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ROME LLP
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April 11, 2011

VIA FEDERAL EXPRESS

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

11-2410-GA-CRS

Re: In the Matter of the Application of Viridian Energy NJ LLC for Certification
as a Retail Natural Gas Marketer

Dear Sir or Madam:

Enclosed for filing on behalf of Viridian Energy PA LLC are an original and 10 copies of (1) the Application of Viridian Energy NJ LLC for Certification as a Retail Natural Gas Marketer; (2) Motion For Protective Order and (3) for filing under seal, unredacted copies of Exhibits C-3, C-4, C-5, and D-1 to the Application that are the subject of the Motion.

Please let me know if there is anything further necessary to effect any of these filings.

Sincerely,

Thomas H. Stewart

Encls.

cc: Raphael Jacobs, Viridian

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 SM Date Processed APR 12 2011



PUCO USE ONLY – Version 1.07		
Date Received	Case Number	Certification Number
	11-2410-GA-CRS	

CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

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, 13th 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 ☒ Retail Natural Gas Marketer

A-2 Applicant information:

Legal Name Viridian Energy NJ LLC
Address 64 North Main Street, Norwalk, CT 06854
Telephone No. 866-663-2508 Web site Address www.viridian.com

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

Name Viridian Energy NJ LLC
Address 64 North Main Street, Norwalk, CT 06854
Web site Address www.viridian.com Telephone No. 866-663-2805

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

Viridian Energy, Inc. Viridian Energy NJ LLC
Viridian Energy PA LLC
Viridian Energy NY LLC

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A-5 Contact person for regulatory or emergency matters:

Name Rafi Jacobs Title Director of Business Development
Business Address 64 North Main Street, Norwalk, CT 06854
Telephone No. 203-663-7524 Fax No. 203-413-4434 Email Address rjacobs@viridian.com

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

Name **Betsy Webb** Title **VP, Regulatory Affairs**
Business address **64 North Main Street, Norwalk, CT 06854**
Telephone No. **203-663-7523** Fax No. **203-413-4434** Email Address **bwebb@viridian.com**

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

Customer service address **64 North Main Street, Norwalk, CT 06854**
Toll-Free Telephone No. **866-663-2508** Fax No. **203-413-4434** Email Address **customercare@viridian.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 **Thomas H. Stewart** Title **Attorney, Blank Rome**
Business address **1700 PNC Center, 201 E. Fifth St. Cincinnati, OH 45202**
Telephone No. **513-362-8704** Fax No. **513-362-8793** Email Address **stewart@blankrome.com**

A-9 Applicant's federal employer identification number **27-1786285**

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

- | | |
|--|---|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input checked="" type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> 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	6/1/2011
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	6/1/2011
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	6/1/2011
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	6/1/2011

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 within the five most recent years preceding the application, or at any time as a participant in the Ohio Natural Gas Choice programs.

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. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- 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], Corporate Secretary

Sworn and subscribed before me this

05

day of

April

Month

2011

Year

[Signature]

Signature of official administering oath

Fanny Guerra

Print Name and Title

Notary

Seal

My commission expires on

Fanny E Guerra Z
Notary Public, Connecticut
My Commission Expires Mar. 31, 2013



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of

Viridian Energy NJ LLC
for a Certificate or Renewal Certificate to Provide
Competitive Retail Natural Gas Service in Ohio.

Case No. 11-2410 -GA-CRS

County of Fairfield
State of Connecticut

Raphael Jacobs

[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

Sworn and subscribed before me this

05

day of

April

Month

2011

Year

Fanny E Guerra

Signature of Official Administering Oath

Fanny Guerra

Print Name and Title

My commission expires on

Fanny E Guerra Z
Notary Public, Connecticut
My Commission Expires Mar. 31, 2013
(CRNGS Supplier - Version 1.07) Page 7 of 7

Viridian Energy NJ LLC

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.

Name	Title	Address	Phone Number
Michael J. Fallquist	CEO	64 North Main Street Norwalk, CT 06854	212-561-5498
David Levy	Chairman of the Board	152 W 57th Street, 54th Floor, NY, NY 10019	212 581-0500
Isaac Barber	Director	152 W 57th Street, 54th Floor, NY, NY 10019	212-581-0500

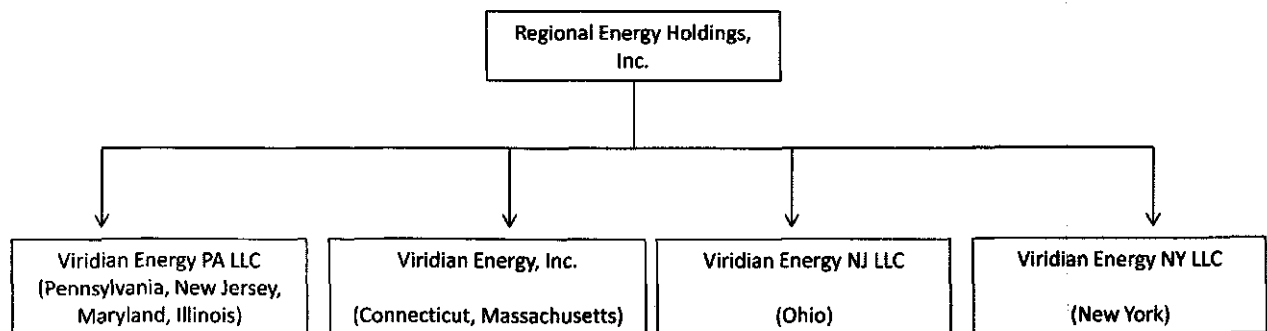
Viridian Energy NJ LLC

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 electricity or natural gas to customers in North America.

Viridian Energy NJ LLC ("VENJ") is a wholly owned subsidiary of Regional Energy Holdings, Inc. ("REHI"). REHI is a holding company that owns energy service companies across the deregulated energy markets of North America. REHI operates three operating subsidiaries including Viridian Energy, Inc. ("VEI"), Viridian Energy NY LLC ("VENY"), Viridian Energy PA LLC ("VEPA"), and VENJ.

The following organization chart summarizes the relationship between REHI, VEPA, VEI, VENJ, and VENY.



Viridian Energy NJ LLC

Exhibit A-16

"Company History," provide a concise description of the applicant's company history and principal business interests.

Formed in 2009, Viridian Energy NJ LLC ("VENJ") is a licensed CRES in Ohio.

VENJ is a wholly owned subsidiary of Regional Energy Holdings, Inc. ("REHI"). REHI is a holding company formed to make investments in the deregulated retail energy sector. In addition to VEPA, REHI owns Viridian Energy, Inc. ("VEI"), Viridian Energy PA LLC ("VEPA"), and Viridian Energy NY LLC ("VENY"). VEI is a licensed energy services company providing electricity to more than 30,000 residential and commercial customers in Connecticut. In addition to Connecticut, VEI is currently licensed in Massachusetts however has not started actively soliciting customers in this market. VEPA is a licensed energy services company providing electricity to more than 67,000 residential and commercial customers in Maryland, New Jersey and Pennsylvania. VENY is an energy services company licensed to provide electricity service to residential and commercial customers in New York. VENY started enrolling customers on March 15, 2011, and currently serves over 1,700 residential and commercial customers in New York.

Viridian Energy NJ LLC

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.


See attached.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-6708
Website: www.nvsos.gov



091301

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100687820-94 Filing Date and Time 09/13/2010 1:00 PM Entity Number E0027442010-9
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**Amendment to
Articles of Organization**
(PURSUANT TO NRS 86.221)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
(Pursuant to NRS 86.221)

1. Name of limited-liability company:
VIRIDIAN ENERGY NJ LLC

2. The company is managed by: ☒ Managers OR ☐ Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*
Article 2 was changed from manager managed to member managed

4. Signature (must be signed by at least one manager or by a managing member):

X 

Signature

- * 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "LLC.," or "LC.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 86.221 LLC Amendment
Revised: 10-18-08

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

August 23, 2010


Job Number: C20100823-2305
Reference Number: 00002836346-02
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20100042326-40	Articles of Organization	1 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Chris Thomann
Certificate Number: C20100823-2305
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov



030101

**Articles of Organization
Limited-Liability Company**
(PURSUANT TO NRS CHAPTER 88)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100042326-40
	Filing Date and Time 01/26/2010 11:00 AM
	Entry Number E0027442010-9

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	VIRIDIAN ENERGY NJ LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>United Corporate Services, Inc.</u> Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code	
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):	
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)	
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) Michael Fallquist Name 152 West 57th Street New York NY 10019 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code	
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	Robert F. Gilhooley Name 10 Bank St. Ste. 560 White Plains NY 10606 Address City State Zip Code Organizer Signature	
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 1/26/10	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 88 LLC Articles
Revised: 4-14-09

**AMENDED AND RESTATED OPERATING AGREEMENT OF
VIRIDIAN ENERGY NJ LLC**

THIS AMENDED AND RESTATED OPERATING AGREEMENT is entered as of the ___ day of September, 2010 (the "Effective Date"), by VIRIDIAN ENERGY NJ LLC, a limited liability company organized and existing under the laws of the State of Nevada having its principal place of business at 152 West 57th St, 54th Floor, New York, NY 10019 (the "Company"), and Regional Energy Holdings, Inc. a corporation organized and existing under the laws of the State of Nevada having its principal place of business at 152 West 57th St, 54th Floor, New York, NY 10019 (the "Member"), as sole member.

**ARTICLE I
DEFINITIONS**

Section 1. Certain Definitions. As used herein, the following terms have the following meanings:

- (A) "Act" means the Limited Liability Company Act of the State of Nevada, as from time to time amended.
- (B) "Agreement" means this Amended and Restated Operating Agreement, as the same may be amended from time to time.
- (C) "Code" means the Internal Revenue Code of 1986, as amended from time to time.
- (D) "Company" means VIRIDAN ENERGY NJ LLC, the limited liability company formed and governed pursuant to this Agreement.

(E) "Person" or "person" shall mean any individual, trust, estate, partnership, association, firm, company, or corporation, or any state or public officer, agency or instrumentality.

(F) "Property" shall mean any and all assets and property of the Company, real or personal, tangible or intangible (including but not limited to goodwill), including but not limited to money and any legal or equitable interest in any such assets and property, but excluding services and promises to perform services in the future.

(G) "Transfer" or "transfer" shall mean sell, assign, convey, donate, bequeath, pledge, grant a security interest in, encumber, transfer or otherwise dispose of or contract to transfer, whether voluntarily or involuntarily.

(H) "Treasury Regulation(s)" means the regulations of the United States Department of the Treasury promulgated under the Code, as the same may be amended or supplemented from time to time.

Section 1.2. Formation of the Company. The Company was formed under and pursuant to the provisions of the Act, for the purposes and scope set forth in the Articles of Organization of the Company and this Agreement. The Member caused to be filed in the appropriate governmental office Articles of Organization that conform to the requirements of the Act in order to constitute the Company as a valid limited liability company under the Act. The costs and expenses associated with its formation were borne by the Company.

Section 1.3. Name. The Company's name shall be "VIRIDIAN ENERGY NJ LLC", and such name shall be used at all times in connection with the business and affairs of the Company.

Section 1.4. Name and Address of Sole Member. The name and mailing

address of the Member are as set forth at the beginning of this Agreement.

Section 1.5. Principal Office. The principal office of the Company shall be at 152 West 57th St, 54th Floor, New York, NY 10019, or such other location as may be hereinafter determined by the Member.

Section 1.6. Statutory Agent for Service. The Company's statutory agent for service shall be United Corporate Services, Inc.

Section 1.7. Election of Tax Status. Pursuant to Sections 301.7701-1 through 301.7701-3, inclusive, of the Treasury Regulations, the Company elects to be taxed as a sole proprietorship for federal, state and local income tax purposes. The Member shall complete and file IRS Form 8832, and any similar filing required by any state it does business in with all appropriate governmental agencies setting forth such election.

Section 1.8 Indemnity of the Member, Employees or Agents.

A. The Company shall indemnify every Member, employee and agent in respect to the payments made and personal liabilities reasonably incurred by that Member, employee or agent in the ordinary and proper conduct of the Company's business or property.

B. The Company may purchase and maintain insurance on behalf of a person who is or was an employee, fiduciary or agent of the Company or who, while an employee, fiduciary or agent of the Company, is or was serving at the request of the Company as an officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic limited liability company or any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such

person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of this Article. Any such insurance may be procured from any insurance company designated by the Member of the Company, whether such insurance company is formed under the laws of the State of Nevada or any other jurisdiction of the United States, or elsewhere.

C. The indemnity set forth in this Article in no event shall cause the Member to incur any liability, or result in any liability of the Member to any third party, beyond those liabilities specifically enumerated in the Articles, the Act or this Agreement.

Section 1.9 Limitation of Liability. The Member's liability shall be limited as set forth herein and in the Act and other applicable law.

Section 1.10 Company Debt Liability. The Member will not personally be liable for any debts or losses of the Company, except as provided in the Act.

Section 1.11 Loans by Member to Company. The Member may lend money to, act as surety for or transact other business with the Company and, subject to other applicable laws, shall have the same rights and obligations with respect thereto as a Person who is not a Member, but no such transaction shall be deemed to constitute a Capital Contribution to the Company.

Section 1.12 Outside Activity. The Member may engage in any capacity (as owner, employee, consultant or otherwise) in any activity, whether or not such activity competes with or is benefited by the business of the Company, without being liable to the Company for any income or profit derived from such activity. The Member shall not be obligated to make available to the Company any business opportunity to which such Member is or becomes aware.

Section 1.13 Permitted Businesses. The business of the Company shall be to engage solely in the retail sale and marketing of electrical energy.

ARTICLE II

CAPITAL CONTRIBUTIONS

Section 2.1. Initial Capital Contributions. As of the Effective Date, the Member has heretofore made his or its respective capital contributions to the Company as reflected on Schedule 2.1 attached hereto and incorporated herein by reference.

Section 2.2. Additional Capital Contributions. Except as otherwise provided in Schedule 2.1, the Member shall not be required to make capital contributions in addition to those mentioned in the preceding paragraph.

ARTICLE III

DISTRIBUTIONS

Section 3.1. Distributions. Subject to the provisions of Section 7.3 hereof, the Company's net profits shall be distributed to the Member at such times and in such amounts as the Member shall determine in his or its absolute discretion. Such distributions may take the form of cash or Property as the Member shall determine in his or its absolute discretion.

ARTICLE IV

ACCOUNTING

Section 4.1. Accounting Methods. The Company books and records shall be prepared in

accordance with generally accepted accounting principles, consistently applied. The Company shall be on a accrual basis for both tax and accounting purposes, or as otherwise determined by the Member. The Member is hereby designed as the "tax matters partner" for the Company (as such term is defined in Section 6231(a)(7) of the Code).

Section 4.2. Fiscal Year. The fiscal year of the Company shall be the twelve calendar month period ending December 31.

ARTICLE V MANAGEMENT

Section 5.1. Member's Powers. The business, affairs and property of the Company shall, subject to Section 8.4, be managed by the Member pursuant to the rules contained in the Act for limited liability companies in which management is not vested in managers.

Section 5.2. Officers. The Member may appoint officers to act on behalf of the Company, subject to Section 8.4. Such officers may include a president, chief executive officer, treasurer, secretary, vice president or such other officers as appointed by the Member.

ARTICLE VI TRANSFER OF MEMBER'S INTEREST

Section 6.1. Transfer Permitted. All or a portion of the Member's membership interest in the Company may be disposed of in any manner provided by law, and, upon such disposition, the transferee shall become a Member without further action on the part of the transferee, the Company or the Member.

ARTICLE VII

DISSOLUTION OF THE COMPANY;

DISSOCIATION OF A MEMBER

Section 7.1. Dissolution of the Company.

(a) The Company shall have a perpetual existence.

(b) Notwithstanding the foregoing, if an event of a dissolution of the Member if there is only one Member of the Company at such time, the Person(s) succeeding to the Member's membership interest in the Company as a result of such event of dissolution may, at the election of such legal Person(s), become (a) Member(s) without further action on the part of the transferee, the Company or the Member; provided that if such Person(s) fails to become a Member within one hundred and eighty (180) days after the event of dissolution, then the Company shall be deemed dissolved for purposes of the Act and such Person(s) shall take all action required by the Act to wind up the business and affairs of the Company.

Section 7.2. Effect of Dissolution. Upon dissolution, the Company shall cease carrying on the Company business except as necessary for the winding up of the Company business, and the Company is not terminated, but rather shall continue until the winding up of the affairs of the Company is completed and a Certificate of Dissolution has been issued by the Secretary of State of the State of Nevada.

Section 7.3. Distribution of Assets on Dissolution. Upon the winding up of the Company, the Company's Property shall be distributed: first, to creditors, including the Member if then a creditor, to the extent permitted by law, in satisfaction of the Company's indebtedness and other liabilities; and second, to the Member, or if the Member is not then in existence, as otherwise

directed by the Member in writing, or if the Member is not then in existence and no such writing exists, beneficiaries of such Member. Liquidation proceeds shall be paid within ninety (90) days of the end of the Company's taxable year or, if later, within ninety (90) days after the date of liquidation.

Section 7.4. Winding Up and Certificate of Dissolution. The winding up of the Company shall be completed when all debts, liabilities, and obligations of the Company have been paid and discharged or reasonably adequate provision therefore has been made, and all of the remaining Property and assets of the Company have been distributed as provided in Section 7.3 hereof. Upon the completion of winding up of the Company, a Certificate of Dissolution shall be delivered to the Office of the Secretary of State of the State of Nevada for filing. The Certificate of Dissolution shall set forth the information required by the Act.

ARTICLE VIII

GENERAL

Section 8.1. General. This Agreement supersedes any prior agreement or understandings between the parties with respect to the Company. This Agreement and the rights of the parties hereunder shall be governed by and interpreted in accordance with the laws of the State of Nevada. This Agreement may not be amended or modified verbally, nor may any provision hereof be waived by any party, but only by a written instrument duly executed by the Company and the Member: provided, however, that so long as the Macquarie Agreement shall remain in effect, neither the Company nor the Member shall amend Section 1.13 or Section 8.4 without the prior written consent of Macquarie. Except as herein otherwise specifically provided, this Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, legal representatives, successors

and assigns. If any provision of this Agreement or the application of such provision to any person or circumstance shall be held invalid, the remainder provision or any other persons of circumstances shall not be affected thereby. This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

Section 8.2. Entire Agreement. This Agreement represents the entire agreement between the parties relating to the subject matter hereof.

Section 8.3. Rights of Creditors and Third Parties Under Agreement. None of the provisions of this Agreement shall be for the benefit of, or be enforceable by, any creditor of the Company or by any creditor of the Member, other than Macquarie. Nothing in this Agreement shall be deemed to create any right in any Person (other than (i) Macquarie, solely with respect to Sections 8.1 and 8.4 hereof, and (ii) any Person entitled to indemnification in accordance with Section 1.8 or the Act) not a party hereto, and this Agreement shall not otherwise be construed in any respect to be a contract in whole or in part for the benefit of any third Person.

Section 8.4. Operation of the Company. Notwithstanding anything to the contrary herein, the Company shall:

- a) Not engage in any business or activity other than the business and activities contemplated by Section 1.13;
- b) For purposes other than federal and applicable state taxation, not fail to hold itself out to the public as a legal entity separate and distinct from any other entity (including any affiliate of the Company), or fail to correct any known misunderstanding regarding its status as a

separate entity;

- c) Maintain its company records and books of account and its financial and accounting books and records separate from those of any other Person (as defined in the Macquarie Agreement (as defined below)). In connection therewith, the Company shall have its own consolidated annual financial statements prepared in accordance with generally accepted accounting principles ("GAAP"). Such financial statements will show the Company's consolidated assets and liabilities separate and apart from those of any other Person. The Company shall not agree to have its financial results reported in any consolidated financial reports of any other Person unless the footnotes thereto clearly disclose that the Company is a separate entity and that its assets will be available first and foremost to satisfy the claims of its creditors. Except as otherwise permitted by the ISDA Master Agreement and related Base Confirmation among Macquarie Energy LLC ("Macquarie") and Regional Energy Holdings, Inc., as may be amended from time to time (the "Macquarie Agreement"), the Company shall not make or receive from any other Person any loans, advances, guarantees, extensions of credit, or contributions of capital without proper accounting in accordance with GAAP and proper documentation;

- d) Not fail to file tax returns on its own behalf (except that the Company may be part of a consolidated federal tax return to the extent required or permitted by applicable law, provided there shall be an appropriate notation indicating the separate legal existence of the Company and its respective assets and liabilities);
- e) Avoid involvement in the day-to-day management or operations of any other Person, not commingle any of its respective assets with the assets of any other Person or with those of any other entity and maintain bank accounts or other depository accounts separate from all other Persons. The Company shall pay from its assets all of its respective obligations, liabilities, and indebtedness of any kind. The Company shall not pay from its respective assets any obligations, liabilities, or indebtedness of any other Person;
- f) Duly authorize and document, and record accurately in its respective books and records as appropriate, all transactions between itself and any other Person. All such transactions will be on an arm's length basis, constitute exchanges for fair consideration and for reasonably equivalent value, and made in good faith and without any intent to hinder, delay, or defraud creditors, and such transactions with any other Person will be in its best interests; provided, however, that no such determinations are necessary for the transactions contemplated

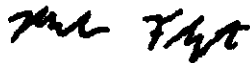
and authorized by or permitted under this Agreement or the Macquarie Agreement. The Company shall not acquire the obligations or securities of any other Person;

- g) Provide that to the extent that the Company, on the one hand, and any other person, on the other hand, jointly contract or do business with vendors or service providers or share overhead expenses, the costs and expenses incurred in so doing will be allocated between or among such entities pursuant to a written agreement;
- h) Observe all limited liability company formalities as a distinct entity, and ensure that all limited liability company actions relating to (i) the dissolution or liquidation of the Company or (ii) the initiation of, participation in, acquiescence in or consent to any bankruptcy, insolvency, reorganization or similar proceeding involving the Company, are duly authorized by unanimous vote of the Board of Directors (including the Independent Director, as such term is defined in the Member's Bylaws (as defined below)) of the Member in accordance with the amended and restated bylaws of the Member (the "Member's Bylaws");
- i) Not commingle the funds or any other assets of the Company with those of any other person, including any affiliate of the Company; and
- j) Not fail to maintain its assets in such a manner that it will not be costly

or difficult to segregate, ascertain or identify its individual assets from those of any other Person, including, without limitation, any affiliate of the Company.

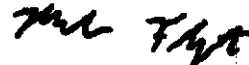
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

REGIONAL ENERGY HOLDINGS, INC.
"Member"



By: Michael J. Fallquist
Its: CEO

VIRIDIAN ENERGY NJ, LLC
"Company"



By: Michael J. Fallquist
Its: CEO

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

VIRIDIAN ENERGY NJ LLC

Nevada Business Identification # NV20101063371

Expiration Date: January 31, 2011

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of State,
at my office on August 27, 2010

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**

Viridian Energy NJ LLC

Exhibit A-18

"Secretary of State," provide evidence that the applicant has registered with the Ohio Secretary of the State.

See attached.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/10/2010	201034300600	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	100.00	.00	.00	.00

Receipt

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

VIRIDIAN ENERGY, INC
64 NORTH MAIN ST
NORWALK, CT 06854

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1981822

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

VIRIDIAN ENERGY NJ LLC

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

Document(s):

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

201034300600



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 December, A.D. 2010.

Ohio Secretary of State

Viridian Energy NJ LLC

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.*

Viridian Energy NJ LLC and its affiliates are currently actively providing electricity supply services to the following states and utilities:

State	Utility	License/Docket #	Active Since	Entity
Connecticut	Connecticut Light and Power United Illuminating	License # 04-09-15	July 2009	Viridian Energy, Inc.
Pennsylvania	Pennsylvania Power and Light PECO Duquesne Light Company	Docket # A-2009-2145794	February 2010	Viridian Energy PA LLC
New Jersey	Atlantic City Electric Jersey Central Power and Light Public Service Electric and Gas Rockland Electric Company	License # ESL-0084	May 2010	Viridian Energy PA LLC
Maryland	Baltimore Gas and Electric Potomac Electric Power Company	License Reference No.: IR-1840	July 2010	Viridian Energy PA LLC
New York	Con Edison	ESCO Code VRID	March 2011	Viridian Energy NY LLC

Additionally, Viridian Energy is licensed in the following states, however not currently actively marketing to customers:

State	Utility	License/Docket #	Commodity	Entity
New York	Central Hudson Gas and Electric National Grid Orange and Rockland NYSEG RGE	ESCO Code VRID	Electricity/Natural Gas	Viridian Energy NY LLC
Massachusetts	Fitchburg Gas and Electric Light Massachusetts Electric Nantucket Electric NSTAR - Boston Edison NSTAR - Cambridge NSTAR - Commonwealth Western Massachusetts Electric	License # CS-076	Electricity	Viridian Energy, Inc.
Ohio	Duke Energy Ohio Ohio Edison Toledo Edison Cleveland Electric Illuminating Cincinnati Gas & Electric Monongaheta Power Ohio power	Certificate # 11-319E(1)	Electricity	Viridian Energy NJ LLC
Pennsylvania	Peoples Natural Gas	Docket # A-2010 2203042	Natural Gas	Viridian Energy PA LLC

Exhibit B-2

"Experience & Plans," provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.

Experience and Qualifications:

Viridian Energy NJ LLC has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. This may be evidenced by our strong customer growth and high customer satisfaction in the markets we currently serve.

Viridian Energy plans to provide competitively priced natural gas products, available to all customers in the state of Ohio. Viridian Energy will comply with all applicable laws and rules set forth by the Public Utilities Commission of Ohio. All marketing material, sales representative training and contracts are designed to be in compliance with Ohio Administrative Code ("OAC") Rules 4901:1-21-04 through 4901:1-21-15.

Contracting with customers and providing contracted services:

Viridian Energy utilizes traditional marketing methods to acquire customers including advertising, network marketing and telesales. Viridian Energy follows stringent guidelines governing all marketing practices and validates each customer enrollment through proven methods. Viridian Energy accepts customer enrollments by telephone, web and paper application.

For Telephone Enrollments:

To enroll with Viridian Energy by telephone, a new customer must complete an independent third party verification ("TPV"). Viridian Energy uses BGS Clearing Solutions (formerly Voicelog) to provide the TPV service and validate that the TPV was correctly completed. Viridian Energy must have a TPV validated by BGS Clearing Solutions prior to enrolling a customer in our service. Viridian Energy's TPV confirms the following: (1) the customer is authorized to choose a supplier for the account; (2) the customer is voluntarily choosing Viridian Energy as their natural gas supplier; and (3) the customer understands the Viridian Energy Terms & Conditions and rate. Once the enrollment process is completed, Viridian Energy sends the customer a copy of the Terms & Conditions by e-mail or post.

For Web Enrollments:

To enroll with Viridian Energy online, a new customer must complete an online application which includes an electronic signature to authorize the switch to Viridian Energy and accept our Terms & Conditions. Once the enrollment process is completed, Viridian Energy sends the customer a copy of the Terms & Conditions by e-mail or post.

For Paper Application Enrollments:

To enroll with Viridian Energy on a paper application, a new customer must complete the paper application which includes a signature to authorize the switch to Viridian Energy and accept our Terms & Conditions. The paper application form is a three-part NCR form which includes provides the customer with a receipt for their records.

Customer Billing

Viridian Energy will participate in the Utility Consolidated Billing ("UCB") program. Viridian Energy has partnered with Energy Services Group ("ESG") to facilitate all EDI transactions with the Local Distribution Company related to customer billing. ESG has operated within the Ohio retail electric and gas market since early 2004. Since then, ESG has expanded its Ohio business to support 504,000 electric and gas meters in production with its EDI services. For more information about ESG, please visit their website www.energyservicesgroup.net.

Responding to customer inquiries and complaints

Viridian Energy provides customer service for all markets from our Corporate headquarters located in Norwalk, Connecticut. Our Customer Service Center is staffed by knowledgeable and courteous customer service representatives from 8:30 AM to 6:30 PM (EST) from Monday thru Friday

Viridian Energy will respond to all customer complaints in accordance with PUCO regulations adopted pursuant to Section 4949.22 of the Code, and contained in chapter 4901:1-29 of the Ohio Administrative Code. The following language is included in our customer Terms and Conditions:

You may contact Viridian at 866.663.2508, or by mail at 64 North Main Street, Norwalk, CT 06854 with any questions or complaints regarding Viridian's terms of service. If you are not fully satisfied after discussing your terms with Viridian, may call the Public Utilities Commission of Ohio ("PUCO") at 1-800-686-7826 or 1-614-466-3292, from 8:00 AM to 5:00 PM weekdays, or visit the PUCO website at www.puco.ohio.gov or as otherwise specified by the Commission.

Viridian Energy NJ LLC

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 customers served, utility service areas, Volume of gas supplied, etc.).

Viridian Energy NJ LLC ("VENJ") has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. VENJ's management team is comprised of individuals with significant experience in wholesale and retail energy supply. Specifically, the management team is comprised of:

- Michael Fallquist, CEO
- Rafi Jacobs, Director of Business Development
- Roop Bhullar, CFO
- Gary Zielanski, Procurement Manager

Viridian Energy currently serves over 150,000 residential, commercial, and industrial electricity customers in the four states and nine utilities it serves.

Viridian Energy NJ LLC

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.

Viridian Energy PA LLC ("VEPA"), an affiliate of VENJ, was served with a Show Cause Order by the Maryland Public Service Commission on January 26, 2011. We are currently working closely with the Commission and Staff to resolve the dispute. For more information on the Show Cause Order, please see the Maryland Public Service Commissions website at:

http://webapp.psc.state.md.us/Intranet/Maillog/submit_new.cfm?MaillogPath=128099&DirPath=C:\Cassenum\Admin%20Filings\110000-159999\128099&maillogNum=128099

Viridian Energy NJ LLC

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 or indicate that Exhibit C-1 is not applicable and why.

Viridian Energy NJ LLC is a privately held company, and does not publish an annual report to shareholders.

Viridian Energy NJ LLC

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 that the applicant is not required to file with the SEC and why.

Viridian Energy NJ LLC is a privately held company, and is not required to submit 10-k or 8-k filings with the SEC.

Viridian Energy NJ LLC

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.

Financial statements for the life of the business are provided in a separate package under a confidential seal. We respectfully request confidential treatment of Viridian Energy's financial information by the PUCO, as Viridian is a private company. As such, our financials are not publicly available, and disclosure of these documents would cause Viridian Energy extreme hardship.

Viridian Energy NJ LLC

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.)

Viridian Energy's financial arrangements are provided in a separate package under a confidential seal. We respectfully request confidential treatment of Viridian Energy's financial information by the PUCO, as Viridian is a private company. As such disclosure of these documents would cause Viridian Energy extreme hardship.

Viridian Energy NJ LLC

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.

Viridian Energy's Forecasted Financial Statements are provided in a separate package under a confidential seal. We respectfully request confidential treatment of Viridian Energy's financial information by the PUCO, as Viridian is a private company. As such disclosure of these documents would cause Viridian Energy extreme hardship.

Viridian Energy NJ LLC

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 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.

Viridian Energy NJ LLC has provided its credit report from Experian in **Exhibit C-7**.

EXHIBIT 7

Intelliscore Plus and BPR - VIRIDIAN ENERGY NJ LLC

Subcode: 667220

Transaction Number: C039211554

Search Inquiry: viridian energy nj llc/64 N MAIN ST/NORWALK/CT/06854/US/203-428-4154/937180436

Ordered: 04/05/2011 10:09:25 CST



Intelliscore PlusSM and BPR

Identifying Information

This information is the primary name and address for the business you inquired on. All data in this report pertains to the business.

VIRIDIAN ENERGY NJ LLC
64 N MAIN ST
NORWALK, CT 06854-2716
(203) 428-4154

Business Identification Number:

937180436

Years on File:

1 (FILE ESTABLISHED 09/2010)

Date of Incorporation:

12/09/2010

Commercial Model

Intelliscore Plus predicts the likelihood of serious credit delinquency within the next 12 months based on business and/or owner/guarantor risk factors. Higher scores indicate lower risk.

Intelliscore Plus: 41



Factors Lowering the Score

- NUMBER OF COMMERCIAL INQUIRIES IN LAST 9 MONTHS
- COMMERCIAL ACCOUNT DELINQUENCY IN LAST 12 MONTHS
- LENGTH OF TIME ON EXPERIAN'S COMMERCIAL INFORMATION FILE

All Industry Risk Comparison

When compared to all businesses, 40% of businesses indicate a higher likelihood of severe delinquency than this business.

Based on your company's action or risk threshold, this business falls within the following category:

MEDIUM RISK

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Business Information - VIRIDIAN ENERGY NJ LLC

Business Credit Information

Current Days Beyond Terms (DBT):	0
Monthly average DBT:	1
Highest DBT previous 6 months:	8
Highest DBT previous 5 quarters:	8
Total continuous trades:	3
Current continuous trade balance:	\$0
Trade balance of all trades (3):	\$0
Average balance previous 5 quarters:	\$0
Highest credit amount extended: details	\$1,700
6 month balance range:	\$0 - \$1,700

Business Legal Filings and Collections

Bankruptcy filings:	0
Tax lien filings:	0
Judgment filings:	0
Total collections:	0
Sum of legal filings:	\$0
UCC filings: details(FILED 09/10-02/11)	6
Cautionary UCC filings present?	No

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* Days Beyond Terms (DBT) is a dollar weighted calculation of the average number of days that payment was made beyond the invoice due date based on trades on file that have been updated in the previous 3 months.

Trade Payment Information

Trade Payment Experiences (Trade Lines With an (*) after date are newly reported)						Account Status Days Beyond Terms					Comments
Business Category	Date Reported	Last Sale	Payment Terms	Recent High Credit	Balance	Cur	1-30	31-60	61-90	91+	
BUREAU	03/2011	02/2011	NET 30	\$1,700	\$0						
OFFC EQUIP	02/2011	08/2010	REVOLVE	\$200	\$0						
PACKAGING	03/2011	10/2010	NET 30		\$0						CUST 1 YR

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Trade Payment Totals

Trade Payment Experiences					Account Status Days Beyond Terms				
Type	Lines Reported	Recent High Credit	Balance	Cur	1-30	31-60	61-90	91+	Comments
Continuously Reported	3	\$1,900	\$0						DBT: 0
Newly Reported	0								DBT:
Trade Lines Totals	3	\$1,900	\$0						DBT: 0

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Inquiries

Summary of Inquiries										
Business Category	APR11	MAR11	FEB11	JAN11	DEC10	NOV10	OCT10	SEP10	AUG10	
AIR TRANS					1					
CRED CARD				1						
DP SERVCS						1				
EQUIP LEAS			1							
Totals			1	1	1	1				

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UCC Profile

The UCC Filings are summarized and listed below.

UCC Summary				Filings		
Date Range	Year	Cautionary UCCs**	Total Filed	Released / Termination	Continuous	Amended / Assigned
JAN - PRESENT	2011		1			
JUL - DEC	2010		5			
JAN - JUN	2010					
JUL - DEC	2009					
JAN - JUN	2009					
PRIOR TO JAN	2009					
Total		0	6	0	0	0

** Cautionary UCC Filings include one or more of the following collateral:

Accounts, Accounts Receivables, Contract Rights, Hereafter Acquired Property, Inventory, Leases, Notes Receivable or Proceeds.

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UCC Filings

UCC FILED Date: 02/17/2011
Filing Number: 2011003989-2
Jurisdiction: SECRETARY OF STATE O
Secured Party: MIDWEST INDEPENDENT TRANSMISSION SYSTEM IN CARMEL 46032 720
Collateral:

UCC FILED Date: 09/27/2010
Filing Number: 201009270521556
Jurisdiction: SEC OF STATE NEW YOR
Secured Party: MACQUARE ENERGY LLC TX HOUSTON 77002 500 DALLAS STREET, SUI
Collateral: UNDEFINED

UCC FILED Date: 09/24/2010
Filing Number: 2010024311-0
Jurisdiction: SECRETARY OF STATE O
Secured Party: MACQUARIE ENERGY LLC TX HOUSTON 77002 500 DALLAS STREET, SUI
Collateral:

UCC FILED Date: 09/24/2010
Filing Number: 2010024312-2
Jurisdiction: SECRETARY OF STATE O
Secured Party: MACQUARIE ENERGY LLC TX HOUSTON 77002 500 DALLAS STREET, SUI
Collateral:

UCC FILED Date: 09/24/2010
Filing Number: 2010024313-4
Jurisdiction: SECRETARY OF STATE O
Secured Party: MACQUARIE ENERGY LLC TX HOUSTON 77002 500 DALLAS STREET, SUI
Collateral:

UCC FILED Date: 09/24/2010
Filing Number: 2010024314-6
Jurisdiction: SECRETARY OF STATE O
Secured Party: MACQUARIE ENERGY LLC TX HOUSTON 77002 500 DALLAS STREET, SUI
Collateral:

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Company Background Information

Corporate Registration

THE FOLLOWING INFORMATION WAS PROVIDED BY THE STATE OF OHIO.

State of Origin: OH
Date of Incorporation: 12/09/2010
Current Status: Active

Business Type: Profit
Charter Number: 1981822

Agent: NATIONAL REGISTERED AGENTS INC
Agent Address: 145 BAKER STREET MARION, OH

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CREDIT LIMIT: _____

TERMS: _____

COMMENTS: _____

SIGNATURE: _____

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Experian prides itself on the depth and accuracy of the data maintained on our databases. Reporting your customer's payment behavior to Experian will further strengthen and enhance the power of the information available for making sound credit decisions. Give credit where credit is due. Call 1-800-520-1221, option #4 for more information.

End of report

1 of 1 report

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Viridian Energy NJ LLC

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 within the two most recent years preceding the application.

Neither Viridian Energy NJ LLC, its parent or any of its affiliates have filed for reorganization, protection from creditors, or any other form of bankruptcy during the current year or within the two most recent years preceding the date of this application.

Viridian Energy NJ LLC

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.

Viridian Energy NJ LLC has not been part of a merger or acquisition since its inception in October 2009.

Viridian Energy NJ LLC

Exhibit D-1

"Operations" provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.

Viridian Energy NJ LLC ("VENJ") will market natural gas as a licensed Competitive Retail Natural Gas Supplier in Ohio to residential, commercial and industrial customers.

VENJ expects to enter into a Key Supplier Agreement ("KSA") with Macquarie Energy LLC ("Macquarie") which will mirror the KSA we currently have in place with Macquarie for our electricity supply business operations. Under the KSA, Macquarie will be the financial responsible party and scheduling entity for VENJ's natural gas demand in all markets. Macquarie is responsible for the nomination and scheduling of natural gas on a daily basis, securing retail ancillary services to support the demand, providing collateral as required by the utilities and providers, and payment of all invoices.

Viridian Energy NJ LLC

Exhibit D-2

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

Viridian Energy NJ LLC (“VENJ”) has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. VENJ’s management team is comprised of individuals with significant experience in wholesale and retail energy.

Michael Fallquist is the Chief Executive Officer of VEPA and its parent Regional Energy Holding, Inc. (collectively “Viridian Energy”). In the capacity as CEO of Viridian Energy, Mr. Fallquist has grown the company to more than 150,000 electricity meters in five states and ten utilities.

Prior to founding Viridian Energy, Mr. Fallquist was the Chief Operating Officer of Commerce Energy where he was responsible for the day-to-day business operations which included sales & marketing, pricing, energy procurement, operations and human resources. In this capacity, Mr. Fallquist was responsible for the EDI and billing processes for more than 150,000 customers across 10 different states and 24 utility markets.

Prior to his role at Commerce Energy, Mr. Fallquist spent more than 3 years working for the Commodity Markets Division of Macquarie Bank in trading, structuring and marketing roles related to the electricity, natural gas and coal markets. In this capacity, Mr. Fallquist developed a detailed understanding of market structures, commodity risk and bi-lateral purchase contracts.

Mr. Fallquist’s resume is attached below.

Raphael Jacobs is the Director of Business Development of Viridian Energy PA LLC and its parent Regional Energy Holdings, Inc (collectively “Viridian Energy”). In this capacity, Mr. Jacobs is responsible for all daily business operations, including pricing, energy procurement and hedging, market analytics and expansion, operations, and regulatory affairs.

Prior to joining Viridian Energy, Mr. Jacobs worked in the Energy Risk Management division at Towers Watson Inc as the Head of the Renewable Energy Consulting Group, where he advised several major multinational utilities, exploration and production companies on enterprise risk management. Additionally, he has served on the risk management committee for Copano Energy, a major Gulf Coast natural gas producer and supplier.

Mr. Jacobs’ resume is attached below.

Additionally, Viridian Energy relies on Energy Services Group (ESG) to provide EDI, billing, and CIS services in all our markets. ESG is a recognized leader in providing these services and already has significant experience in the Ohio market. ESG has operated within the Ohio retail electric and gas market since early 2004. Since then, ESG has expanded its Ohio business to support 10 clients, serving a

total of 504,000 electric and gas meters. ESG's clients in Ohio include most of the largest retail electric providers in Ohio. Nationwide, ESG serves more than 80 companies active in 140 US markets and manages data for over 4.5 million meters per month. In addition, ESG's clients include 10 utilities across the US.

Outsourcing its EDI and Billing/CIS to ESG allows Viridian Energy to focus our resources on sales, marketing, pricing, procurement, regulatory and administrative functions.

Viridian Energy NJ LLC

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.

Michael Fallquist CEO
64 North Main Street
Norwalk, CT 06854
Phone: 212-561-5498
MFallquist@viridian.com

Michael Fallquist is the Chief Executive Officer of Viridian Energy PA LLC and its parent Regional Energy Holdings, Inc (collectively “Viridian Energy”). Prior to founding Viridian Energy, Mr. Fallquist was the Chief Operating Officer of Commerce Energy where he was responsible for the day-to-day business operations which included sales & marketing, pricing, energy procurement, operations and human resources. In this capacity, Mr. Fallquist was responsible for the EDI and billing processes for more than 150,000 customers across 10 different states and 24 market areas.

Mr. Fallquist’s resume is attached.

Rafi Jacobs - Director of Business Development
64 North Main Street
Norwalk, CT 06854
Phone: 203-663-7524
RJacobs@viridian.com

Rafi Jacobs is the Director of Business Development at Viridian Energy. Prior to joining Viridian, Mr. Jacobs worked in the Energy Risk Management division at Towers Watson, Inc as the Head of the Energy Consulting Group. In this capacity, he worked with both traditional and renewable energy clients in valuing and managing their commodity acquisitions and portfolios, and advised several major multinational utilities on enterprise risk management. Additionally, Mr. Jacobs has served as Special Advisor on the risk management committee for Copano Energy, a Gulf Coast natural gas producer and supplier.

Mr. Jacobs has also worked as a trade analyst for Man Financial Group at the New York Mercantile Exchange (NYMEX), and as a research analyst at Cerberus Capital Management. Mr. Jacobs holds a B.S. in Accounting and Finance from Yeshiva University, and is currently a level II candidate in the Chartered Financial Analyst program.

Mr. Jacobs’s resume is attached.

Roop Bhullar - CFO
64 North Main Street
Norwalk, CT 06854
Phone: 203-883-9900
RBhullar@viridian.com

Roop S. Bhullar is the Chief Financial Officer of Viridian Energy. Prior to joining Viridian, Mr. Bhullar was the Finance Director of Commerce Energy, a publicly traded retail energy provider, where he was responsible for the companies accounting, treasury and financial planning, in addition to various analytical functions. Prior to Commerce Energy, Mr. Bhullar worked as the Financial Controller of King Country Energy, a publicly traded electric supplier, and as a Manager in the Tax Consulting group of Deloitte. He holds a Bachelor of Management Studies and a Bachelor of Law from the University of Waikato in New Zealand, and an MBA from the UCLA Anderson School of Management. Mr. Bhullar's resume is attached.

Gary Zielanski - Procurement Manager
64 North Main Street
Norwalk, CT 06854
Phone: 203-663-7536
GZielanski@viridian.com

Gary J Zielanski is the Power Supply Manager at Viridian Energy. Prior to joining Viridian, Gary was the Manager of Northeast Business Development of EnerNOC Inc., a demand response and energy efficiency provider, where he was responsible for structuring transactions with end user energy customers in the retail markets. Prior to EnerNOC Inc, Gary worked as the Manager of the Settlements Projects Group for ISO New England (ISO-NE), acting as Settlement Manager to oversee daily financial market settlements of over 250 Participant accounts.

Gary also has worked at United Illuminating Co, an electric utility, as the Director of Power Marketing. In this role he was responsible for 2,000 MW generation portfolio and power book. He holds a Bachelors of Science in Electrical Engineering from Fairfield University, Fairfield, CT. Mr. Zielanski's resume is attached.

Michael J. Fallquist
31 Fairfield Ave, Westport, CT 06880
(917) 975-3638
mfallquist@viridian.com

VIRIDIAN ENERGY

Norwalk, CT

2009 – present Founder & Chief Executive Officer

COMMERCE ENERGY, INC. (AMEX: EGR)

Orange County, CA

2008 – 2009 Chief Operating Officer

- o Recruited in early 2008 as part of an executive management team tasked with turning around a business with few controls, significant bad debt exposure, declining customer margins and high operating costs
- o Successfully restructured business in the most difficult credit and financial markets in many decades by securing \$23 million in subordinated financing in August 2008, divesting multiple underperforming assets, implementing operating controls and expense reductions, and closing a transaction with Universal Energy Group to acquire the remaining assets of the business
- o Provided a positive result for EGR shareholders and maintained employment for 30+ FTEs in California. This result is a significant success considering that prior management had run a public auction process with RBC Capital Markets to sell the company in 2007-08 but received no bids given the considerable operational and financial issues that existed at that time
- o Offered a position by Universal Energy Group to manage remaining US business as Senior Vice President, Commerce Energy

Operating Responsibilities

- o Responsible for the day-to-day business operations of a publicly listed retail natural gas and electricity provider with more than 150,000 customers across 10 states and 24 local markets
- o Direct management responsibility for more than 250 FTEs across 4 offices including functional management of sales & marketing, energy supply, pricing, operations, human resources, customer care and quality assurance

Experience Summary

- o Planned and implemented a successful company-wide restructuring which resulted in an 81 person reduction in force and annual expense savings of nearly \$11 million. Changes implemented include:
 - o Rationalize headcount: Saved \$7.4 million by reducing headcount by 81 FTEs, replacing consultants with FTEs and closing two offices (Boston, Houston)
 - o Implemented process improvements: Saved \$1.5 million by redesigning call center processes, moving 1st party collections in house and implementing legal processes to reduced dependency on external counsel
 - o Instituted operating controls: Saved \$1.1 million by implementing controls over travel & entertainment, dues & subscriptions, office expenses, insurance policies and telephones
 - o Renegotiated key contracts: \$0.7 million by renegotiating key IT, regulatory, and facilities contracts
- o Sold the ERCOT (Power) customer book to Ambit Energy, LP for nearly \$15 million in September 2008. Responsible for the entire deal life cycle including identifying a broker, leading preliminary discussions with the potential buyers, managing the due diligence process, dealing with the Public Utility Commission of Texas, negotiating commercial terms of the transaction and finalizing the asset purchase and transition services agreements
- o Raised subordinated debt facility in August 2008 to survive seasonal cash flow shortfall which was the result of significant exposure in electric markets (ERCOT, PJM, CAISO),

- regulatory requirements to purchase natural gas inventory for fixed price contracts, pre-payments from concerned suppliers and the 45 day lag between payables and receivables. Primary responsibility for discussions with potential debt providers and due diligence
- o Identified an opportunity to offshore the call center operations (customer care, quality assurance, and inside sales) to the Philippines which would result in improved service levels and reduced costs of approx. \$6.5 million per annum. Completed an RFP process with 9 potential BPO providers and visited potential sites in the Manila, Philippines and Bangalore, India. Implementation project is underway and is expected to be completed in Spring 2009
- o Presented business case to a FERC Settlement Judge in Washington, DC resulting in \$6 million reduction in legal exposure related to EGR's participation in the California energy crisis. Devised a strategy with legal counsel to reposition EGR as an entity that was negatively impacted by the energy crisis when considering customer attrition due to credit constraints and other fixed price sales obligations
- o Reduced bad debt exposure by more than \$2 million by implementing bad debt collection processes that were tailored to the specific market rules

MACQUARIE BANK LIMITED

Los Angeles, CA

2004 – 2008 *Senior Manager, Energy Markets Division (Hired as Manager)*

- o Led the purchase of 437,500 tons of low sulphur Illinois Basin coal and marketed the coal to industrial consumers in the Midwest. Responsible for the coal marketing, contract negotiations, counterparty credit review, and logistical support for the delivery of the physical coal. Realized profit of approx. \$1.25 million on an \$8.75 million investment within a 6 month timeframe.
- o Managed the deal teams evaluating several natural gas storage assets in North America which included responsibility for development of the economic model, review of all ISS / FSS third-party contracts, negotiation of the Purchase and Sale Agreement with the seller, liaising with engineering and environmental consultants, and evaluation of trading opportunities (eg hub services).
 - o 34 billion cubic foot, multi cycle natural gas storage facility in Northern California (Bid / runner up)
 - o 48 billion cubic foot, single cycle natural gas storage facility in British Columbia, Canada (did not bid due to significant difference in valuation with seller)
 - o 12 billion cubic foot, multi cycle natural gas storage facility in Mississippi (Bid / runner up)
- o Led the due diligence effort on a \$10 million equity investment in a longwall coal mine in Illinois which included responsibility for development of the economic model, negotiation with the equity partners, solicitation of senior / subordinated debt providers, analysis conducted by engineering consultants and discussion with United Mine Workers of America about renegotiation of the existing union contract
- o Developed a strategy to pursue natural gas production, gathering, processing, and storage assets west of the Rockies. The strategy process includes development of a prioritization matrix that will identify which assets offer the greatest value, synergies with the existing business and other assets, and availability for purchase

Natural Gas Trader, Energy Markets Division

- o Junior member of a two person team responsible for the NYMEX Natural Gas Futures and Options trading book which generated more than \$3 million in profits in 2006
- o 40% of profits derived from proprietary trading and 60% of profits derived from risk management of physical natural gas positions and client trades

Consultant, Strategy Unit

Sydney, Australia

- o Part of a four person team that was responsible for advising the CEO and Executive Committee on bank-wide strategic issues
- o Led a cross-functional team to evaluate and consider alternatives to MBL's status as an Australian licensed bank. This recommendation was ultimately accepted by the Board of Directors leading to the formation of the Macquarie Group

- o Conducted due diligence on significant transactions and new products prior to submission to Executive Committee for final approval
- o Selected by the Head of Strategy to serve as the Secretary to the MBL Executive Committee which included participation in weekly meetings, ad hoc analysis for Committee members and involvement in MBL's most sensitive issues

DELOITTE CONSULTING

New York, NY

Summer 2003 Senior Consultant, Strategy & Operations (Internship)

TOWERS PERRIN

Los Angeles, CA

1999-2002 Senior Associate, Strategy & Organization (Hired as Associate)

- o Analyzed the viability of the benefits delivery strategy for the Hong Kong government and recommended a cost-effective plan for sustainability. Spent several months in Hong Kong interviewing key stakeholders, visiting medical / dental facilities and meeting with potential alternative providers
- o Participated in the development of the executive compensation structure for a \$1.5 billion private equity-backed fiber optics manufacturer headquartered in Japan. Travelled to Tokyo to meet with senior executives and completed benchmarking analysis
- o Optimised the rewards portfolio for a biotechnology firm and developed a strategy to increase retention by 10.1% and reduce cost by \$10 million. Created an employee survey using conjoint analysis methodology to determine which aspects of employee benefits had the most value and recommended a change in benefits strategy
- o Promoted once during a three year period with Towers Perrin. Towers Perrin offered to pay for business school tuition in exchange for agreement to return after graduation

EDUCATION

CORNELL UNIVERSITY

Ithaca, NY

Johnson Graduate School of Management

Master of Business Administration, May 2004

COLGATE UNIVERSITY

Hamilton, NY

Bachelor of Arts, May 1999

Concentration: Economics

PERSONAL

- o Elected President of the Johnson School Consulting Club for 2003-04
- o Competed in NCAA Division I Rowing (NY State, Champion 1996)
- o Served as President for Junior and Senior seasons of Colgate Men's Rowing Team
- o Avid golfer
- o Enjoy world travel

Raphael Jacobs
280 Riverside Drive 7f New York, NY 10025
jacobs.rafi@gmail.com
(347) 306-1921

PROFESSIONAL EXPERIENCE

Viridian Energy
Director of Business Development

Norwalk, CT
February 2010- Present

Towers Perrin, Inc (NYSE:TW)
Associate, Energy Risk Management Group

New York, NY
January 2009-February 2010

- Drafted risk management policies and designed hedging strategies for several major Mid-Atlantic energy retailers
 - Project scopes have included financial, credit, and operational risks
- Advised Gazprom USA on alternative shipping, trading and hedging strategies for LNG deployment
- Advised Iberdrola Renewables and other wind/solar power developers and institutional investors on strategies for maximizing their returns on renewable energy projects, including advisory around tax equity monetization
- Performed due diligence on a Northeastern wind developer for a Washington area energy retailer, and advised on acquisition
- Sat on the risk management committee for Copano Energy, a leading midstream Gulf Coast natural gas company
- Assessed fuel hedging performance at Alaska Airlines and other international carriers, and made recommendations for more effective strategy

Analyst, Energy Risk Management Group

June 2007- January 2009

- Designed models to value the commodity and derivative portfolios of several S&P 500 industrial and energy companies
- Built long term natural gas and power pricing models
- Performed due diligence for a \$300 million SPAC on the acquisition of a portfolio of Latin American ethanol refining assets

Cerberus Capital Management, LP
Intern, Office of the CFO

New York, NY
Summer 2005

- Conducted internal private equity research on three deals
- Prepared quarterly financial statements from trial balance
- Set up cash reconciliation project for eight month period

The New York Mercantile Exchange
Trade Analyst, Man Financial Group USA, Inc.

New York, NY
May 2004 – January 2005

- Engineered and implemented position valuation models and processes
- Built trader performance measurement system
- Reviewed and confirmed all trades of crude oil, heating oil, unleaded gas, and natural gas of specific brokers with counterparty
- Allocated and broke down trades and transaction of specific brokers to appropriate accounts
- Interacted with clients and counterparties concerning intraday issues and clearing confirmation

EDUCATION

Yeshiva University
Bachelor of Science in Accounting, Sy Syms School of Business

- **GPA:** 3.76 / 4.0

New York, NY
May 2007

PERSONAL BACKGROUND

Certifications & Training: CFA Institute, Level II Candidate
Software: Extensive experience with Microsoft Office Software, Bloomberg; Familiarity with VBA.
Interests: Avid skier; Active in competitive ice hockey; Traveled extensively throughout Europe

ROOP S. BHULLAR

(310) 876-9821

roop.bhullar@yahoo.com

EXPERIENCE

COMMERCE ENERGY

Director, Finance

Costa Mesa, CA
August 2008 – present

- Headed finance, accounting, energy accounting and risk functions of the \$460M electricity and natural gas retailing business and supervised a staff of eight.
- Overall responsibility for full-cycle monthly accounting and quarterly earnings process, audit, taxation, financial planning & analysis, treasury, risk management and counterparty credit/collateral requirements.
- Chosen to lead the comprehensive post-acquisition transition of accounting systems, personnel and operations following Commerce Energy's acquisition by Universal Energy.
- Coordinated financial and accounting due diligence and financial input to negotiations for a 5 year \$40M structured finance deal entailing an exclusive supplier agreement with Shell North America for physical and financial energy requirements, ancillary services, a revolver and collateral support.
- Financial analytical support to the Senior Executive Team on strategic issues including due diligence with potential lenders and acquirers, negotiations with existing primary and subordinated lenders on amendments to loan agreements, debt refinancing and restructuring and the eventual consensual debt foreclosure and \$26M sale of the business to Universal Energy.
- Managed treasury function including daily cash management, day-to-day bank relationships, loan covenant compliance monitoring and bank reporting for \$50M asset based lending facility and \$30M subordinated notes and revolver.
- Developed and maintained the company's liquidity model which analyzed all aspects of the cash conversion cycle to forecast cash and credit requirements and compliance with all borrowing base covenants on a daily basis.

HSBC CARD SERVICES

Financial Strategies & Analysis Intern

Salinas, CA
June 2007 – August 2007

- Performed in-depth evaluation of the performance and penetration of HSBC's \$600M suite of credit protection, identity protection and credit monitoring products by portfolio and by marketing channel. Presented findings to Senior Management in Marketing Department for use in channel selection, resource allocation and offer priority decisions.
- Identified, analyzed and forecasted the key value drivers behind these products and developed a financial model to calculate the present value per enrolment of products marketed through various prime, near prime and sub-prime card portfolios, and through various outbound and inbound marketing channels.

KING COUNTRY ENERGY

Finance Manager / Controller

Taumarunui, New Zealand
October 2003 – August 2006

- Led the finance team consisting of six staff, reported to the CEO and was a key member of the Senior Executive Team.
- Instrumental in a diverse range of decision-making and governance functions spanning all areas of the \$75M publicly listed energy business including strategy, sales/marketing, customer services, electric generation operations, commodity hedging and risk management, IT and human resources.
- As Corporate Secretary, interacted on a continuous basis with Chairman and Board of Directors, including attending and presenting financial results to monthly board meetings, finance & audit committee meetings and annual shareholder meetings.
- Reengineered and streamlined internal financial reporting processes and up-skilled staff to improve team performance, including expediting year-end accounts and audit process by one month and monthly accounts process by over 20 days.

Continued

- Initiated and conducted strategic review of retail electricity tariff structure, including detailed segmental profitability analysis. Presented recommendations to Board and implemented these, improving retail profitability by 15%.
- Oversaw Company risk management practices and \$29M electricity hedge book, including monitoring, forecasting and reporting spot market and electricity swaps exposures and requirements.
- Headed cross-functional team initiative to improve debt recovery. Achieved 22% improvement, taking debt recoveries to highest in the industry – evidenced by independent benchmarking exercise.
- Designed and presented to the Board in-depth overhead benchmarking model, which gave new and useful insights into cost competitiveness and allowed targeted improvements.

DELOITTE

Tax Manager, Senior Tax Consultant, Tax Consultant

Auckland, New Zealand
February 1998 – September 2003

- Managed ledger of over 50 multi-national, national and middle-market corporate clients with annual fees of \$2M and supervised team of seven, including performance evaluation, training and mentoring.
- Headed specialist Mergers & Acquisitions / Transaction Services team, interfaced with Corporate Finance division, provided due diligence and tax advice in relation to mergers, acquisitions, international tax planning, inbound and outbound deal structuring and execution.
- Received nation-wide award for highest individual 'Client Service Matrix' sales in 2002 and led team to winning team award. Became nation-wide specialist in selling Depreciation Maximization products, due to success at selling these products.
- Received merit based two year 'fast-track' promotions to Senior Consultant and then Manager.

EDUCATION

UCLA ANDERSON SCHOOL OF MANAGEMENT

M.B.A., Finance & Strategy

GPA 3.9/4.0

Los Angeles, CA
October 2006 - June 2008

- *Academic honors & leadership:* Dean's Scholar (top 10% of class), Dean's List, Exceptional International Student Fellowship (\$15,000 merit-based scholarship), Graduate Teaching Assistant (Business Strategy & Marketing Management), Director - South Asian Business Association

UNIVERSITY OF WAIKATO

Bachelor of Management Studies, (B.M.S. Hon), Accounting

GPA 8.1/9.0

Hamilton, New Zealand
March 1993 - December 1997

Bachelor of Laws, (LLB), Commercial/Corporate Law

GPA 7.4/9.0

- *Academic honors:* Graduated with First Class Honors (highest rank) and prizes for highest marks in the University in Advanced Taxation, Constitutional Law, Administrative Law, Introduction to Accounting & Finance

ADDITIONAL

- *Professional memberships:* Chartered Accountant (CPA equivalent): Member of New Zealand Institute of Chartered Accountants (NZICA), 2001

Admitted to the bar as Barrister & Solicitor of New Zealand High Court, 1998
- *Languages:* Punjabi, Hindi (basic conversational)

Gary J. Zielanski
243 Acorn Drive, Middletown, CT 06457
Cell: 860.538.2215 Email: gzielanski@gmail.com

Senior Power Origination / Marketing professional with a consistent record of bringing forth highly profitable deals and driving them successfully to closure. Strong strategic and analytical background with generation, retail load, and regulatory issues. Comprehensive (bid to bill) experience working and developing Northeast RTO market rules.

PROFESSIONAL STRENGTHS:

- ◇ Extensive Northeast Experience
- ◇ Ongoing Origination Success
- ◇ Regularly Exceeds Goals/Targets
- ◇ Well-Known Reputation for Integrity
- ◇ Excellent Interpersonal/Communication Skills
- ◇ Established Network of Industry Contacts
- ◇ Strong Contract/Agreement Negotiations
- ◇ Road Warrior

PROFESSIONAL EXPERIENCE:

Viridian Energy – Retail Load Serving Entity

South Norwalk, CT
1/11 - Present

- Manage power supply to meet retail load in ISO-NE, PJM, and NYISO
- Track monthly settlements to ensure position in optimized

EnerNOC Inc. - Demand response and energy efficiency provider

Boston, MA
5/06 – 1/10

Manager Business Development - Northeast

- 2009 closed over 50 transactions which resulted in over \$4M profit
- Set a company record for closing 12 deals in one month
- First year target was exceeded by 35%
- Second year target was increased by 250%, target was exceeded
- Experience working in a fast-paced, high pressure, multitask, quick decision environment
- Advised clients on retail agreements, standard offer, full requirements and retail load factor analysis and optimization
- Structured retail supply portfolios for large C&I customers and municipals
- Responsible for prospecting, cold calling, presenting and closing business in ISO-NE, NYISO, & PJM
- Advised clients to obtain additional revenue stream from solar projects

Independent System Operator - New England (ISO-NE)

Holyoke, MA
5/03 – 4/06

Manager, Settlements Projects Group

- Acted as Settlement Manager to oversee daily financial market settlements of over 250 Participant accounts
- Department was responsible for facilitating financial settlement for all power transactions and physical trades for power marketing companies portfolios
- Directly managed group of 6, co-managed 30 person department
- Lead teams to develop settlement solutions for new ISO markets (Forward Reserve, ASM, LICAP, DA & RT Demand Response, etc) to add liquidity to power marketing transactions
- Lead group to develop new markets to streamline power trading across all functions of the company from operations, market admin, IT and market monitoring
- Lead analysis efforts to evaluate and improve ISO markets efficiency and transparency
- Worked with Market Development group to write new and revise existing market rules and manual language to address out of merit generation / reliability must run generation units
- Lead team to resolve billing disputes, worked to address customers core issues / concerns

APX Inc: Renewable registry / Power transaction services and consulting

Santa Clara, CA
9/00 – 4/03

Director, Market Development – Northeast

- Lead and grew Northeast regional office to accomplish company strategic objectives
- Responsible for originating and maintaining service relationships with power marketers, utilities, municipals, LSE's, IPP's and generators

Gary J. Zielanski
(continued)

- Won APX's largest contract to date with ISO-NE to develop and operate the GIS Renewable Credit Registry
- Worked with Wind Developers to obtain renewable credit revenue streams from Green credit sales
- Provided Wind Generation interruptible bidding strategies for maximizing ISO settlement revenue
- Doing business with new market entrants, financial institutions and banks to provide service and power marketing consulting on physical power operations, power marketing and market rules
- Company lead on advising clients on market issues involving ISO-NE, NYISO and PJM
- Prosym and Mainplan Evaluator production cost optimization modeling experience
- Met or exceeded quarterly goals for each period
- Wind and Renewable power marketing experience and contacts

United Illuminating Co., - Electric Utility
Director of Power Marketing

New Haven, CT
9/89 – 8/00

- Responsible for developing, implementing and managing Power Marketing Strategy for 2,000 MW generation portfolio and power book. Developed and maintained all forward curves
- Originated, negotiated and closed several multi-year power transactions producing \$40 Million dollars in revenue
- Completed marketing agreement to provide outsourced marketing and bidding service for a large national power marketer for its generation in New England
- Oversaw and directed Price Risk Management
- Originated and analyzed retail load following full requirement long term structured transactions
- Oversaw short term power trading activities
- Experience in developing and structuring complex power and multi-fuel/BTU long term deals. Success winning and closing extremely competitive RFP's. Success tailoring deal structure, pricing, risks and terms to meet customer's needs
- Closed tolling deals, diversification swaps, multi-system wheeled deals, physical deals with financial components, full requirements RFP's and cross commodity transactions. Worked the deals from initial phone call through contract signing

EDUCATION:

Bachelors of Science in Electrical Engineering, Cum Laude
Fairfield University, Fairfield, CT

KEY SKILLS:

7 years of successfully working remotely from home office
Energy policy development and advice
Promotion and marketing of sustainable energy solutions
Design of demand response and energy efficiency programs
Salesforce.com, Microsoft Word, Excel, Powerpoint