

FILE
NC



12-3113-GA-CRS

43

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Date Received	Case Number	Certification Number
	- 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 Rapid Power Management, LLC
Address 19111 N. Dallas Parkway, Suite 125, Dallas, Texas 75287
Telephone No. 469-759-1450 Web site Address www.rapidpower.net

ORIGINAL

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

Name Rapid Power Management, LLC
Address 19111 N. Dallas Parkway, Suite 125, Dallas, Texas 75287
Web site Address www.rapidpower.net Telephone No. 469-759-1460

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

Rapid Power Management Rapid Power Management, LLC

A-5 Contact person for regulatory or emergency matters:

Name Katie E. Casse Title Natural Gas Commodity
Business Address 19111 N. Dallas Parkway, Suite 125, Dallas, Texas 75287
Telephone No. 469-759-1460 Fax No. 972-820-0111 Email Address kcasse@rapidpower.net

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180 East Broad Street • Columbus, OH 43215-3793 • (614) 466-3016 • www.PUCO.ohio.gov
The Public Utilities Commission of Ohio is an Equal Opportunity Employer and Service Provider

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 ASJ Date Processed 11/29/12

RECEIVED-DOCKETING DIV
2012 NOV 29 PM 12:18
PUCO

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

Name **Katie E. Casse** Title **Natural Gas Commodity**
19111 N. Dallas Parkway, Suite 125, Dallas, Texas 75287
Business address 469-759-1460 972-820-0111 kcasse@rapidpower.net
Telephone No. Fax No. Email Address

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

19111 N. Dallas Parkway, Dallas, Texas 75287
Customer service address 1-800-509-3030 972-820-0111 info@rapidpower.net
Toll-Free Telephone No. Fax No. Email Address

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 **NATIONAL REGISTERED AGENTS** Title
Business address **145 Baker Street; Marion, OH 43202**
Telephone No. **800-767-1553** Fax No. **609-716-0820** Email Address **info@nrai.com**

A-9 Applicant's federal employer identification number 11-3831277

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

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"/>		2013 - JAN 1
<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date 2013 - JAN 1
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date 2013 - JAN 1
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date 2013 - JAN 1
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date 2013 - JAN 1

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 Experion, 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] President

Sworn and subscribed before me this

49

day of November

Month

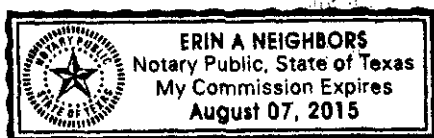
2012

Year

[Signature]
Signature of official administering oath

Erin Neighbors, Executive Assistant
Print Name and Title

My commission expires on 8/7/2015



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The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of

Rapid Power Management
for a Certificate or Renewal Certificate to Provide
Competitive Retail Natural Gas Service in Ohio.

Case No. -GA-CRS

County of
State of

*Collin
Texas*

Rapid Power Management

[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

19

day of

November

Month

2012

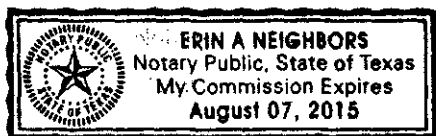
Year

Erin Neighbors

Signature of Official Administering Oath

Erin Neighbors, Executive Assistant

Print Name and Title



My commission expires on

8/7/2015

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

James "JD" Dodson
President
19111 North Dallas Pkwy Suite 125
Dallas, TX 75287
PH: 469.759.1451

Exhibit A-15 "Corporate Structure"

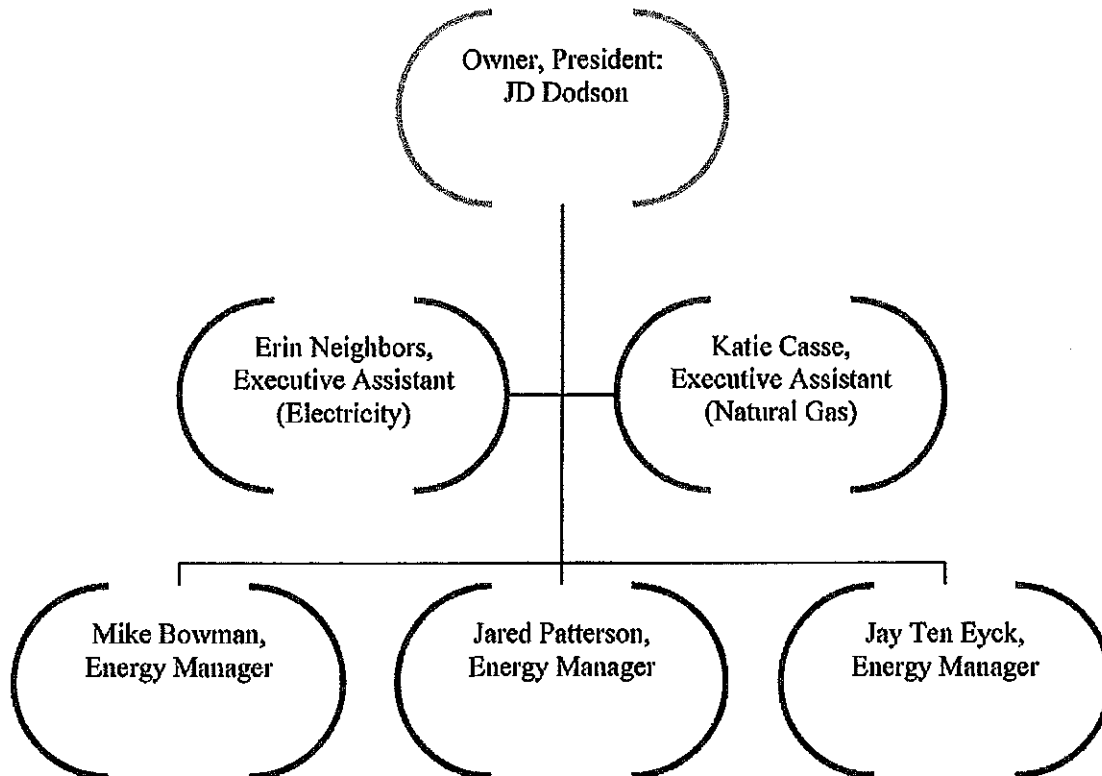


Exhibit A-16 "Company History"

Rapid Power Management was founded in June of 2002 by Brad Keating and James "JD" Dodson. The pair brought together business experience and a knowledge of the Texas "deregulated" market to form a company aimed first at reducing energy prices customers paid, and then helping to reduce consumption by implementing cost reduction measures. The cost savings services began with Energy Procurement and Power Factor Correction, but have grown to include what is best for our clients and makes sense for business. Our goal is to be a leader in whatever field we endeavor to serve while growing our core business and exceeding our customer's expectations.

In late 2012, JD Dodson became the sole owner of Rapid Power Management.

Rapid Power Management, LLC provides three main offerings:

- i. Commodity Consulting Services to broker energy agreements for commercial and industrial consumers.
- ii. Procuring Power Quality Equipment, such as Capacitor Banks to correct harmonics and reactive power usage at industrial plants.
- iii. Providing engineering services, such as conducting Predominant Use Studies to obtain Sales Tax Exemption.

Exhibit A-17 "Articles of Incorporation and Bylaws"

Please see next 8 pages.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

January 07, 2008

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: RAPID POWER MANAGEMENT, LLC
File Number: 800919568

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Fax: (512) 463-5709
TID: 10337

Dial: 7-1-1 for Relay Services
Document: 198629960002
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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Rapid Power Management, L.P.
File Number: 800089338

Converting it to

RAPID POWER MANAGEMENT, LLC
File Number: 800919568

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 01/04/2008

Effective: 01/04/2008



A handwritten signature of Phil Wilson in black ink.

Phil Wilson
Secretary of State



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

RAPID POWER MANAGEMENT, LLC
File Number: 800919568

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/04/2008

Effective: 01/04/2008



A handwritten signature of Phil Wilson in black ink.

Phil Wilson
Secretary of State

CERTIFICATE OF FORMATION
OF
RAPID POWER MANAGEMENT, LLC

FILED
In the Office of the
Secretary of State of Texas
JAN 04 2008
Corporations Section

The undersigned natural person, being of the age of eighteen (18) years or more, acting as the organizer of a limited liability company under the Texas Business Organizations Code, does hereby adopt the following Certificate of Organization:

1. The entity being formed is a limited liability company. The name of the limited liability company is RAPID POWER MANAGEMENT, LLC (the "Company").

2. The registered agent is an individual resident of the State of Texas whose name is Brad Keating. The mailing address of the registered office of the registered agent is 2761 Trinity Mills Road, Suite 102, Carrollton, Texas 75006.

3. The Company will not have managers but is to be managed by its members. The names and addresses of the persons who will be the initial members of the Company are:

Brad Keating
2761 Trinity Mills Road, Suite 102
Carrollton, Texas 75006

James Dodson
2761 Trinity Mills Road, Suite 102
Carrollton, Texas 75006

Amber Ventures, LLC
2761 Trinity Mills Road, Suite 102
Carrollton, Texas 75006

4. The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized pursuant to the Texas Business Organizations Code.

5. The name and address of the organizer of the Company are:



Scott A. Elder
Cokinos Bosien & Young
Brookhollow Two, Suite 750
2221 East Lamar Boulevard
Arlington, Texas 76006

6. This document becomes effective upon the later of: (i) 12:01 a.m. on January 1, 2008;
or (ii) when this document is filed with the Secretary of State.

7. This limited liability company is created pursuant to a plan of conversion.

8. The Converting Entity is:

Rapid Power Management, L.P.
2761 Trinity Mills Road, Suite 102
Carrollton, Texas 75006
a Texas limited partnership formed on May 30, 2002

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and signs this
document subject to the penalties imposed by law for the submission of a materially false or
fraudulent instrument.

ORGANIZER:


SCOTT A. ELDER

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**CERTIFICATE OF CONVERSION
OF
RAPID POWER MANAGEMENT, L.P. CONVERTING TO
RAPID POWER MANAGEMENT, LLC**

FILED
In the Office of the
Secretary of State of Texas
JAN 04 2008
Corporations Section

Pursuant to the provisions of the Texas Business Organizations Code, the undersigned corporation adopts the following Articles of Conversion.

ARTICLE I

The name of the converting Texas limited partnership is:

RAPID POWER MANAGEMENT, L.P.

The date of formation of the limited partnership is May 30, 2002. The file number issued to the limited partnership by the Secretary of State is 800089338.

The name of the converted Texas limited liability company is:

RAPID POWER MANAGEMENT, LLC

ARTICLE II

A Plan of Conversion was duly authorized by all action required by the laws under which the converting entity was formed or organized and by its constituent documents.

ARTICLE III

An executed Plan of Conversion is on file at the principal place of business of Rapid Power Management, L.P. located at 2761 Trinity Mills Road, Suite 102, Carrollton, Texas 75006. The executed Plan of Conversion will be on file from and after the conversion at the principal place of business of Rapid Power Management, LLC located at 2761 Trinity Mills Road, Suite 102, Carrollton, Texas 75006.

ARTICLE IV

A copy of the Plan of Conversion will be furnished by Rapid Power Management, L.P. prior to conversion or by Rapid Power Management, LLC following the conversion, on written request

and without cost to any partner of Rapid Power Management, L.P. or member of Rapid Power Management, LLC.

The converted entity assumes all franchise tax liabilities of the converting entity.

ARTICLE V

A copy of the Plan of Conversion is attached hereto as Exhibit "A" and fully incorporated herein.

ARTICLE VI

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate as an exhibit to the plan of conversion.

This document shall be effective upon filing with the Secretary of State.

RAPID POWER MANAGEMENT, L.P.

By: Amber Ventures, LLC
Its General Partner


By: 
Brad Keating, President

THE STATE OF TEXAS §

COUNTY OF Dallas §

This instrument was acknowledged before me on the 31 day of December, 2007, by Brad Keating, President of Amber Ventures, LLC, general partner of Rapid Power Management, L.P.

[SEAL]


NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



P:\SAR\0572-001\Certificate of Conversion.doc

PLAN OF CONVERSION

THIS PLAN OF CONVERSION is entered into on December 31, 2007 by RAPID POWER MANAGEMENT, L.P., a Texas limited partnership, which is converting to a limited liability company organized under the laws of Texas.

1. Rapid Power Management, L.P. hereby adopts this Plan of Conversion in order to convert to Rapid Power Management, LLC.

2. By the conversion, Rapid Power Management, L.P. will be continuing its existence in the form of a Texas limited liability company. Partnership interest in Rapid Power Management, L.P. will be converted to a membership interest in Rapid Power Management, LLC as follows: the percentage of partnership interest held by each partner will be converted on a pro rata basis to a percentage membership interest of the limited liability company.

3. The Certificate of Formation of Rapid Power Management, LLC is attached hereto as Exhibit "A" to this Plan.

4. The conversion will become effective upon the later to occur of (i) 12:01 a.m. on January 1, 2008, or (ii) the date that the Articles of Conversion are filed with the Texas Secretary of State.

DATED this 31st day of December, 2007.

RAPID POWER MANAGEMENT, L.P.

By: Amber Ventures, LLC
Its General Partner

By: 
Brad Keating, President

P:\SAB\2672-00\Rapid Power Plan of Conversion.doc



Exhibit A-18 "Secretary of State"



DATE 10/26/2010	DOCUMENT ID 201014400752	DESCRIPTION REG. OF NOT. PROFIT LIM. LAB. CO. (LLP)	F LINES 125.00	EXPED 190.00	FEES/LTY .01	CHRG .50	COPY .01
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Receipt

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

RAPID POWER MANAGEMENT
18111 NORTH DALLAS PARKWAY
STE 125
DALLAS, TX 75287

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1938384

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

RAPID POWER MANAGEMENT, LLC

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

Document(s):
REG. OF NOT. PROFIT LIM. LAB. CO.

Document No(s):
201014400752



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 21st day of May, A.D. 2010.

Ohio Secretary of State

Exhibit B-1 "Jurisdictions of Operation"

Rapid Power Management, LLC is in licensed or in the process of becoming licensed in the following states:

Illinois
Massachusetts
Pennsylvania
Texas
Washington DC
Ohio
Connecticut
New Jersey
Delaware
Maryland

Exhibit B-2 "Experience and Plans"

Rapid Power Management has been providing consulting services in Texas since 2002. Throughout the years Rapid Power Management has expanded to do business in multiple other states. Our company does not provide contracts or contracted services to the customer. The customer signs a contract with the retail electric provider, who will also be billing the customer directly. Rapid Power Management, LLC simply provides consulting services to the customer.

Exhibit B-3 "Summary of Experience"

Rapid Power Management serves approximately 35 natural gas customers with approximately a total of 621,221 MMBtu/year throughout the United States. We serve in all utilities for both electricity and/or natural gas in the states listed above.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

N/A

Exhibit C-1 “Annual Reports”

Rapid Power Management is a private company, therefore excused from providing any annual reports to shareholders.

Exhibit C-2 “SEC Filings”

Rapid Power Management is a private company, therefore excused from filing with the SEC.

Exhibit C-3 “Financial Statements”

Please see the most recent financial statements Rapid Power Management has available (11 pages).

Rapid Power Management, LLC
Statement of Assets, Liabilities and Equity-Income Tax Basis
September 30, 2010

	Sep 30, 10
ASSETS	
Current Assets	
Checking/Savings	
Frost Bank Checking	29,845.40
Frost Bank Hi Yield Savings	100,103.60
Frost Bank Savings	472,644.98
Frost Letter of Credit	20,005.28
Chase Hi Yield Savings -6628	39,538.28
Chase Bank Checking	56,747.24
Chase Bank Savings	1,834.41
Total Checking/Savings	720,719.17
Other Current Assets	
Undeposited Funds	5,025.62
Total Other Current Assets	5,025.62
Total Current Assets	725,744.79
Fixed Assets	
Company Owned Autos	25,824.93
Leasehold Improvements	4,831.87
Accumulated Depreciation	-119,003.00
Electroflow Equipment	14,676.00
Office equipment	98,835.72
Office Furniture	8,195.08
Total Fixed Assets	33,359.60
Other Assets	
Rent Deposit	6,135.46
Website Development-Accum. Amtz	-24,768.00
Website Development	43,859.26
Total Other Assets	25,226.72
TOTAL ASSETS	784,331.11
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
Platinum Plus (BOA)	698.04
American Express (new)	7,918.60
Total Credit Cards	8,512.64
Other Current Liabilities	
401(k) Withheld	1,608.68
Sales Tax Due	24,812.26
Total Other Current Liabilities	26,420.94
Total Current Liabilities	34,933.48
Long Term Liabilities	
Note Payable - F 150/ -8426	3,324.93
Total Long Term Liabilities	3,324.93
Total Liabilities	38,258.41
Equity	
BK Equity	
BK Earnings	
BK Profit Distribution Payment	-78,000.00
Total BK Earnings	-78,000.00
BK Equity - Other	279,967.39
Total BK Equity	201,967.39

Rapld Power Management, LLC
Statement of Assets, Liabilities and Equity-Income Tax Basis
September 30, 2010

	<u>Sep 30, 10</u>
JD Equity	
JD Earnings	
JD Profit Distributions	<u>-85,000.00</u>
Total JD Earnings	<u>-85,000.00</u>
JD Equity - Other	<u>272,409.38</u>
Total JD Equity	187,409.38
Net Income	<u>356,695.93</u>
Total Equity	<u>748,072.70</u>
TOTAL LIABILITIES & EQUITY	<u>784,331.11</u>

Rapid Power Management, LLC
Statement of Revenue and Expense-Income Tax Basis
For the Quarter and Three Quarters ended Sept. 30, 2010

	Jul - Sep 10	Jan - Sep 10
Ordinary Income/Expense		
Income		
PFC Indirect Sales	3,496.85	6,226.30
SPD Indirect Sales	11,876.32	22,616.21
Sales	739,814.87	1,679,269.65
Consulting Income	287,340.64	652,740.52
Engineering Services	34,487.62	115,941.96
Total Income	1,057,016.30	2,476,794.64
Cost of Goods Sold		
Oil Field Equipment		
Oil Field Consulting Expenses	139,195.34	217,929.14
Oil Field Equipment - Other	239,785.44	593,716.97
Total Oil Field Equipment	378,980.78	811,646.11
Engineering Purchase	14,485.45	29,032.33
Cost of Goods Sold	108,009.68	353,611.13
Total COGS	501,455.91	1,194,289.57
Gross Profit	555,560.39	1,282,505.07
Expense		
Auto Expense	1,208.25	1,208.25
Payroll Tax Expense	12,386.50	36,169.86
Payroll Processing Fees	506.17	1,244.93
401K Match Expense		
401K Non-Elective Contribution	0.00	32.68
401K Match Expense - Other	7,779.13	19,953.54
Total 401K Match Expense	7,779.13	19,986.22
Wages		
Management Wages	130,239.88	299,864.48
Administrative Wages	27,730.78	72,730.80
Sales Wages	73,432.70	165,492.85
Total Wages	231,403.36	538,108.13
Utility Data Charges	40.00	326.00
Temporary Staffing	204.03	5,454.03
Business Equipment	383.53	603.22
Automobile Reimbursement	11,629.64	30,806.93
Charitable Contribution	0.00	577.28
Bank Service Charges	37.97	2,022.91
Commissions		
Finders Fees	2,664.45	9,271.45
Total Commissions	2,664.45	9,271.45
Dues and Subscriptions	3,016.35	10,717.99
Freight Charges	0.00	183.68
Insurance		
Life Insurance	2,170.00	3,810.00
Disability Insurance	0.00	445.00
Healthcare	8,425.28	37,491.57
Liability Insurance	13,454.28	21,888.63
Total Insurance	24,049.56	63,435.20
Interbank Funds Transfer	0.00	0.00
Interest Expense	293.23	293.23
Licenses and Permits	0.00	487.58
Marketing Expense		
Database Purchase	85.00	1,061.85
Customer Appreciation Gifts	0.00	270.65
Newsletter	0.00	211.20
RPM Promo Clothes	0.00	630.76
Tradeshaw Exhibit	2,145.00	4,383.28

Rapid Power Management, LLC
Statement of Revenue and Expense-Income Tax Basis
For the Quarter and Three Quarters ended Sept. 30, 2010

	Jul - Sep 10	Jan - Sep 10
Website	4,363.85	5,452.45
Marketing Expense - Other	8,405.28	16,141.15
Total Marketing Expense	14,999.13	28,151.34
Office Expenses		
Office Phones	4,570.92	10,696.55
Postage and Shipping	904.33	3,202.89
Copier Lease	946.98	2,735.61
Computer Expenses		
Maintenance & Repair	3,998.69	11,134.00
Software	2,045.30	5,377.66
Total Computer Expenses	6,043.99	16,511.66
Misc	0.00	150.00
Office Rent	18,749.84	65,642.81
Office Supplies	2,607.19	5,721.52
Utilities		
Electricity	474.00	1,422.00
Utilities - Other	474.00	1,051.00
Total Utilities	948.00	2,473.00
Telephone		
Cell Phone	2,551.63	7,789.16
Total Telephone	2,551.63	7,789.16
Office Expenses - Other	733.76	3,208.78
Total Office Expenses	38,056.84	108,031.78
Postage and Delivery	184.59	745.73
Printing and Reproduction	890.76	2,421.92
Professional Fees		
Accounting	1,400.00	5,820.00
Legal Fees	0.00	3,500.00
Professional Fees - Other	2,636.50	6,930.50
Total Professional Fees	4,036.50	16,250.50
Taxes		
Franchise Tax	0.00	8,513.20
Taxes - Other	0.00	250.00
Total Taxes	0.00	8,763.20
Travel & Ent		
Airline Tickets	1,487.60	7,029.91
Entertainment		
Roughriders Tickets	1,154.00	1,436.50
Mavericks Tickets	0.00	7,224.00
Cowboys Tickets	0.00	9,758.00
Entertainment - Other	330.50	1,404.35
Total Entertainment	1,484.50	19,820.85
Meals	2,312.85	6,860.64
Travel		
Hotels	908.74	3,450.87
Travel - Other	845.84	2,476.92
Total Travel	1,752.58	5,926.79
Travel & Ent - Other	0.00	91.00
Total Travel & Ent	7,037.53	39,729.19
Total Expense	360,806.31	926,090.43
Net Ordinary Income	194,754.08	357,414.64

Rapid Power Management, LLC
Statement of Revenue and Expense-Income Tax Basis
For the Quarter and Three Quarters ended Sept. 30, 2010

	<u>Jul - Sep 10</u>	<u>Jan - Sep 10</u>
Other Income/Expense		
Other Income		
Interest Income	161.42	874.73
Other Income	19.31	5,303.18
Total Other Income	180.73	6,177.91
Other Expense		
Other Expenses	2,254.76	6,898.62
Total Other Expense	2,254.76	6,898.62
Net Other Income	-2,074.03	-718.71
Net Income	<u>192,680.05</u>	<u>356,695.93</u>

CRAIG W. HEADLEE, CPA

CERTIFIED PUBLIC ACCOUNTANT

2727 LBJ FREEWAY, SUITE 328
DALLAS, TEXAS 75234
(972) 620-1812

Accountant's Compilation Report

Rapid Power Management, LLC
19111 N. Dallas Parkway, Suite 125
Dallas, Texas 75287

I have compiled the accompanying statement of assets, liabilities, and equity-income tax basis of Rapid Power Management, LLC as of September 30, 2010, and the related statement of revenue and expenses-income tax basis for the quarter and three quarters ending September 30, 2010, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The financial statements have been prepared on the accounting basis used by the Partnership for Federal income tax purposes, which is a comprehensive basis of accounting other than generally accepted accounting principles.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared on the income tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the company's statement of assets, liabilities, and equity-income tax basis and statement of revenues and expenses-income tax basis. Accordingly, these financial statements are not designed for those who are not informed about such matters.

I am not independent with respect to Rapid Power Management.

December 28, 2010



Rapid Power Management, LLC
Balance Sheet
As of December 31, 2011

	Dec 31, 11
ASSETS	
Current Assets	
Checking/Savings	
Frost Bank Checking	17,232.78
Frost Bank HI Yield Savings	110,704.79
Frost Bank Savings	487,267.48
Frost Letter of Credit	20,018.85
Total Checking/Savings	635,223.70
Accounts Receivable	
Accounts Receivable	1,485,957.69
Total Accounts Receivable	1,485,957.69
Other Current Assets	
Undeposited Funds	62,415.58
Total Other Current Assets	62,415.58
Total Current Assets	2,173,596.97
Fixed Assets	
Accumulated Depreciation	-224,927.00
Company Owned Autos	109,771.54
Equipment	803,831.80
Leasehold Improvements	4,831.87
Office equipment	
Database Program	4,655.00
Office equipment - Other	136,169.42
Total Office equipment	140,824.42
Office Furniture	16,608.04
Total Fixed Assets	850,938.87
Other Assets	
Rent Deposit	6,135.46
Website Development	47,564.26
Website Development-Accum. Amtz	-40,019.00
Total Other Assets	13,680.72
TOTAL ASSETS	3,038,216.36
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Note Payable - F250/03697	7,188.56
Sales Tax Due	38,449.21
Total Other Current Liabilities	45,635.77
Total Current Liabilities	45,635.77
Long Term Liabilities	
Frost Bank Loan	220,285.48
Total Long Term Liabilities	220,285.48
Total Liabilities	265,921.25
Equity	
Drawings-BK	-51,616.00
Drawings-JD	-51,000.00
Partner One Equity	522,231.23
Partner Two Equity	522,320.06
Net Income	1,830,359.82
Total Equity	2,772,295.11
TOTAL LIABILITIES & EQUITY	3,038,216.36

See the accompanying accountant's compilation report.

Page 1

Page 28

Rapid Power Management, LLC
Income Statement
For the Year Ended Dec. 31, 2011

	Jan - Dec 11
Ordinary Income/Expense	
Income	
Consulting Income	934,416.17
Engineering Services	125,282.58
Oilfield Power Supply Rental	219,000.00
Reimbursed Expenses	230.88
Sales	8,737,357.45
Utility Incentive	99,349.46
Total Income	10,115,636.49
Cost of Goods Sold	
Cost of Goods Sold	1,256,849.39
Electrical Engineering	7,159.07
Engineering Purchase	21,159.85
Lighting Retrofit Purchase	5,098.00
Oil Field Equipment	
Oil Field Consulting Expenses	1,525,094.07
Oil Field Equipment - Other	2,432,978.51
Total Oil Field Equipment	3,958,073.38
Rental Construction Equipment	8,982.95
Utility Rebate Paid to Customer	58,999.36
Total COGS	5,316,302.00
Gross Profit	4,799,334.49
Expense	
401K Match Expense	
401k Non-Elective Contribution	209.85
401K Match Expense - Other	41,482.58
Total 401K Match Expense	41,692.43
Amortization expense	7,260.00
Auto Expense	28,683.08
Automobile Reimbursement	43,089.21
Bank Service Charges	1,551.50
Charitable Contribution	1,550.00
City Permits	6,593.57
Commissions	
Finders Fees	20,008.00
Commissions - Other	6,000.00
Total Commissions	26,008.00
Contributions	7,675.00
Depreciation Expense	97,541.00
Dues and Subscriptions	29,229.71
Educational Expense	670.98
Electrical Contractor Services	1,335.73
Electrical Testing Services	850.00
Equipment Rental	4,347.09
Freight Charges	5,620.55
Insurance	
Bonding Expense	8,579.00
Disability Insurance	16,067.24
Healthcare	61,233.99
Liability Insurance	65,658.91
Life Insurance	2,170.00
Work Comp	5,232.00
Total Insurance	148,941.14
Interest Expense	
Loan Interest	8,842.38
Total Interest Expense	8,842.38
Marketing Expense	
Customer Appreciation Gifts	4,510.74

See the accompanying accountant's compilation report.

Page 1

Rapid Power Management, LLC
Income Statement
For the Year Ended Dec. 31, 2011

	Jan - Dec 11
Database Purchase	1,211.58
Newsletter	1,402.12
RPM Promo Clothes	2,118.74
Telemarketing	18,500.00
Tradeshaw Exhibit	6,705.86
Website	6,149.16
Marketing Expense - Other	25,029.35
Total Marketing Expense	63,627.64
Office Expenses	
Computer Expenses	
Maintenance & Repair	11,517.92
Software	14,585.97
Computer Expenses - Other	4,800.56
Total Computer Expenses	30,784.45
Copier Lease	3,764.18
Misc	687.79
Office Phones	12,345.18
Office Rent	48,430.97
Office Supplies	12,682.65
Postage and Shipping	4,901.53
Property Lease	1,750.00
Telephone	
Cell Phone	13,648.12
Total Telephone	13,648.12
Utilities	
Electricity	5,669.25
Total Utilities	5,669.25
Office Expenses - Other	7,659.64
Total Office Expenses	142,233.76
Outside Services	350.00
Payroll Processing Fees	4,226.48
Payroll Tax Expense	80,608.29
Petty Cash	500.00
Postage and Delivery	2,659.76
Printing and Reproduction	158.88
Professional Fees	
Accounting	9,050.00
Legal Fees	160.00
Professional Fees - Other	1,750.00
Total Professional Fees	10,960.00
Taxes	
Franchise Tax	7,171.35
Local	464.60
Property	217.85
Taxes - Other	260.00
Total Taxes	8,113.80
Temporary Staffing	11,996.40
Travel & Ent	
Airline Tickets	12,588.24
Entertainment	
Cowboys Tickets	3,265.00
Mavericks Tickets	9,302.00
Roughriders Tickets	1,240.00
Entertainment - Other	7,995.73
Total Entertainment	21,832.73
Meals	12,008.09
Travel	
Hotels	3,916.36

See the accompanying accountant's compilation report.

Page 2

Rapid Power Management, LLC
Income Statement
For the Year Ended Dec. 31, 2011

	Jan - Dec 11
Travel - Other	4,976.38
Total Travel	8,892.76
Travel & Ent - Other	158.75
Total Travel & Ent	55,580.57
Utility Data Charges	83.00
Wages	
Administrative Wages	143,130.75
Electrician Wages	89,714.50
Laborer Wages	80,359.50
Management Wages	1,314,431.28
Sales Wages	454,352.11
Technician Wages	82,115.38
Wages - Other	1,397.00
Total Wages	2,125,500.52
Total Expense	2,987,868.45
Net Ordinary Income	1,831,466.04
Other Income/Expense	
Other Income	
Interest Income	525.14
Other Income	1,973.96
Total Other Income	2,499.10
Other Expense	
Other Expenses	3,605.32
Total Other Expense	3,605.32
Net Other Income	-1,106.22
Net Income	1,830,359.82

CRAIG W. HEADLEE, CPA

CERTIFIED PUBLIC ACCOUNTANT

2727 LDJ FREEWAY, SUITE 328
DALLAS, TEXAS 75234
(972) 620-1812

Accountant's Compilation Report

Rapid Power Management, LLC
19111 N. Dallas Parkway, Suite 125
Dallas, Texas 75287

I have compiled the accompanying balance sheet of Rapid Power Management, LLC as of December 31, 2011, and the related statement of income for the year ending December 31, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the company's financial statements. Accordingly, these financial statements are not designed for those who are not informed about such matters.

A statement of cash flows for the year ended December 31, 2011 has not been presented. Generally accepted accounting principles require that such a statement be presented when financial statements purport to present financial position and results of operations.

I am not independent with respect to Rapid Power Management.

February 1, 2012

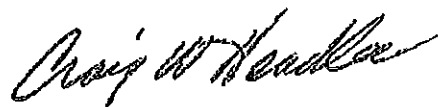


Exhibit C-4 "Financial Arrangements"

N/A

Exhibit C-5 "Forecasted Financial Statements"

N/A

Exhibit C-6 "Credit Rating"

Please see next 8 pages.


Exhibit C-7 "Credit Report"

Please see next 8 pages.

Creditworthiness

Summary

Likelihood this company will experience financial stress in the next 12 months

AVERAGE 

D&B Rating: 2R3

Number of employees: 2R is 1 to 9 employees.

Composite credit appraisal: 3 is fair.


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

Likelihood this company will not pay on time over the next 12 months

LOW 

Default on Payment: Financial Stress Summary

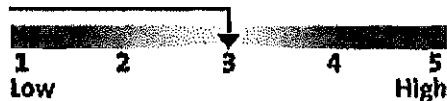
Likelihood this company will experience financial stress in the next 12 months

AVERAGE 

Key Factors

- 22 trade experiences exist for this company.
- Financial Stress Score: 1490 (high risk: 1,001; low risk: 1,875)
- Limited time under present management control.
- Higher risk legal structure.
- UCC Filings reported.

Financial Stress Class: 3



Financial stress national percentile: 58 (highest risk: 1%; lowest risk: 100%)

National percentile industry norm: 52 (highest risk: 1%; lowest risk: 100%)

During the prior year, firms in this Financial Stress Class had a failure rate of 0.24%, which is 2 times lower than the national average.

Payment within Terms: Credit Score Summary

Likelihood this company will not pay on time over the next 12 months

LOW 

Key Factors

- 22 trade experiences exist for this company.
- General area credit conditions.
- Low proportion of satisfactory payment experiences to total payment experiences.
- Composite credit appraisal is rated fair.
- High number of inquiries to D&B over last 12 months.

Credit Score Class: 2



The Credit Score class of 2 for this company shows that 10.6% of firms with this class paid one or more bills severely delinquent, which is lower than the average of businesses in D&B's database.

Credit score percentile: 88 (high risk: 1%; low risk: 100%)

Industry norm percentile: 46 (high risk: 1%; low risk: 100%)

Additional Information

Financial Stress Summary

- The Financial Stress Risk Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The probability of failure shows percentage of firms in a given percentile that discontinue operations with loss to creditors. The average probability of failure is based on businesses in

Credit Score Summary

- The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 90 days past due or more by creditors. The calculation of this value is based on an inquiry weighted sample.
- The Percentile ranks this firm relative to other businesses. For example, a firm in the 80th percentile has a lower risk of paying in a severely delinquent manner than 70% of all

The average probability of default is based on businesses in D&B's database and is provided for comparative purposes.

- The Financial Stress Score Percentile reflects the relative ranking of a company among all scorable companies in D&B's file.
- The Financial Stress Score offers a more precise measure of the level of risk than the Risk Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

paying in a severely delinquent manner than 75% of all scorable companies in D&B's files.

[Company Snapshot](#) [Creditworthiness](#) [Payment History & Trends](#) [Public Filings](#) [History & Operations](#) [Banking & Finance](#)

Payment History

Summary

Average payment performance trend when weighted by dollar amount

UNCHANGED 

Company's payment performance over the past 12 months compared with its peers

AHEAD 

Payment History Overview

Payment experiences on file with D&B:	22	Average highest credit:	\$676
Payments made within terms:	21 (95%)	Largest high credit:	\$2,500
Amount placed for collections:	0 (0%)	Highest now owing:	\$1,000
		Highest past due:	\$0

Historical Payment Trends: PAYDEX®

Average payment performance trend when weighted by dollar amount

Last 3 months: Trend is unchanged

 UNCHANGED

Last 12 months: Generally within terms D&B PAYDEX®: 80
Industry benchmark: Prompt



Based on payments collected over last 12 months.

Indications of slowness can be the result of dispute over merchandise, skipped invoices, etc. Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

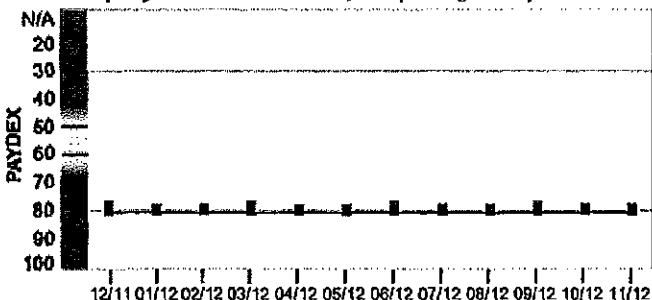
Historical Payment Trends: PAYDEX® Comparison to Industry

Company's payment performance over the past 12 months compared with its peers

AHEAD 

This company's 12-month high: 80, or equal to generally within terms

This company's 12-month low: 80, or equal to generally within terms



■ This Company ■ Industry Benchmark

Shows PAYDEX scores of this Business compared to the Primary Industry from each of the last four quarters. The Primary Industry is Management svcs. based on SIC code 8741.

Payment History Details

Date Reported	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (months)
10/12	Prompt		250	0		1
10/12	Prompt	2,500	1,000	0		1
10/12	Prompt	500	500	0		1
10/12	Prompt	250	250	0		1
10/12	Prompt	50	0	0	Net30	4-5
10/12	(006)	50	0	0	Cash account	6-12
10/12	(007)	50			Cash account	1
09/12	Prompt	1,000	0	0		1
09/12	Prompt	750	250	0		1
09/12	Prompt	250	0	0		6-12
09/12	Prompt	100	100	0		1
09/12	Prompt	0	0	0		6-12
09/12	(013)	250			Cash account	1
06/12	(014)	100	100		Cash account	1
04/12	Prompt	0	0	0		1
03/12	Prompt	500				1
12/11	Slow 30	100	0	0	Net30	2-3
11/11	(018)	2,500	1,000	0		1
	Satisfactory.					
10/11	(019)	0	0	0	Cash account	6-12
05/11	(020)	250	0	0		6-12
	Cash own option.					
03/11	Prompt	50				4-5
11/10	(022)	0	0	0	Cash account	6-12

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of dispute over merchandise, skipped invoices, etc.

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

Payment Analysis By Industry

Company's dollar-weighted payments listed by the primary industries of its suppliers

	Total Received (#)	Total Dollar Amount (\$)	Largest High Credit (\$)	Within Terms	Slow 1-30 60	Slow 31- 90	Slow 61- 90	Slow 91+
					(% of dollar amount)			
Industry								
Data processing svcs	3	1,100	750	100	0	0	0	0
Telephone communictns	2	1,500	1,000	100	0	0	0	0
Mfg relays/controls	1	2,500	2,500	100	0	0	0	0
Hvy const eqpt rental	1	2,500	2,500	100	0	0	0	0
Public finance	1	500	500	100	0	0	0	0
Misc business service	1	250	250	100	0	0	0	0
Whol electronic parts	1	100	100	0	100	0	0	0
Whol electrical equip	1	50	50	100	0	0	0	0
Lithographic printing	1	50	50	100	0	0	0	0
Misc business credit	1	250	0	100	0	0	0	0
Photocopying service	1	0	0	0	0	0	0	0

Short-term busn credit	1	0	0	0	0	0	0	0
Other payment categories								
Cash experiences	7	700	250					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
Placed for collection								
With D&B	0	0	0					
Other	0	N/A	0					
Total in D&B's file	22	9,500	2,500					

There are 22 payment experiences in D&B's file for the most recent 12 months, with 13 experiences reported during the last three month period.

[Company Snapshot](#) [Creditworthiness](#) [Payment History & Trends](#) [Public Filings](#) [History & Operations](#) [Banking & Finance](#)

Public Filings

Summary of Court Actions

The following data includes both open and closed filings found in D&B's database on the subject company.

Record Type	Open Records	Open Value	Total Records	Most Recent Filing Date
Suits	0	0	0	-
Liens	0	0	0	-
Judgments	0	0	0	-
<u>UCC Filings</u>	5	N/A	6	10/19/2012
Bankruptcy Proceedings	0	N/A	0	-

Public filing data is for informational purposes only and is not the official record. Certified copies can only be obtained from the official source.

Number and value of open records refers only to 10 most recent filings for each record type.

UCC Filings

Collateral	Type	Sec. Party	Debtor	Date Filed	Additional Details
All Inventory and proceeds - All Account(s) and proceeds - All General Intangibles(s) and proceeds - All Equipment and proceeds - All Fixtures and proceeds	Original	THE FROST NATIONAL BANK, SAN ANTONIO, TX	RAPID POWER MANAGEMENT, LLC	06/02/2010	Filing number: 100015779141 Filed with: SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX Latest Info Received: 06/09/2010
All Inventory and proceeds - All Account(s) and proceeds - All General Intangibles(s) and proceeds - All Equipment and proceeds - All Chattel paper and proceeds	Original	JPMORGAN CHASE BANK, NA, HOUSTON, TX	RAPID POWER MANAGEMENT	06/01/2005	Filing number: 050017043717 Filed with: SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX Latest Info Received: 06/13/2005
Unavailable	Continuation	JPMORGAN CHASE BANK, NA, HOUSTON, TX	RAPID POWER MANAGEMENT	01/05/2010	Filing number: 1000001387 Filed with: SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX Latest Info Received: 01/06/2010
Accounts receivable and proceeds - Inventory and proceeds - Contract rights and proceeds - Equipment and proceeds - Fixtures and proceeds	Original	SP4 TOLLWAY CROSSING, L.P., LOS ANGELES, CA	RAPID POWER MANAGEMENT, LLC	03/24/2008	Filing number: 080010177478 Filed with: SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX Latest Info Received: 04/04/2008
Unavailable	Continuation	SP4 TOLLWAY CROSSING, L.P., LOS ANGELES, CA	RAPID POWER MANAGEMENT, LLC	10/19/2012	Filing number: 1200330786 Filed with: SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX Latest Info Received: 10/19/2012

CROSSING, L.P., LOS ANGELES, CA MANAGEMENT, LLC

Filed with: SECRETARY OF
STATE/UCC DIVISION, AUSTIN,
TX
Latest Info Received: 10/20/2012

All Account(s) and proceeds - All General Intangibles(s) and proceeds - All Equipment and proceeds

Original

THE FROST NATIONAL RAPID POWER
BANK, SAN ANTONIO, MANAGEMENT, LLC
TX

04/25/2012

Filing number: 120013001159
Filed with: SECRETARY OF
STATE/UCC DIVISION, AUSTIN,
TX
Latest info Received: 05/09/2012

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

Government Activity

Activity Summary		Possible Candidate for Socio-Economic Program Consideration	
Borrower (Dir/Guar)	No	Labor Surplus Area	N/A
Administrative Debt	No		
Contractor	No	Small Business	Yes (2012)
Grantee	No		
Party Excluded from Federal Program(s)	No	8(A) Firm	N/A

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

[Company Snapshot](#) [Creditworthiness](#) [Payment History & Trends](#) [Public Filings](#) [History & Operations](#) [Banking & Finance](#)

History & Operations

Topic	Description
History	Detailed information on the history of a company, including background information on the management team and key principals, and information on related companies.
Registration & Incorporation	Detailed registration and incorporation information, including the date and state of incorporation and the type of corporation formed.
Company Operations	Detailed information on a company's operations, including the identity of the parent company, the geographic scope of the business, and the key holdings.
Industry Classification	Details on the specific industry within which a company is classified.

History

Management:

JAMES DODSON, MBR

THOMAS KEATING, MEMBER

BRAD KEATING, MEMBER

This is a Limited Liability Company formed in the State of Texas on January 4, 2008.

Business started 2002.

JAMES DODSON born 1968. Work history unknown.

THOMAS KEATING. Work history unknown.

BRAD KEATING. Work history unknown.

BRAD KEATING. Work history unknown.

Registration & Incorporation

Registered Name: Rapid power management, llc

Filing Date: January 04, 2008

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Corporate and business registrations provided by management or other source.

Description: Provides management services (100%).

ADDITIONAL TELEPHONE NUMBER(S): Facsimile (Fax) 972 820-0111.

Terms are undetermined. Sells to undetermined. Territory : United States.

Employees: 7 which includes partners.

Facilities: Leases 3,000 sq. ft. in a one story building.

SIC	NAICS
87410000	561110
Management services	Office Administrative Services

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code. The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

Company Snapshot Creditworthiness Payment History & Trends Public Filings History & Operations Banking & Finance

Banking & Finance

Key Business Ratios

D&B has been unable to obtain sufficient financial information from this company to calculate business ratios. Our check of additional outside sources also found no information available on its financial performance.

To help you in this instance, ratios for other firms in the same industry are provided below to support your analysis of this business.

Industry Norms based on 13 establishments

	This Business	Industry Median	Industry Quartile
Profitability			
Return on Sales	UN	5.1	UN
Return on Net Worth	UN	32.3	UN
Short-Term Solvency			
Current Ratio	UN	2.5	UN
Quick Ratio	UN	2.0	UN
Efficiency			
Assets Sales	UN	35.2	UN
Sales / Net Working Capital	UN	9.4	UN
Utilization			
Total Liabilities / Net Worth	UN	65.6	UN

UN = Unavailable


Finance

11/12/2011

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

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Customer Service

 Need help? Call Customer Service at (800) 932-0025, Monday through Friday, 8:00 AM to 6:00 PM Local

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Exhibit C-8 "Bankruptcy Information"

Rapid Power management, LLC has not reorganized, nor had any sort of bankruptcy filing in the current year or the previous two years.

Exhibit C-9 "Merger Information"

N/A

Exhibit D-1 "Operations"

Rapid Power Management has been providing consulting services in Texas since 2002. Throughout the years Rapid Power Management has expanded to do business in multiple other states. Our company does not provide contracts or contracted services to the customer. The customer signs a contract with the retail electric or natural gas provider, who will also be billing the customer directly. Rapid Power Management, LLC simply provides consulting services to the customer.

Exhibit D-2 "Operations Expertise"

Rapid Power Management has been in business for over 10 years and has been working in the natural gas market for at least 6 of those. We have several natural gas customers in other markets and are expanding each day.

Exhibit D-3 "Key Technical Personnel"

Address: 19111 N. Dallas Parkway, Suite 125, Dallas, Texas 75287

JD Dodson, Partner: JD@Rapidpower.net; 469-759-1451

Erin Neighbors, Electricity Assistant: ENeighbors@rapidpower.net; 469-759-1455

Katie Casse, Natural Gas Assistant; KCasse@Rapidpower.net; 469-759-1460

Jared Patterson, Energy Manager: JPatterson@Rapidpower.net; 469-759-1458

Mike Bowman, Energy Manager: MBowman@Rapidpower.net; 469-759-1457

Jay Ten Eyck, Energy Manager: JTenEyck@Rapidpower.net; 469-759-1461