007.

Ohio Secretary of State



EXHIBIT A-18 'SEC REPORT OF STATE?'

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/14/2008	200810203400	TRADE NAME/ORIGINAL FILING (RNO)	50.00	.00	.00	.00	.00

**Receipt**

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

PETER SCHMIDT  
LPB ENERGY CONSULTING  
12700 PARK CENTRAL DRIVE  
DALLAS, TX 75251

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jennifer Brunner**

1772618

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

**LPB ENERGY MANAGEMENT**

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

Document(s)

**TRADE NAME/ORIGINAL FILING**

Date of First Use: 04/07/2008

Expiration Date: 04/09/2013

Document No(s):

**200810203400**

MRDB HOLDINGS LP  
12700 PARK CENTRAL DRIVE  
SUITE 200  
DALLAT, TX 75251



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 9th day of April, A.D. 2008.

Ohio Secretary of State

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

MRDB Holdings LP d/b/a LPB Energy Management is currently authorized to provide brokerage and/or aggregation services in the following states: Connecticut, Delaware, Illinois, Maryland, Massachusetts, New Hampshire, New Jersey, Texas and Washington, D.C.

**Exhibit B-2 "Experience & Plans"**

MRDB Holdings LP d/b/a LPB Energy Management current experience, practice and plans include contracting for the Company's suite of energy management services, including providing energy brokerage services. After contracting for the services, the Company's employees provide the contracted services, and send bills directly to clients for these services where applicable, or incorporating a fee per unit of energy as billed and collected by the contracting supplier. The Company has a customer service email address and toll-free number it provides to customers to answer any questions and provide general customer services and support.



**Exhibit B-3 "Summary of Experience"**

As mentioned in exhibits A-16 and B-1, MRDB Holdings LP d/b/a LPB Energy Management has been providing brokerage services in multiple jurisdictions for many years, including contracting with customers and representing customers as a broker to find established energy suppliers. The Company has over 1,000 customers, and has provided brokerage services across many states and in most deregulated areas.

**Exhibit B-4 "Disclosure of Liabilities and Investigations"**

None.

**Exhibit C-1 "Annual Reports"**

Not Applicable – MRDB Holdings LP d/b/a LPB Energy Management is not a public company, but is a closely held private company. The Company does not prepare annual reports to the partner group.

**Exhibit C-2 "SEC Filings"**

Not Applicable – MRDB Holdings LP d/b/a LPB Energy Management is not a public company, and thus is not required to file with the SEC.

**Exhibit C-3 "Financial Statements"**

See Attached.

Consolidated Financial Statements and Report of Independent Certified Public Accountants

**MRDB Holdings LP d/b/a LPB Energy Management**

December 31, 2009 and 2008



Report of Independent Certified Public Accountants

Audit • Tax • Advisory

Grant Thornton LLP  
1717 Main Street, Suite 1500  
Dallas, TX 75201-4667

T 214.561.2300  
F 214.561.2370  
www.GrantThornton.com

The Partners  
MRDB Holdings LP  
d/b/a LPB Energy Management

We have audited the accompanying consolidated balance sheets of MRDB Holdings LP d/b/a LPB Energy Management as of December 31, 2009 and 2008 and the related consolidated statements of operations, changes in partners' capital/(deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of MRDB Holdings LP d/b/a LPB Energy Management as of December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Grant Thornton LLP*

Dallas, Texas  
January 17, 2011

MRDB Holdings LP  
d/b/a LPB Energy Management

CONSOLIDATED BALANCE SHEETS

December 31, 2009 and 2008

ASSETS	2009	2008
Cash	\$ 445,328	\$ 273,879
Accounts receivable, net	2,414,471	2,268,468
Related party receivable	127,886	124,963
Prepaid and other current assets	<u>98,892</u>	<u>135,956</u>
Total current assets	3,086,577	2,803,266
Property and equipment, net	463,765	642,022
Goodwill	5,761,455	4,502,476
Other intangible assets	205,296	321,768
Other assets	<u>66,123</u>	<u>68,199</u>
Total assets	<u>\$ 9,583,216</u>	<u>\$ 8,337,731</u>
LIABILITIES AND PARTNERS' DEFICIT		
Accounts payable	\$ 193,299	\$ 268,938
Accrued liabilities	1,314,373	1,442,978
Deferred revenue – current	1,549,326	961,671
Partner notes	1,051,666	-
Current portion of long-term debt	<u>500,000</u>	<u>1,000,000</u>
Total current liabilities	4,608,664	3,673,587
Deferred revenue – long-term	1,577,879	1,746,706
Other long-term liabilities	109,038	132,793
Related party debt	2,950,931	850,000
Partner notes	-	1,000,000
Long-term debt	<u>3,000,000</u>	<u>2,500,000</u>
Commitments and contingencies (Note K)		
Total liabilities	12,246,512	9,903,086
Partners' deficit	<u>(2,663,296)</u>	<u>(1,565,355)</u>
Total liabilities and partners' deficit	<u>\$ 9,583,216</u>	<u>\$ 8,337,731</u>

The accompanying notes are an integral part of these consolidated financial statements.



MRDB Holdings LP  
d/b/a LPB Energy Management

CONSOLIDATED STATEMENTS OF OPERATIONS

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Revenue:		
Procurement	\$12,989,283	\$11,997,017
Bill processing	1,079,696	572,418
Bill audit	1,013,690	911,876
Software/maintenance	825,189	750,121
Other revenue	<u>262,414</u>	<u>143,571</u>
Total revenue	<u>16,170,272</u>	<u>14,375,003</u>
Operating expenses:		
Cost of sales	4,723,686	3,347,372
Sales and marketing	5,363,902	5,707,107
General and administrative	4,990,457	5,636,209
Research and development	1,170,740	887,908
Depreciation	230,633	381,719
Amortization	<u>116,471</u>	<u>129,489</u>
Total operating expenses	<u>16,595,889</u>	<u>16,089,804</u>
Operating loss	(425,617)	(1,714,801)
Interest and other expenses	<u>(692,314)</u>	<u>(296,403)</u>
Income before taxes	(1,117,931)	(2,011,204)
State income tax expense	<u>68,155</u>	<u>58,006</u>
Net loss	<u>\$ (1,186,086)</u>	<u>\$ (2,069,210)</u>

The accompanying notes are an integral part of these consolidated financial statements.

MRDB Holdings LP  
d/b/a LPB Energy Management

CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL/(DEFICIT)

Years ended December 31, 2009 and 2008

	General Partner	Limited Partners	Total
Partners' capital, January 1, 2008	\$ 231	\$ 384,640	\$ 384,871
Additional contributed capital related to Phantom Equity Interests Plan	71	118,913	118,984
Net loss	(1,242)	(2,067,968)	(2,069,210)
Partners' deficit, December 31, 2008	(940)	(1,564,415)	(1,565,355)
Additional contributed capital related to Phantom Equity Interests Plan	53	88,092	88,145
Net loss	(712)	(1,185,374)	(1,186,086)
Partners' deficit, December 31, 2009	<u>\$(1,599)</u>	<u>\$(2,661,697)</u>	<u>\$(2,663,296)</u>

The accompanying notes are an integral part of these consolidated financial statements.

MRDB Holdings LP  
d/b/a LPB Energy Management

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Cash flows from operating activities:		
Net loss	\$(1,186,086)	\$(2,069,210)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation of property and equipment	230,633	381,719
Amortization of intangible assets	116,471	129,489
Equity-based compensation expense	88,145	118,984
Provision for bad debts	6,273	76,613
Loss on asset disposal	17,159	-
Changes in operating assets and liabilities:		
Accounts receivable	(152,276)	(456,737)
Related party receivable	(2,923)	27,204
Prepaid and other current assets	37,064	(13,071)
Noncurrent assets	2,076	(16,960)
Accounts payable	(44,589)	135,520
Deferred revenue	418,828	1,958,207
Accrued liabilities	192,616	614,002
Long-term liabilities	(23,755)	57,296
Net cash (used in) provided by operating activities	<u>(300,364)</u>	<u>943,056</u>
Cash flows from investing activities:		
Purchases of property and equipment	(132,693)	(221,570)
Proceeds from sales of assets	2,109	-
Acquisition earn-out payments	(1,297,603)	(171,321)
Net cash used in investing activities	<u>(1,428,187)</u>	<u>(392,891)</u>
Cash flows from financing activities:		
Repayment of debt	-	(1,100,000)
Proceeds from draws on line of credit	1,900,000	600,000
Net cash provided by (used in) financing activities	<u>1,900,000</u>	<u>(500,000)</u>
Net increase in cash and cash equivalents	171,449	50,165
Cash and cash equivalents, beginning of period	<u>273,879</u>	<u>223,714</u>
Cash and cash equivalents, end of period	<u>\$ 445,328</u>	<u>\$ 273,879</u>
Supplement disclosures of cash flow information:		
Cash paid for interest	\$ 575,788	\$ 574,343
Cash paid for state income taxes	\$ 53,705	\$ 34,778
Non-cash investing activities:		
Acquisition earn-out obligations	\$ 1,258,979	\$ 3,761,512

The accompanying notes are an integral part of these consolidated financial statements.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2009 and 2008

**NOTE A - NATURE OF BUSINESS**

MRDB Holdings LP d/b/a LPB Energy Management and its wholly-owned subsidiary, Energy Cost Certainty, LLC (collectively, the "Partnership"), is a full-service energy management firm with over 1,000 corporate and government clients in the United States of America. The Partnership assists their clients in measuring, reporting and reducing energy costs and usage by capturing and analyzing monthly utility bill and meter data. The Partnership offers an integrated approach to reduce costs through a variety of energy management solutions, including energy procurement services; bill processing and bill audit services; software sales and demand response programs; as well as decreasing usage through energy efficiency and behavior modification initiatives.

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include the accounts of the Partnership. All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

Liquidity

LPB is highly leveraged, which makes it vulnerable to changes in general economic conditions. LPB's ability to repay or refinance its debt will depend on, among other things, financial, business, market, competitive and other conditions, many of which are beyond LPB's control.

Based on current operations and anticipated future growth, management believes that LPB's available cash, anticipated cash flow from operations and available borrowings under its revolving line of credit will be sufficient to fund working capital, capital expenditure requirements, interest payments and scheduled debt principal payments for at least the next twelve months. See further discussion of the debt obligations in Notes H, I and J.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates depending upon certain risks and uncertainties. Significant estimates made by management include those made in the areas of revenue recognition, trade accounts receivable and related allowances, valuation of potential impairment of long-lived assets, goodwill and other intangible assets and valuation for equity-based compensation expense.

Management periodically evaluates estimates used in the preparation of the consolidated financial statements for continued reasonableness. Appropriate adjustment, if any, to the estimates used are made prospectively based on such periodic evaluations.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Cash and Cash Equivalents

The Partnership considers all highly liquid investment instruments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents at December 31, 2009 and 2008 consist of demand deposits at banks.

Concentration of Credit Risk

Financial instruments that potentially subject the Partnership to concentrations of credit risk consist principally of cash and trade accounts receivable. The Partnership maintains its cash deposits with primarily one financial institution. Deposits held with this bank may exceed the amount of federal deposit insurance provided on such deposits.

As of December 31, 2009, accounts receivable from one governmental customer and from one corporate customer represented 32% and 20%, respectively, of total accounts receivable. No other customer balance comprised more than 10% of total accounts receivable as of December 31, 2009. During 2009, revenue from one customer represented 40% of total revenue. No other customer comprised more than 10% of total revenue for 2009.

As of December 31, 2008, accounts receivable from one governmental customer and from one corporate customer represented 38% and 14%, respectively, of total accounts receivable. No other customer balance comprised more than 10% of total accounts receivable as of December 31, 2008. During 2008, revenue from one customer represented 50% of total revenue. No other customer comprised more than 10% of total revenue for 2008.

Accounts Receivable

Significant portions of the Partnership's trade accounts receivable are due from energy suppliers. The Partnership receives commission payments from energy suppliers based on the energy usage transacted between its energy customers and the energy suppliers. The Partnership provides credit in the form of invoiced and unbilled accounts receivable to energy suppliers and its energy customers in the normal course of business. The Partnership determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Partnership's previous loss history, and the customer's current ability to pay its obligation to the Partnership. After all attempts to collect a receivable have failed, the receivable is written off against the allowance for doubtful accounts. The allowance for doubtful accounts activity was as follows (in thousands):

	<u>Beginning balance</u>	<u>Charge to expense</u>	<u>(Write-offs) net of recoveries</u>	<u>Ending balance</u>
2008	\$ -	\$76	\$(68)	\$ 8
2009	\$ 8	\$ 6	\$ -	\$14

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Property and Equipment

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which are as follows:

Computer software	3 years
Computer equipment	5 years
Furniture and fixtures	7 years
Leasehold improvements	The shorter of the life of lease or the estimated life of the asset

Maintenance and repair costs are charged to expense as incurred; costs of major additions and betterments are capitalized.

Impairment of Long-Lived Assets

Long-lived assets include property and equipment, intangible assets and goodwill. The Partnership reviews long-lived assets for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. The Partnership reviews goodwill for impairment at least annually. An impairment loss is recorded in the period in which it is determined that the asset is not recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future cash flows expected to be generated by the asset, which requires the Partnership to make judgments regarding long-term forecasts of future revenues and costs related to the assets subject to review. No long-lived assets were determined to be impaired during 2009 and 2008.

Fair Value of Financial Instruments

As of December 31, 2009 and 2008, management estimates that the fair value of cash and cash equivalents, accounts receivables, accounts payable, and accrued expenses are carried at amounts that reasonably approximate their fair value due to the short-term nature of these instruments. Based on the borrowing rates currently available to the Partnership for debt instruments with similar terms and average maturities, the carrying value of long-term debt approximates fair value.

Revenue Recognition

The Partnership recognizes revenues when earned and either realized or realizable, which occurs when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured.

Energy procurement services relate to the procurement and procurement management of electricity, fossil fuels and renewable energy through its network of energy providers. Revenue is recognized monthly through commissions from energy providers based on end user energy usage. Procurement service revenue is recognized over the period the end user usage is generated. Commissions received in advance of energy usage are deferred and recognized as revenue as energy usage occurs.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Bill processing services relate to the analysis of monthly utility bills to capture utility bill data and provide reports and analysis to end users. Services can also include payment of utility bills on the end user's behalf. The Partnership recognizes revenue related to bill processing services as these services are rendered. For service fees received in advance, revenue is deferred and recognized over the service period. For set-up fees and implementation fees charged to customers, revenue is deferred and recognized over the expected customer relationship, which is typically the contract period.

Bill audit services relate to the analysis of monthly utility bills and meter data on either a fixed fee basis or contingency fee basis. Fixed fee services are recognized as services are completed. Contingency fee services are recognized over the period of end user energy usage based on a pre-determined percentage of energy costs saved.

Software sales are sold both as stand-alone perpetual licenses and bundled together with post-contract support services, typically service and maintenance. Revenue from stand-alone software license sales is recognized when the earnings process has been completed, which is typically triggered by the delivery of the software. For software sales arrangements with both software licenses and post-contract support, the entire sales revenue is deferred and recognized over the post-contract support period as the Partnership has not yet established sufficient vendor-specific objective evidence of fair value for post-contract support services to separate the units of accounting.

Revenue related to renewal of software post-contract support services are deferred and recognized over the renewal term.

Sales tax collected from customers and remitted to the applicable taxing authorities is accounted for on a net basis, with no impact to revenues.

Commissions

Commission expense associated with procurement service sales is accrued upon contract execution. Generally 90% of the commission is paid to sales personnel in the month following contract execution. The remaining 10% is paid at the end of the contract term. Commission expense associated with other sales is generally paid to sales personnel when payment is received from customers.

Research and Development Costs

Research and development costs, consisting primarily of salaries and benefit costs, are charged to expense as incurred. During 2009 and 2008, research and development costs were \$1,170,740 and \$887,908, respectively.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Seasonality

As procurement services are based upon variable usage volume, procurement service revenue is generally higher during the summer months when the electricity usage from air conditioning equipment peaks. Other sales and services are generally unaffected by seasonality fluctuations.

Rent Expense

The Partnership has entered into operating lease agreements for its offices, some of which contain provisions for periods of free rent, periods in which rent payments are reduced, or contain provisions for future rent escalations. The Partnership recognizes rent expense on a straight-line basis over the term of the lease. The lease term commences on the date the Partnership has the right to take possession and the right to control use of the leased premises. The difference between actual rent payments and the rent expense recorded in any given period is credited or charged to deferred rent, which is included in accrued liabilities in the accompanying consolidated balance sheets.

Advertising Expense

Advertising, sales promotion and marketing-related costs are expensed as incurred. For the years ended December 31, 2009 and 2008, advertising and marketing expense approximated \$126,000 and \$109,000, respectively, which is included in sales and marketing operating expenses in the accompanying consolidated statements of operations.

Equity-Based Payment

During 2008 and 2009, the Partnership granted phantom equity interests, which are similar in nature to stock appreciation rights, as described in Note L. The Partnership recognizes equity-based compensation expense based on the grant date fair value amortized over the requisite service period, less an estimated forfeiture rate, which is adjusted annually.

The Partnership uses the Black-Scholes option-pricing model to determine the grant date fair value of awards. This model requires the input of subjective assumptions including expected term, volatility, dividend yield and risk-free interest rates.

Income Taxes

The Partnership is treated as a partnership for federal income tax purposes. As such, the Partnership does not directly pay income taxes on its income or benefit from its losses. Instead, its income and other tax attributes are passed through to its partners for federal and, where applicable, state income tax purposes. On May 18, 2006, House Bill 3 ("HB-3") was signed into law by the Governor of Texas as a modification to the existing franchise tax law. HB-3 also has expanded the definition of taxpaying entities to include limited partnerships. The Partnership recorded state income tax expense of \$68,155 and \$58,006 in 2009 and 2008, respectively.



MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

The Partnership adopted the provisions of FASB Accounting Standards Codification (ASC) 740, *Income Taxes*, related to uncertain tax positions, on December 31, 2009. Previously, the Partnership had accounted for tax contingencies in accordance with ASC 450, Contingencies. As required by the uncertain tax position guidance of ASC 740 the Partnership recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, the Partnership applied the uncertain tax position provisions of ASC 740 to all tax positions for which the statute of limitations remained open. The implementation of the uncertain tax position guidance of ASC 740 resulted in no changes to the Partnership's tax liability.

NOTE C - ACCOUNTS RECEIVABLE

The Partnership generally does not directly invoice energy suppliers for commissions on procurement services, rather suppliers remit payments based on actual end user usage. Unbilled accounts receivable represents procurement services revenue based on estimated end user energy consumed, but not reported. Estimates are based on end user historical usage patterns and other factors such as temperature trends.

As of December 31, 2009 and 2008, trade accounts receivable, net consisted of the following (in thousands):

	<u>2009</u>	<u>2008</u>
Unbilled accounts receivable	\$2,050	\$1,838
Billed accounts receivable	<u>378</u>	<u>438</u>
	2,428	2,276
Allowance for doubtful accounts	<u>(14)</u>	<u>(8)</u>
Trade accounts receivable, net	<u>\$2,414</u>	<u>\$2,268</u>

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE D - PROPERTY AND EQUIPMENT

As of December 31, 2009 and 2008, property and equipment, net consisted of the following (in thousands):

	<u>2009</u>	<u>2008</u>
Computer software	\$ 1,022	\$ 1,008
Computer equipment	333	346
Furniture and fixtures	194	177
Leasehold improvements	<u>126</u>	<u>122</u>
	1,675	1,653
Less accumulated depreciation	<u>(1,211)</u>	<u>(1,011)</u>
Property and equipment, net of accumulated depreciation	<u>\$ 464</u>	<u>\$ 642</u>

Depreciation expense on property and equipment was \$230,633 and \$381,719 for 2009 and 2008, respectively.

NOTE E - GOODWILL AND OTHER INTANGIBLE ASSETS

As of December 31, 2009 and 2008, the Partnership had goodwill of \$5.8 million and \$4.5 million, respectively, associated with its acquisition of the assets and certain liabilities of Save More Resources, Inc. ("SMR") in September 2006 and its acquisition of the assets and certain liabilities of Jenkins & Roland ("J&R") in November 2007. The Partnership assesses the impairment of goodwill annually at year end, or more frequently if other indicators arise. There was no goodwill impairment for the years ended December 31, 2009 and 2008. As of December 31, 2009 and 2008, amortizing intangible assets consisted of the following (in thousands):

<u>2009</u>	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Customer relationships	\$385	\$(201)	\$184
Purchased technology	64	(52)	12
Other intangible assets	<u>28</u>	<u>(19)</u>	<u>9</u>
Total other intangibles	<u>\$477</u>	<u>\$(272)</u>	<u>\$205</u>

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE E - GOODWILL AND OTHER INTANGIBLE ASSETS - Continued

<u>2008</u>	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Customer relationships	\$385	\$(104)	\$281
Purchased technology	64	(36)	28
Other intangible assets	<u>28</u>	<u>(15)</u>	<u>13</u>
Total other intangibles	<u>\$477</u>	<u>\$(155)</u>	<u>\$322</u>

The Partnership is amortizing the other intangible assets on a straight-line basis over their estimated useful lives, generally four years. Amortization expense was \$116,471 and \$129,489, respectively, for the years ended December 31, 2009 and 2008. Future amortization expense for definite-lived intangible assets recorded as of December 31, 2009 is expected to be approximately \$111,000 and \$89,000 for the years ended December 31, 2010 and 2011, respectively.

As part of the J&R business combination, the Partnership is obligated to pay to the sellers' additional contingent consideration in the form of earn-out payments. An earn-out payment obligation is incurred based upon the recognition of certain revenues generated by J&R customers and from bill audit services as defined in the asset purchase agreement, up to an accumulated maximum of \$1.64 million. The earn-out obligations are paid quarterly through December 31, 2011. Contingent payments increase goodwill in the period in which the earn-out payments are triggered. As of December 31, 2009, \$537,628 of contingent earn-out had been triggered, \$258,979 and \$261,512 of which were triggered during 2009 and 2008, respectively. As of December 31, 2009, approximately \$69,000 of earn-out payment obligations were unpaid by the Partnership (see Note G).

As part of a SMR business combination, the Partnership is obligated to pay the sellers additional contingent consideration in the form of earn-out payments, contingent upon the Partnership achieving a series of performance goals related to bill processing revenue, up to an accumulated maximum of \$4.5 million. As of December 31, 2009, all \$4.5 million of contingent earn-out had been triggered, \$1.0 million of which was triggered during 2009 and \$3.5 million of which was triggered during 2008. As of December 31, 2009, \$3.5 million of earn-out payment obligations were unpaid by the Partnership, of which \$500,000 was paid in July 2010 and included in current liabilities and \$3.0 million is due after December 31, 2010 (\$500,000 due every six months commencing in January 2011 and ending in July 2013) and included in long-term debt (see Note J).

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE F - OTHER CURRENT ASSETS

As of December 31, 2009 and 2008, other current assets consisted of the following (in thousands):

	<u>2009</u>	<u>2008</u>
Prepaid subscriptions	\$29	\$ 25
Other prepaid expenses	25	42
Prepaid software licenses	17	16
Prepaid rent	13	26
Other current assets	8	5
Prepaid insurance premiums	<u>7</u>	<u>22</u>
Total other current assets	<u>\$99</u>	<u>\$136</u>

NOTE G - ACCRUED LIABILITIES

As of December 31, 2009 and 2008, accrued liabilities consisted of the following (in thousands):

	<u>2009</u>	<u>2008</u>
Accrued compensation and related taxes	\$ 445	\$ 450
Accrued rent	303	248
Other current liabilities	209	156
Accrued referral fees	193	208
Accrued sales commissions	80	106
J&R acquisition earn-out obligation (see Note E)	69	107
Accrued interest payable	<u>15</u>	<u>168</u>
Total accrued liabilities	<u>\$1,314</u>	<u>\$1,413</u>

NOTE H - PARTNER NOTES

On March 31, 2007, the Partnership entered into unsecured promissory notes with eleven partners of the Partnership ("Partner Notes") maturing on March 2, 2009. In February 2009, the maturity date was extended to December 31, 2009. In December 2009, the maturity date was extended to January 3, 2011. As of December 31, 2009, the Partner Notes accrue interest at 15% per annum (10% of which is payable quarterly and 5% is paid-in-kind interest capitalized to principal). As of December 31, 2009, \$1,051,666 of Partner Notes were outstanding, of which \$51,666 was accrued paid-in-kind interest. In December 2010, all \$1,092,048 of Partner Notes (which included \$92,048 of paid-in-kind interest) and accrued interest were paid in full through a combination of a \$900,000 revolving line of credit borrowing and cash on hand.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

**NOTE I - RELATED PARTY DEBT**

As of December 31, 2009, the Partnership maintained a \$4.0 million revolving line of credit with a related party maturing on January 3, 2011. The interest rate is 15% per annum (10% of which is payable quarterly and 5% is paid-in-kind interest capitalized to principal). The revolving line of credit is secured by all the assets of the Partnership. As of December 31, 2009, \$2,950,931 was outstanding on the line of credit. During 2009 the revolving line of credit was amended twice. In February 2009, the line of credit was amended, increasing the maximum borrowings to \$3.0 million, extending the maturity to December 31, 2009, and increasing the interest rate to 15% per annum. In December 2009, the line of credit was further amended, increasing the maximum borrowings to \$4.0 million and extending the maturity date to January 3, 2011. In December 2010, the line of credit was amended again extending the maturity date to July 3, 2012.

**NOTE J - LONG-TERM DEBT**

As of December 31, 2009 and 2008, long-term debt consisted of the following (in thousands):

	<u>2009</u>	<u>2008</u>
SMR earn-out obligations (see Note E)	\$3,500	\$ 3,500
Less current portion	<u>(500)</u>	<u>(1,000)</u>
Total long-term debt - net of current portion	<u>\$3,000</u>	<u>\$ 2,500</u>

SMR Earn-out Obligations

As discussed in Note E, contingent earn-out payment obligations of \$1.0 million and \$3.5 million, respectively, were triggered during 2009 and 2008. In July 2009, the Partnership paid \$1.0 million of the SMR earn-out obligations. In November 2009, the Partnership executed a note payable agreement with the seller, which extended the payment due date on the \$2.5 million earn-out obligation to January 3, 2011 and increased the interest rate to 10% per annum. As of December 31, 2009, the outstanding amount of earn-out obligations was \$3.5 million. As of December 31, 2009, the \$2.5 million earn-out obligation accrues interest at 10% per annum and the \$1.0 million earn-out obligation accrues interest at LIBOR plus 1% (2.02% as of December 31, 2009). In July 2010, the Partnership paid \$500,000 of the SMR earn-out obligations and executed a note payable agreement with the seller for the remaining \$3.0 million earn out obligation. The \$3.0 million note payable agreement is to accrue interest at 10% per annum and provides for principal payments of \$500,000 plus accrued interest to be made every six months commencing in January 2011 and ending in July 2013.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE K - COMMITMENTS AND CONTINGENCIES

Operating Leases

The Partnership leases office space and related operating equipment under non-cancelable operating lease arrangements expiring through September 2017. Charges to operations for such leases aggregated approximately \$961,000 and \$847,000 for the years ended December 31, 2009 and 2008, respectively. Future minimum lease payments under these operating leases are as follows at December 31, 2009 (in thousands):

<u>Year ended December 31,</u>	<u>Amount</u>
2010	\$ 919
2011	873
2012	707
2013	511
2014	390
Thereafter	<u>959</u>
Total	<u>\$4,359</u>

Contingent Liabilities

The Partnership is involved in various legal proceedings which arise from time to time in the normal course of business. While the ultimate results of such matters generally cannot be predicted with certainty, management does not expect any such matters to have a material adverse effect on the consolidated financial position and results of operations as of December 31, 2009 and 2008.

NOTE L - PARTNERS' DEFICIT

As of December 31, 2009, the Partnership had one general partner and sixteen limited partners. The ownership structure of the Partnership is represented by sharing ratios, where each partner has a defined ratio for voting purposes and to determine allocations of profits and losses. Partners are prohibited from selling or transferring any of their ownership without appropriate consent by the general partner and 85% of the sharing ratio vote. The general partner oversees daily operations of the Partnership, with certain major decisions requiring a vote of the limited partners. Distributions can be made at the discretion of the general partner, and require an interest majority vote of limited partners who are unaffiliated with the general partner. Upon liquidation of the Partnership, distributions would be made to the partners in proportion to their sharing ratios, subsequent to return of capital to partners and liquidation preferences of the limited partners.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE L - PARTNERS' DEFICIT - Continued

Phantom Equity Plan

In October 2007, the Partnership adopted an amended equity-based employee compensation plan (the "Plan"), which provides for the granting of phantom equity interests (as defined below), to key Partnership employees. The Partnership issues to a grantee the right to participate in any increase in valuation of the Partnership from the date of grant to a liquidation event under certain circumstances, as defined by the Plan. These participatory rights are issued in the form of a percentage (a phantom equity interest) which is multiplied by the increase in valuation to determine the value of the phantom equity interest. The total amount of phantom equity interests which may be granted under the Plan at any one time cannot exceed ten percent (10%).

The payment of any phantom equity interest as a result of a liquidation event, which can be in the form of cash or other securities, is at the discretion of the Board of Managers of the General Partner. The Plan terminates in September 2016.

The following table summarizes the activity of the phantom equity interests the years ended December 31, 2009 and 2008:

	Number of Grants	Equity Interests %	Weighted Average Grant Date Fair Value for 1%
Balance at January 1, 2008	17	5.84%	\$ 220,374
Awards during 2008	7	1.92%	259,400
Forfeitures during 2008	(5)	(1.65)%	(186,395)
Balance at December 31, 2008	19	6.11%	241,814
Awards during 2009	3	0.45%	255,757
Forfeitures during 2009	(4)	(1.15)%	(262,294)
Balance at December 31, 2009	18	5.41%	\$ 238,620

At December 31, 2009, there was approximately \$1.0 million of total unrecognized compensation cost, net of estimated forfeitures, related to phantom equity interests that are expected to be recognized over a weighted-average service period of 7.6 years.

MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE L - PARTNERS' DEFICIT - Continued

Equity-based compensation expense for the years ended December 31, 2009 and 2008 was approximately \$88,000 and \$119,000, respectively, and is included in "General and Administrative Expenses" in the accompanying consolidated statements of operations.

The fair value of phantom equity interests was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions for the years ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Expected volatility	63%	63%
Risk free interest rate	3.27%	3.99%
Expected term	10 years	10 years
Dividend yield	0%	0%

Expected volatility was determined using historical market prices of a peer company group over the expected term of the granted equity interests.

NOTE M - RELATED PARTY TRANSACTIONS

The Partnership has made payments on behalf of and to MB Power Holdings Inc. ("MB Power Holdings"), an entity owned by the founder and President of the Partnership. MB Power Holdings is the majority owner of the Partnership. As of December 31, 2009 and 2008, the balance due from MB Power Holdings was \$127,886 and \$124,963, respectively.

In March 2007, the Partnership entered into promissory notes with eleven partners of the Partnership. See further discussion of the partner notes in Note H.

The Partnership maintains a \$4.0 million revolving line of credit with an affiliate of certain partners of the Partnership. See further discussion of the revolving line of credit in Note I.

NOTE N - EMPLOYEE BENEFIT PLAN

The Partnership has established a retirement savings plan under Section 401(k) of the Internal Revenue Code (the "401(k) Plan"). The 401(k) Plan covers substantially all employees who meet minimum age and service requirements. Participants may contribute a portion of their annual compensation on a pre-tax basis to the 401(k) Plan to be invested in various savings alternatives. Matching contributions to the 401(k) Plan are made at the discretion of the Partnership. No matching contributions were made to the 401(k) Plan for the years ended December 31, 2009 and 2008.



MRDB Holdings LP  
d/b/a LPB Energy Management

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE O - SUBSEQUENT EVENTS

The Partnership evaluated its consolidated financial statements for subsequent events through January 17, 2011, the date the consolidated financial statements were available to be issued. The Partnership is not aware of any subsequent events which would require recognition or disclosure in the consolidated financial statements, other than those disclosed in Notes E, H, I and J.

**Exhibit C-4 "Financial Arrangements"**

Not Applicable.

**Exhibit C-5 "Forecasted Financial Statements"**

Not Applicable – MRDB Holdings LP d/b/a LPB Energy Management is applying for a natural gas brokers license; the Company is not intending to provide natural gas service to any client.

**Exhibit C-6 "Credit Rating"**

MRDB Holdings LP d/b/a LPB Energy Management has a Dun & Bradstreet Credit Rating of 1R3 and an Experian Credit Ranking Score of 41.

**Exhibit C-7 "Credit Report"**

See Attached.



Decide with Confidence

## Business Information Report

Print this Report

Report Printed: FEB 15 2011  
In Date

## BUSINESS SUMMARY

**MRDB HOLDINGS LP**  
LPB ENERGY MANAGEMENT  
12700 Park Central Drive Ste 200  
Dallas, TX 75251

This is a **headquarters** location.  
Branch(es) or division(s) exist.

**Web site:** www.lpbenergy.com  
**Telephone:** 972 383-5200  
**Manager:** MATTHEW BERKE, PRES-CEO  
**Year started:** 2000  
**Employs:** 150 (45 here)  
**Sales E:** \$15,900,000  
**History:** CLEAR  
**Financing:** SECURED  
**SIC:** 8742

**D-U-N-S Number:** 03-013-7272

**D&B Rating:** 1R3  
**Number of employees:** 1R is 10 or more employees.

**Composite credit appraisal:** 3 is fair.

**D&B PAYDEX®:****D&B PAYDEX: 79**

When weighted by dollar amount, payments to suppliers average 2 days beyond terms.

**Line of business:** Management consulting services

Based on up to 24 months of trade.

## SUMMARY ANALYSIS

**D&B Rating:** 1R3  
**Number of employees:** 1R Indicates 10 or more employees.  
**Composite credit appraisal:** 3 is fair.

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 creditworthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive. For more information, see the D&B Rating Key.

Below is an overview of the company's rating history since 04/18/03:

D&B Rating	Date Applied
1R3	04/01/09
1R2	02/18/06
--	04/18/03

46

The Summary Analysis section reflects information in D&B's file as of February 14, 2011.

**CUSTOMER SERVICE**

Need help? Call Customer Service at (800) 333-0505, Monday through Friday, 8:00 AM to 6:00

PM Local Time.

**HISTORY**

The following information was reported **04/15/2010**:

**Management:** MATTHEW BERKE, PRES-CEO

The Texas Secretary of State's business registrations file showed that MRDB Holdings LP was registered as a limited partnership on July 8, 2005.

Ownership information provided verbally by Jami Robinson , Mktg Mgr, on Mar 31 2009.

Business started 2000 by Matthew Berke.

MATTHEW BERKE. 2001-present active here.

**CORPORATE FAMILY**

Click below to buy a Business Information Report on that family member.

**Branches (US):**

Mrdb Holdings LP

Houston, TX

DUNS # 01-996-1238

**OPERATIONS**

04/15/2010

**Description:** Provides management consulting services, specializing in business management (100%).

All sales cash. Sells to commercial concerns. Territory : Local.

Nonseasonal.

**Employees:** 150 which includes partners. 45 employed here.

**Facilities:** Rents 17,000 sq. ft. on second floor of 21 story steel frame building.

**Location:** Central business section on main street.

**Branches:** Maintains branch location in NJ; Houston, TX and Olympia, WA, Santa Rose CA.

**SIC & NAICS****SIC:**

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code.

**NAICS:**

541611 Administrative Management and General  
Management Consulting Services

47

The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

87429902 Business management consultant

#### D&B PAYDEX

The D&B PAYDEX is a unique, dollar weighted indicator of payment performance based on up to 53 payment experiences as reported to D&B by trade references.

#### 3-Month D&B PAYDEX: 79

When weighted by dollar amount, payments to suppliers average 2 days beyond terms.



Based on trade collected over last 3 months.

#### D&B PAYDEX: 79

When weighted by dollar amount, payments to suppliers average 2 days beyond terms.



Based on up to 24 months of trade.

When dollar amounts are not considered, then approximately 90% of the company's payments are within terms.

#### 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 (%)	Days Slow <31 31-60 61-90 90> (%)			
<b>Top industries:</b>								
Nonclassified	9	16,050	10,000	98	1	-	1	-
Misc business credit	6	1,400	500	100	-	-	-	-
Misc equipment rental	2	750	500	100	-	-	-	-
Mfg computers	1	25,000	25,000	100	-	-	-	-
Data processing svcs	1	2,500	2,500	100	-	-	-	-
Public finance	1	2,500	2,500	100	-	-	-	-
Whol computers/softwr	1	2,500	2,500	100	-	-	-	-
Telephone communictns	1	1,000	1,000	50	50	-	-	-
Photocopying service	1	500	500	100	-	-	-	-
Reg misc coml sector	1	500	500	100	-	-	-	-
OTHER INDUSTRIES	4	400	250	100	-	-	-	-
<b>Other payment categories:</b>								
Cash experiences	24	900	250					
Payment record unknown	1	2,500	2,500					
Unfavorable comments	0	0	0					
<b>Placed for collections:</b>								
With D&B	0	0						
Other	0	N/A						
Total in D&B's file	53	56,500	25,000					



The highest **Now Owes** on file is \$2,500The highest **Past Due** on file is \$100

D&amp;B receives over 600 million payment experiences each year. We enter these new and updated experiences into D&amp;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)
01/11	Ppt		500	0		1 mo
	Ppt		250	0		1 mo
	Ppt		0	0		6-12 mos
	Ppt	25,000	0	0		1 mo
	Ppt	2,500	2,500	0		1 mo
	Ppt	2,500	1,000	0		1 mo
	Ppt	2,500	2,500	0		1 mo
	Ppt	500	0	0		2-3 mos
	Ppt	500	500	0	Lease Agreeemnt	1 mo
	Ppt	250	250	0		1 mo
	Ppt	100	0	0		2-3 mos
	Ppt	50	0	0	N30	6-12 mos
	Ppt	50	0	0		2-3 mos
	Ppt	50	0	0		4-5 mos
	Ppt	50	0	0	N30	1 mo
	Ppt-Slow 30	100	100	50		1 mo
	Ppt-Slow 30	100	100	50		1 mo
	Ppt-Slow 90	250	250	100		1 mo
	(019)	100			Cash account	1 mo
12/10	Ppt	10,000	0	0		1 mo
	Ppt	500	500			1 mo
	Ppt	250	250	0		1 mo
	Ppt-Slow 30	1,000	750	0		1 mo
	(024)	50			Cash account	6-12 mos
	(025)	50			Cash account	1 mo
	(026)	50			Cash account	1 mo
11/10	Ppt	50	50	0		1 mo
10/10	Ppt	500	100		Lease Agreeemnt	
	(029)	250			Cash account	6-12 mos
	(030)	50			Cash account	6-12 mos
08/10	(031)	50			Cash account	1 mo
07/10	(032)	50			Cash account	1 mo
05/10	(033)	50			Cash account	1 mo
	(034)	50			Cash account	4-5 mos
04/10	Ppt	2,500				1 mo

MRDB Holdings LP d/b/a LPB Energy Management

## Exhibit C-7 "Credit Report"

	(036)	50			Cash account	1 mo
	(037)	0	0	0		6-12 mos
	Cash own option.					
	(038)	0	0	0		6-12 mos
	Cash own option.					
	(039)	0	0	0		6-12 mos
	Cash own option.					
	(040)	0	0	0		6-12 mos
	Cash own option.					
	(041)	0	0	0		6-12 mos
	Cash own option.					
	(042)	0	0	0		6-12 mos
	Cash own option.					
	(043)	0	0	0		6-12 mos
	Cash own option.					
	(044)	0	0	0		6-12 mos
	Cash own option.					
	(045)	0	0	0		6-12 mos
	Cash own option.					
	(046)	0	0	0		6-12 mos
	Cash own option.					
03/10	(047)	500				6-12 mos
	Satisfactory.					
02/10	Ppt	2,500	0	0	N30	6-12 mos
01/10	(049)				Cash account	6-12 mos
08/09	(050)	50			Cash account	1 mo
02/09	(051)	50				1 mo
	Cash own option.					
01/09	Ppt-Slow 90	50	0	0		6-12 mos
	(053)	2,500				1 mo

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

## FINANCE

12/25/2010

The name and address of this business have been confirmed by D&B using available sources.

## 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: All Assets  
 Type: Original  
 Sec. party: LICENSE FEE LTD., DALLAS, TX  
 Debtor: MRDB HOLDINGS LP

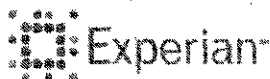
SD

## CONSUMER ACTIVITY

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

Labor surplus area:	N/A
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.

CreditScore<sup>SM</sup> Report

as of: 03/03/11 11:21 ET

## MRDB Holdings LP

Address: 12700 Park Central Dr Ste 20  
Dallas, TX 75251-1504  
United States

Experian BIN: 771865646

Agent: Matthew Berke

Agent Address: 12700 Park Central Drive Ste 206  
Dallas, TX

## Family Linkage:

Ultimate Parent MRDB Holdings LP  
12700 Park Central Dr Ste 20  
Dallas, TX

Branches / MRDB Holdings LP  
Alternative 3510 Unocal PL Ste 300  
Locations Santa Rosa, CA

MRDB Holdings LP  
1130 E Arapaho Rd Ste 300  
Richardson, TX

## Key Personnel:

Owner: Scott Heape

## SIC Code:

1794-Earth Energy

## Business Type:

Partnership

## Experian File Established:

September 2003

## Experian Years on File:

8 Years

## Years in Business:

8 Years

## Total Employees:

35

## Sales:

\$176,000

## Filing Data Provided by:

Texas

## Date of Incorporation:

07/07/2005

## Current Days Beyond Terms

(DBT):

12

Predicted DBT for 04/27/2011:

13

Average Industry DBT:

14

## Payment Trend Indicator:

Stable

Lowest 6 Month Balance:

\$1,700

Highest 6 Month Balance:

\$12,100

Current Total Account Balance:

\$12,100

Highest Credit Amount Extended: \$12,900

Median Credit Amount Extended: \$5,650

## Payment Tradelines (see charts):

9

## Banking/Insurance/Leasing (see detail):

1

## UCC Filings:

3

## X Businesses Scoring Worse:

41%

## ✓ Bankruptcies:

0

## ✓ Liens:

0

## ✓ Judgments Filed:

0

## ✓ Collections:

0

## Credit Summary

Credit Ranking Score: 41

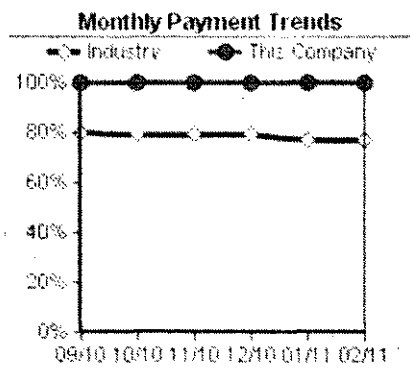
High  
RiskLow  
Risk

The objective of the Credit Ranking Score is to predict payment behavior. High Risk means that there is a significant probability of delinquent payment. Low Risk means that there is a good probability of on-time payment.

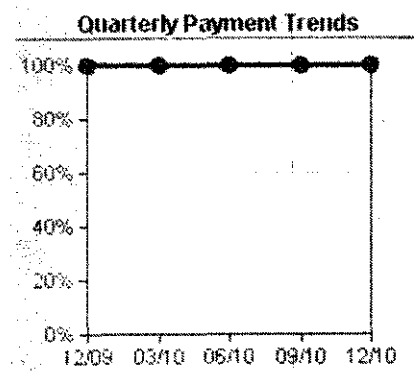
• Past presence of commercial account delinquency.

Recommended Action: Medium Risk

## Payment Summary



\*Percentage of on-time payments by month.



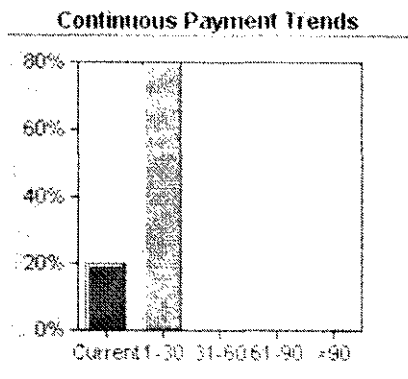
\*Percentage of on-time payments by quarter.

### Monthly Payment Trends - Recent Activity

Date	Balance	Current	Up to 30 DBT	31-60 DBT	61-90 DBT	>90 DBT
09/10	\$2,600	100%	0%	0%	0%	0%
10/10	\$1,700	100%	0%	0%	0%	0%
11/10	\$2,900	100%	0%	0%	0%	0%
12/10	\$3,000	100%	0%	0%	0%	0%
01/11	\$2,900	100%	0%	0%	0%	0%
02/11	\$2,600	100%	0%	0%	0%	0%

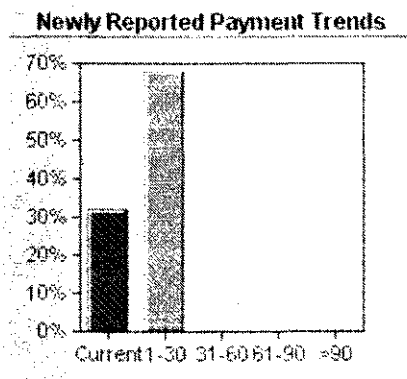
### Quarterly Payment Trends - Recent Activity

Date	Balance	Current	Up to 30 DBT	31-60 DBT	61-90 DBT	>90 DBT
12/09	\$0	0%	0%	0%	0%	0%
03/10	\$0	0%	0%	0%	0%	0%
06/10	\$1,100	100%	0%	0%	0%	0%
09/10	\$2,400	100%	0%	0%	0%	0%
12/10	\$2,900	100%	0%	0%	0%	0%



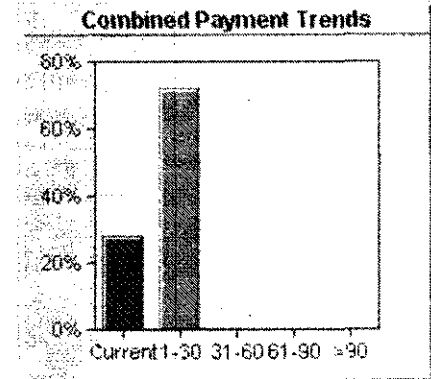
\*Continuous distribution with DBT.

Number of Accounts: 2  
Present Balance: \$3,900  
Highest Balance: \$3,900



\*Newly Reported distribution with DBT.

Number of Accounts: 1  
Present Balance: \$8,200  
Highest Balance: \$8,200



\*Combined distribution with DBT.

Number of Accounts: 3  
Present Balance: \$12,100  
Highest Balance: \$12,100

## Commercial Banking, Insurance, Leasing

### Leasing

Institution Name: Leasing Services  
Address: Cedar Rapids,  
ZIP Code: 52406-0609

Phone: 319-365-8000  
Product Type: Office Equip  
Commencement Date: 12/10  
Term: 36 Months  
Original Balance: \$17,766  
Remaining Balance: \$16,779  
Current Payout: 0  
Scheduled Amount Due: \$493  
Payments per Year: 12  
Payments Overdue: 0

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**Exhibit C-8 "Bankruptcy Information"**

Not Applicable.

**Exhibit C-9 "Merger Information"**

Not Applicable.



**Exhibit D-1 "Operations"**

MRDB Holdings LP d/b/a LPB Energy Management was founded in Texas in 2001 to provide electricity brokerage services to clients in Texas. Since that time, the company has grown and provides other energy management services to clients across the United States. The Company has experience as a broker in many deregulated states in both electricity and natural gas around the country. In providing these services, the Company maintains a pricing analysis desk, data gathering and analysis function as well as a full customer service team to answer customers' questions.

**Exhibit D-2 "Operations Expertise"**

As mentioned in exhibits B-3 and D-1, MRDB Holdings LP d/b/a LPB Energy Management has been providing brokerage services in multiple jurisdictions for many years, including contracting with customers and representing customers as a broker to find established energy suppliers. The Company has over 1,000 customers, and has provided brokerage services across many states and in most deregulated areas, and has a tenured, experienced staff to provide these services.

**Exhibit D-3 "Key Technical Personnel"**

Key members of the MRDB Holdings LP d/b/a LPB Energy Management team to provide the brokerage services include:

**John Fardella, EVP Sales**

[John.fardella@lpbenergy.com](mailto:John.fardella@lpbenergy.com), 732.542.7004

**Professional Experience:** John has expertise in deregulated markets, specializing in demand-and-supply-side management. Before joining LPB, John was the Mid-Atlantic Vice President of Sales for Suez Energy Resources, NA. He has also held senior sales positions at Constellation New Energy and Sempra Energy Solutions.

**John Seaton, SVP Operations**

[John.seaton@lpbenergy.com](mailto:John.seaton@lpbenergy.com), 972.383.5200

**Professional Experience:** John brings over a decade of operational finance experience to LPB and a track record for reducing operational costs. As Director of Finance for a \$1.4 billion telecommunications firm, John was responsible for the receipt, input and auditing of third party services encompassing over 700 vendors and 9,000 monthly invoices.

Dan Lawrence, Director Customer Experience

[Dan.lawrence@lpbenergy.com](mailto:Dan.lawrence@lpbenergy.com), 972.383.5200

**Professional Experience:** Dan is a business manager, product management professional and marketing expert with over 16 years of leadership experience. Dan acts as the customer's internal advocate for resolution of any service issues as well as serving as the escalation point to whom customers can always bring critical issues.

Mirko Gumpel, Director Market Analysis

[Mirko.gumpel@lpbenergy.com](mailto:Mirko.gumpel@lpbenergy.com), 713.979.9085

**Professional Experience:** Mirko held positions as a Senior Supply Analyst and a Marketing Analyst for Suez Energy Resources. As a member of the supply desk, Mirko gained extensive knowledge of the retail pricing model and how it is applied to a customer's load. Also, Mirko was responsible for purchasing wholesale power futures and helped to manage a long-term energy portfolio. As a senior analyst, Mirko was also responsible for preparing Suez's supply team for new market entry into the Illinois market. In addition to his expertise in the Retail Pricing Model, Mirko has extensive experience modeling utility tariffs to determine headroom and identify savings opportunities for energy customers. Mirko also has a comprehensive understanding of the dynamics of the natural gas and power markets.