



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	13 105EL-CRS	August 2004

CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

A. APPLICANT INFORMATION

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

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

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

Legal Name Cincinnati Bell Energy, LLC
Address 1055 Washington Blvd., Floor 7, Stamford CT 06901
Telephone # (203) 663-5089 Web site address (if any) www.cincinnati-bell.com/energy

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

Legal Name same as above
Address _____
Telephone # _____ Web site address (if any) _____

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

n/a

A-5 Contact person for regulatory or emergency matters

Name Jan Fox
Title SVP and General Counsel
Business address 1055 Washington Blvd., Floor 7, Stamford CT 06901
Telephone # (203) 517-0130 Fax # _____
E-mail address (if any) jfox@crusenergy.com

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

Name Jan Fox
Title SVP and General Counsel
Business address 1055 Washington Blvd., Floor 7, Stamford CT 06901
Telephone # (203) 517-0130 Fax # _____
E-mail address (if any) jfox@crusenergy.com

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

Customer Service address 1055 Washington Blvd., Floor 7, Stamford CT 06901
Toll-free Telephone # (866) 663-2508 Fax # (203) 413-4434
E-mail address (if any) customercare@virdian.com

A-8 Applicant's federal employer identification number # 271786285

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

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Other _____ |

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

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

☐ Columbus Southern Power
☐ Dayton Power and Light

☐ Residential
☐ Residential

☐ Commercial
☐ Commercial

☐ Mercantile
☐ Mercantile

☐ Industrial
☐ Industrial

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

January 3, 2013

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13 **Exhibit A-13 "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.
- A-14 **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-15 **Exhibit A-15 "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-16 **Exhibit A-16 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

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 list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.
- B-2 **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 4928.10 of the Revised Code.

- B-3** **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).
- B-4** **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.
- B-5** **Exhibit B-5 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.
- B-6** Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.
☐ No ☐ Yes
- If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.
- B-7** Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.
☐ No ☐ Yes
- If yes, provide a separate attachment labeled as **Exhibit B-7 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

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 in 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 that 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 financial arrangements to conduct CRES 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 CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6 **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.
- C-7 **Exhibit C-7 "Credit Report."** provide a copy of the applicant's 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 within the two most recent years preceding the application.

- C-9 Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- D-1 Exhibit D-1 "Operations" provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2 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.
- D-3 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.
- D-4 Exhibit D-4 "FERC Power Marketer License Number," provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)


Signature of Applicant and Title

Sworn and subscribed before me this _____ day of _____, _____
Month Year


Signature of official administering oath


Print Name and Title

My commission expires on _____

Martine Trinka
Notary Public-Connecticut
My Commission Expires
November 30, 2017

AFFIDAVIT

State of Connecticut Stamford ss.
(Town)

County of Fairfield

Roop Bhullar, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the CEO (Office of Affiant) of Cincinnati Bell Energy, LLC (Name of Applicant);

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

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

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

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

[Signature]
Signature of Affiant & Title

Sworn and subscribed before me this 4 day of January 2013
Month Year

[Signature]
Signature of official administering oath

Martine Trinka, Notary Public
Print Name and Title

My commission expires on _____



SUMMARY OF EXHIBITS

EXHIBIT A-12	PRINCIPAL OFFICERS, DIRECTORS & PARTNERS	
EXHIBIT A-13	CORPORATE STRUCTURE	
EXHIBIT A-14	COMPANY HISTORY	
EXHIBIT A-15	ARTICLES OF INCORPORATION AND BYLAWS	
EXHIBIT A-16	SECRETARY OF STATE	
EXHIBIT B-1	JURISDICTIONS OF OPERATION	
EXHIBIT B-2	EXPERIENCE & PLANS	
EXHIBIT B-3	SUMMARY OF EXPERIENCE	
EXHIBIT B-4	ENVIRONMENTAL DISCLOSURE	
EXHIBIT B-5	DISCLOSURE OF LIABILITIES AND INVESTIGATIONS	
EXHIBIT B-6	DISCLOSURE OF CONSUMER PROTECTION VIOLATIONS	
EXHIBIT C-1	ANNUAL REPORTS	
EXHIBIT C-2	SEC FILINGS	
EXHIBIT C-3	FINANCIAL STATEMENTS	(CONFIDENTIAL)
EXHIBIT C-4	FINANCIAL ARRANGEMENTS	(CONFIDENTIAL)
EXHIBIT C-5	FORECASTED FINANCIAL STATEMENTS	(CONFIDENTIAL)
EXHIBIT C-6	CREDIT RATING	
EXHIBIT C-7	CREDIT REPORT	
EXHIBIT C-8	BANKRUPTCY INFORMATION	
EXHIBIT C-9	MERGER INFORMATION	
EXHIBIT D-1	OPERATIONS	
EXHIBIT D-2	OPERATIONS EXPERTISE	
EXHIBIT D-3	KEY TECHNICAL PERSONNEL	
EXHIBIT D-4	FERC POWER MARKETER LICENSE NUMBER	

EXHIBIT A-12

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

Name	Title	Address	Phone Number
Michael J. Fallquist	CEO	1055 Washington Blvd., 7 th Floor Stamford, Connecticut 06901	212-561-5498
Roop Bhullar	CFO	1055 Washington Blvd., 7 th Floor Stamford, Connecticut 06901	203-883-9900
Jan L. Fox	SVP and General Counsel	1055 Washington Blvd., 7 th Floor Stamford, Connecticut 06901	203-517-0130
Cami Boehme	SVP, Marketing & Brand Strategy	1055 Washington Blvd., 7 th Floor Stamford, Connecticut 06901	203-663-7537
Michael Chester	VP Operations	1055 Washington Blvd., 7 th Floor Stamford, Connecticut 06901	203-663-7558

EXHIBIT A-13

"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.

Cincinnati Bell Energy, LLC ("CBE") is a wholly owned subsidiary of Regional Energy Holdings, Inc. ("REH"). REH is a wholly owned subsidiary of Crius Energy, LLC ("Crius"). Both REH and Crius are holding companies that own energy service companies across the deregulated energy markets of North America. As a wholly owned subsidiary of REH and Crius, CBE has the following affiliates: Public Power, LLC, a Connecticut limited liability company; Public Power, LLC, a Pennsylvania limited liability company; Public Power & Utility of New Jersey, LLC; Public Power & Utility of Maryland, LLC; Viridian Network, LLC; Viridian Energy LLC; Viridian Energy NY, LLC; FairPoint Energy, LLC; Viridian Energy PA, LLC; and FTR Energy Services, LLC. Please see the attached graphical depiction of the Crius corporate structure.

POST TRANSACTION
OWNERSHIP STRUCTURE

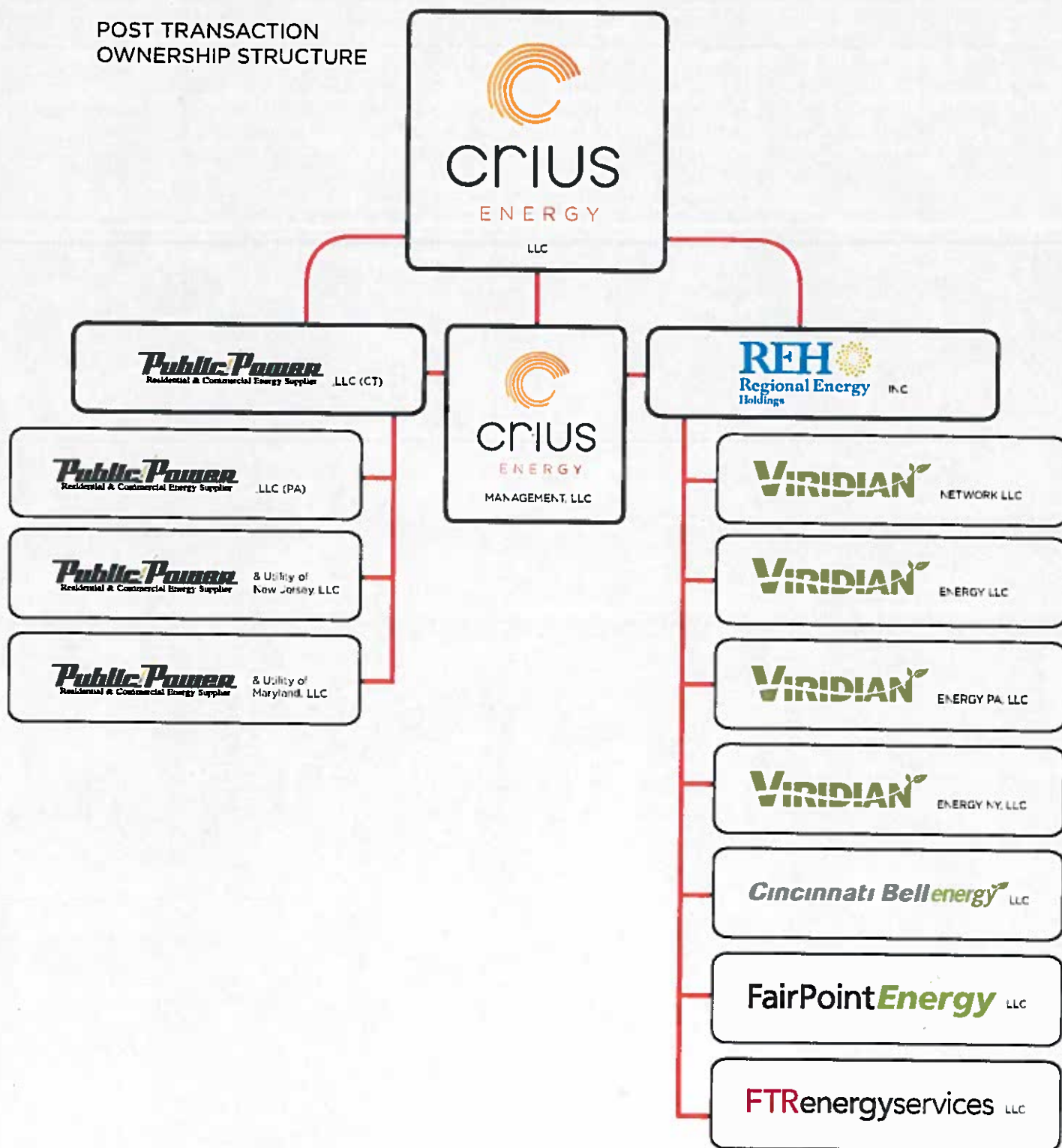


EXHIBIT A-14

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

Cincinnati Bell Energy, LLC, a Nevada limited liability company, is one of seven, wholly-owned subsidiaries of Regional Energy Holdings, Inc. ("REH"). Those subsidiaries are: (1) Viridian Network, LLC; (2) Viridian Energy LLC; (3) Viridian Energy PA, LLC; (4) Viridian Energy NY, LLC; (5) FairPoint Energy, LLC; and (6) FTR Energy Services, LLC.

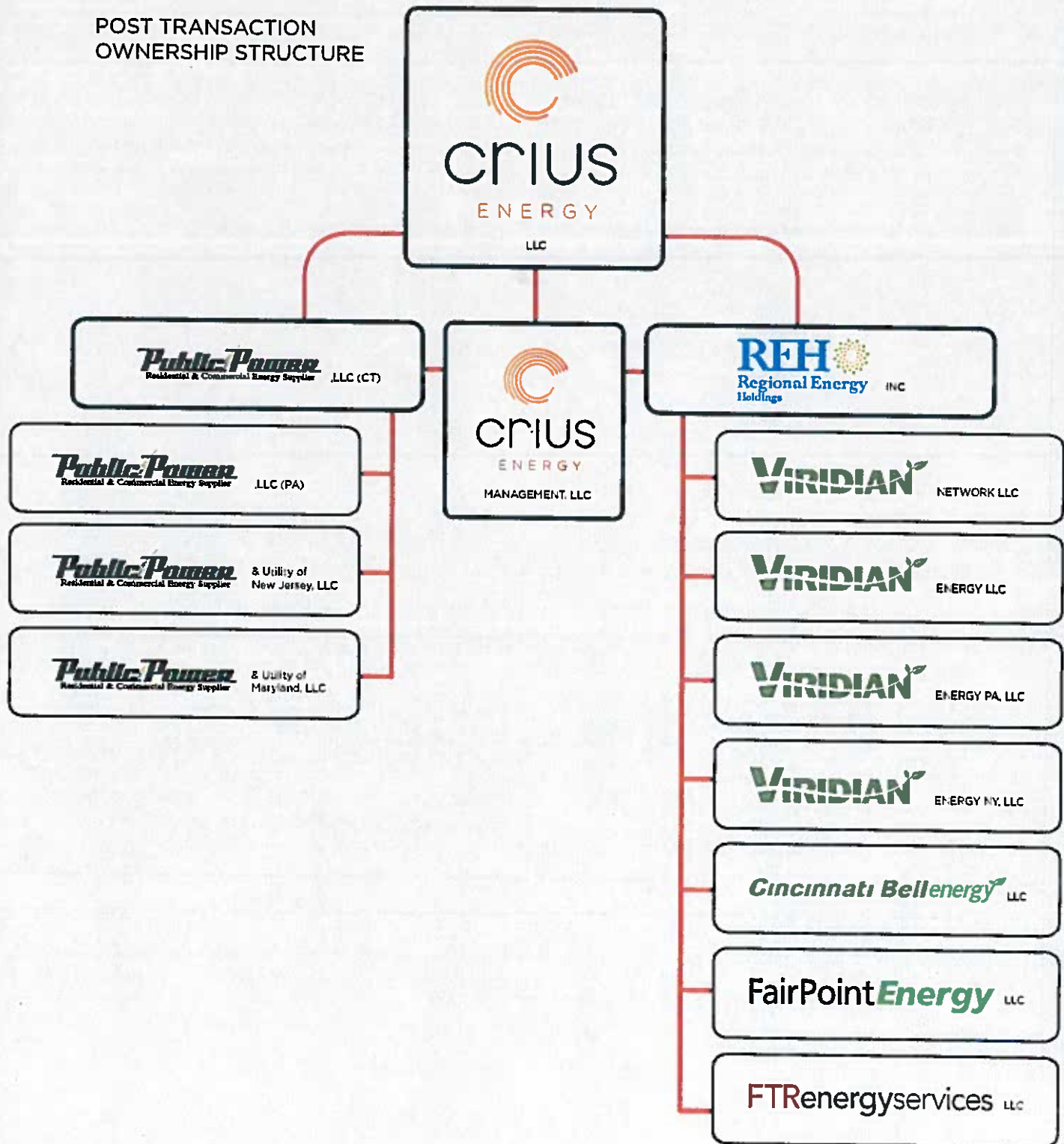
REH is owned by Crius Energy, LLC ("Crius"), which, in addition to owning REH, also owns four wholly-owned subsidiaries engaging in energy sales: (1) Public Power, LLC (CT); (2) Public Power, LLC (PA); (3) Public Power & Utility of New Jersey, LLC; and (4) Public & Utility of Maryland, LLC.

Crius was recently formed to effectuate a combination, through an exchange of stock, of two separate competitive retail electricity and natural gas suppliers, REH and Public Power, LLC ("Public Power"). The exchange transaction closed on September 18, 2012. As a result of the exchange transaction, Crius became the owner of the majority interest in voting shares of REH and a majority interest in Public Power. REH's subsidiaries, and Public Power and its subsidiaries, are licensed as electricity and gas suppliers in several states. Jointly, the combined companies are licensed as competitive electricity and natural gas suppliers in thirteen states and the District of Columbia.

Crius is ultimately owned by the Crius Energy Trust, a publicly-traded entity, traded on the Toronto Stock Exchange, under the ticker symbol "KWH.UN". This initial public offering was consummated on November 13, 2012. The former owners of REH and Public Power remain significant owners of Crius, and Crius consists solely of former REH personnel, and replaces former Public Power management.

Please see the attached diagram of the corporate structure.

POST TRANSACTION
OWNERSHIP STRUCTURE



CINCINNATI BELL ENERGY LLC

EXHIBIT A-15

"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.

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

September 4, 2012

Job Number: C20120904-1074
Reference Number: 00003651878-28
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
20100687820-94	Amendment	1 Pages/1 Copies
20110283632-78	Amendment	1 Pages/1 Copies



Respectfully,

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

ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20120904-1074
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 86)

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
	Entity 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: United Corporate Services, Inc. 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 Nevada City Zip Code Mailing Address (if different from street address) Nevada City 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 	
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 86 LLC Articles
Revised: 4-14-08

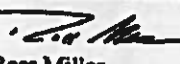


ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



091201

**Amendment to
Articles of Organization**
(PURSUANT TO NRS 86.221)

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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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.," "L.L.C.," "L.C.," "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



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4820
(775) 684-6708
Website: www.nvsos.gov



09/201

Amendment to Articles of Organization

(PURSUANT TO NRS 88.221)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20110283632-78
	Filing Date and Time 04/15/2011 1:25 PM
	Entity Number E0027442010-9

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 88.221)

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)*

1. Name of Limited Liability Company:

CINCINNATI BELL ENERGY LLC

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

By: REGIONAL ENERGY HOLDINGS INC., Managing Member

X By:

Signature

Michael Fallquist, CEO

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "LLC.," or "LG.," "LLC" or "LG." 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 88.221 LLC Amendment
Revised: 10-16-09

CINCINNATI BELL ENERGY LLC

EXHIBIT A-16

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

See attached.

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

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CINCINNATI BELL ENERGY LLC, a Nevada For Profit Limited Liability Company, Registration Number 1981822, filed on December 09, 2010, is currently in FULL FORCE AND EFFECT upon the records of this office.



***Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 13th day of August, A.D. 2012***

Jon Husted

Ohio Secretary of State

Validation Number: V2012225A593F3

201111000026

DATE: 04/20/2011	DOCUMENT ID 201111000026	DESCRIPTION CORRECT REG./FOREIGN LLC (LFC)	FILING 50.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

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

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1981822

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CINCINNATI BELL ENERGY LLC
and, that said business records show the filing and recording of:

Document(s)
CORRECT REG./FOREIGN LLC

Document No(s):
201111000026



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 18th day of April, A.D.
2011.

Jon Husted

Ohio Secretary of State

EXHIBIT B-1

"Jurisdictions of Operation," provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.

Affiliate	State(s)	License Number	Utility
Public Power, LLC (CT)	CT	Docket #07-06-13	Electric
	NY	ESCO Code PUPU	Electric
		ESCO Code PUPU	Gas
	OH	Certificate #11-418E(1)	Electric
	DC	Order #16726	Electric
	IL	Order #12-0167	Electric
	RI	Docket #D-96-6 (M5)	Electric
Public Power & Utility of Maryland, LLC	MD	License No. IR-1781	Electric
Public Power & Utility of New Jersey, LLC	NJ	License #ESL-0086	Electric
		License #GSL-0094	Gas
Public Power, LLC (PA) Entity #3911142	PA	Docket #A-2009-2143245	Electric

Affiliate	State(s)	License Number	Utility(ies)
Viridian Energy LLC	Connecticut	Docket #09-04-15	Electric
	Massachusetts	License #CS-076	Electric
Viridian Energy NY, LLC	New York	ESCO Code VRID	Electric
Cincinnati Bell Energy, LLC	Ohio	Certificate #11-218G(1)	Gas
FairPoint Energy	Maine	Docket #2011-264	Electric
	New Hampshire	DM 11-175	Electric
Viridian Energy PA, LLC	Pennsylvania	Docket #A-2009-2145794	Electric
		Docket #A-2010-2203042	Gas
	Maryland	License No. IR-1840	Electric
		License No. IR-2837	Gas
	New Jersey	License # ESL-0084	Electric
		License # GSL-0108	Gas
	Illinois	Order #11-0348	Electric
	New York	ESCO Code VRPA	Gas
	D.C.	Order # 16446	Electric
		Order # 16966	Gas
	Delaware	Order # 8178	Electric
FTR Energy Services, LLC	Virginia	License # G-33	Gas
	Ohio	Certificate #12-523E(1)	Electric
		Certificate #11-226G(1)	Gas
	New York	ESCO Code FTRE	Electric
	Indiana	N/A	Gas
			Gas
	Illinois	Order # 12-0396	Gas

Cincinnati Bell Energy, LLC

Exhibit B-2

"Experience and Plans"

Please see Attachment B-2 for this response.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Trust and the Offering and is qualified in its entirety by, and should be read together with, the more detailed information and financial data and statements appearing elsewhere in this prospectus. Reference is made to the "Glossary" on page 199 of this prospectus for the meaning of certain defined terms.

THE TRUST

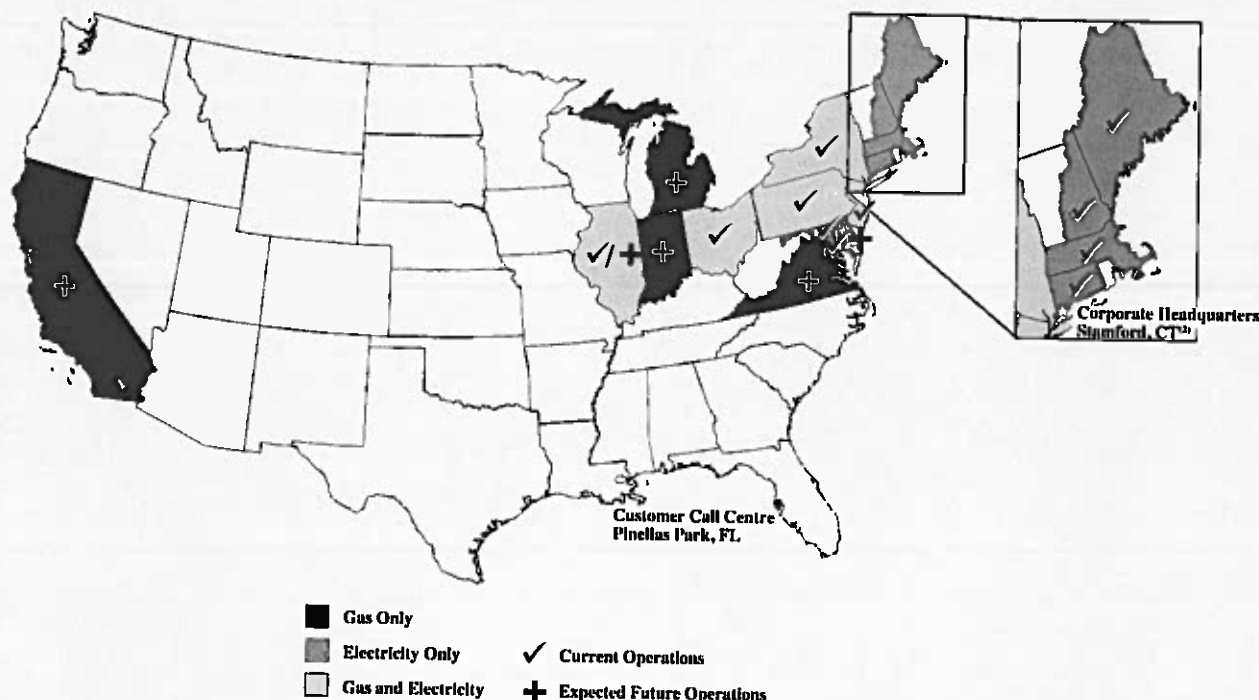
The Trust is an unincorporated open-ended limited purpose trust established under the laws of the Province of Ontario on September 7, 2012 pursuant to the Trust Indenture. The Trust has no prior history of operations or earnings. The Trust has been established to provide investors with a distribution-producing investment through the acquisition of an ownership interest in the Company by the Trust's indirect wholly-owned subsidiary, US Holdco. US Holdco will use the net proceeds of the Offering to fund the purchase price of C\$89.5 million (payable in US\$ based on the exchange rate on the date of closing of the Offering) for the Company Interest. The Company, through its subsidiaries, Public Power and Regional Energy, is an independent Energy Retailer which markets and sells electricity and natural gas to residential and small to medium-size commercial customers in the United States. Under the Purchase Agreement, the closing of the Company Interest Acquisition is conditional on the concurrent closing of the Offering. The Company Interest will entitle US Holdco to appoint a majority of the members of the board of directors of the Company and thereby to control the day-to-day operations of the Company, including the amount of distributions the Company makes from available funds, if any. The Trust intends to make monthly distributions to Unitholders. See "Description of the Trust" and "Funding and Acquisition of the Company Interest".

CRIUS ENERGY, LLC

The Company is one of the largest independent Energy Retailers operating in the United States, with approximately 515,000 customers as at August 31, 2012. The Company's revenue and Adjusted EBITDA for the 12 months ending June 30, 2012, representing the combined electricity and natural gas revenues of its subsidiaries, Regional Energy and Public Power, were more than \$367.3 million and \$53.7 million, respectively. The Company serves customers across a variety of segments, including residential and small to medium-size commercial customers, and markets its products through a variety of sales channels and brand names. The Company currently sells electricity in 10 states and the District of Columbia and natural gas in four states. By virtue of its leading retail energy platform, cost base and anticipated access to capital, the Company believes that it is well positioned to expand through organic customer growth and acquisitions. We believe that organic growth will be driven by the Company's multi-channel marketing platform, continued geographic expansion and increased focus on the commercial market segment and natural gas products.

The map below illustrates the location of the Company's headquarters and customer call centre and also displays the states in which the Company currently operates and the states in which it plans to begin operating within the next 12 months.

Company Operations, Headquarters, Call Centres and Anticipated Operations as at August 31, 2012⁽¹⁾



Notes:

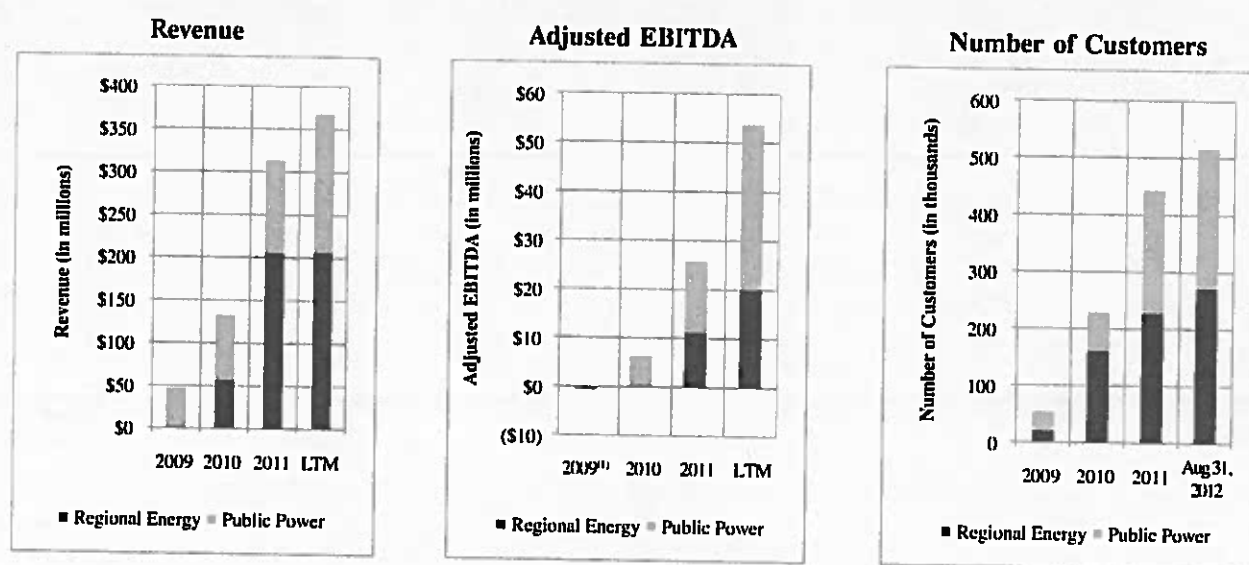
- (1) The Company is currently licenced to sell and is actively marketing electricity in Illinois and expects to begin marketing natural gas in the state in the next 12 months.
- (2) In October 2012, the Company moved into its new corporate headquarters in Stamford, Connecticut. Prior to October 2012, the principal head office was located in South Norwalk, Connecticut.

On September 18, 2012, the businesses of Public Power and Regional Energy were combined to form the operations of the Company, which we believe results in the following benefits:

- **Leading retailing platform.** The Combination created an Energy Retailer that is well positioned for long-term growth and profitability. Management believes that the Company has many essential business competencies including:
 - A diversified sales and marketing approach that gives the Company access to various segments of the consumer market through our multiple channels and brands with unique customer value propositions. This is further supported by the Company's win back program that management believes will reduce customer attrition and increase stability across all segments.
 - A diversified product offering that allows the Company to offer our customers a variety of commodities (electricity and natural gas), contract types (fixed and variable) and product features (green energy) to attract customers across a breadth of customer segments.
 - Scalable and stable energy supply and financing facility through our relationship with Macquarie Energy. Macquarie Energy, a subsidiary of Australia based Macquarie Group Limited (Standard & Poor's BBB rating, Moody's Investors Service A3 rating), is a leading participant in the energy markets in the United States.

- A strong operational platform that will capitalize on the individual strengths and best practices of each company, including tight cost controls, experienced management and a prudent risk management culture.
- *Cost savings.* The increased size and economies of scale of the combined businesses is anticipated to provide the Company with material cost savings. The Company believes that cost savings resulting from the Combination would have been approximately 6.7% of the combined general and administrative and finance costs of Regional Energy and Public Power for the twelve months ending June 30, 2012. The opportunities for material savings include expected reductions in financing costs and operating expenses, such as electronic data information processing fees.
- *Enhanced ability to consolidate.* The Company is anticipated to have better access to capital which will enable it to opportunistically acquire Energy Retailers as consolidation continues in the fragmented retail energy industry. Such opportunities may not have otherwise been as readily available to either Regional Energy or Public Power as individual private entities.

Both Regional Energy and Public Power have historically exhibited significant growth since formation, as illustrated in the charts below. In the charts, growth is quantified by three metrics: revenue, Adjusted EBITDA and number of customers.



Note:

- (1) For the period from March 17, 2009 (inception) to December 31, 2009 and the year ending December 31, 2009, the Adjusted EBITDA was \$(4.9) million and \$4.4 million for Regional Energy and Public Power, respectively. See "Prospectus Summary — Summary Pro Forma and Historical Financial Information" for reconciliation of Adjusted EBITDA to net income. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation from, or as an alternative to, net income or other financial information prepared in accordance with IFRS. See "Non-IFRS Financial Measures".

Business Strengths







Diversified Sales and Marketing Platform

The Company leverages a variety of marketing channels with unique customer value propositions to effectively penetrate various customer segments. Each marketing channel and brand is tailored to attract a specific customer segment. The Company's full range of marketing channels enables it to enter new states as well as increase penetration in existing states using multiple marketing channels simultaneously. Management believes that using multiple marketing channels, including those that only pay upfront commissions (telemarketing and door-to-door) and those that pay both upfront and residual commissions (marketing

partnership and network marketing), provides additional benefit for the Company such as more stable cash flows compared to an upfront commission only strategy.

The following table demonstrates how the Company's various marketing channels, each with a unique customer value proposition, allow us to effectively penetrate customer segments and retain existing customers.

Marketing Channel	Energy Brand	Customer Value Proposition	Targeted Customer Segment	Opportunity	States
Exclusive Marketing Partnerships	Cincinnati Bell energy FairPointEnergy FTRenergyservices	<ul style="list-style-type: none"> Tailored value proposition mutually agreed with the marketing partner 	<ul style="list-style-type: none"> All eligible existing subscribers of the marketing partner and potential new customers in the service area Targets residential customers 	<ul style="list-style-type: none"> Three exclusive marketing partnerships with an estimated 3.5 million eligible subscribers⁽¹⁾ In active discussion with several new marketing partners 	<ul style="list-style-type: none"> California⁽³⁾, Illinois⁽³⁾, Indiana⁽²⁾, Maine, Michigan⁽²⁾, New Hampshire, New York⁽²⁾, Ohio, Pennsylvania⁽³⁾
Network Marketing	VIRIDIAN	<ul style="list-style-type: none"> Renewable energy Sustainable company mission Business opportunity for independent contractors 	<ul style="list-style-type: none"> Friends, family and acquaintances of independent contractors Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> Approximately 14,400 independent contractors Average of approximately 14 customers per independent contractor 	<ul style="list-style-type: none"> Connecticut, Delaware⁽³⁾, the District of Columbia⁽³⁾, Illinois, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Virginia⁽⁴⁾
Telemarketing	Public Power <small>Residential & Commercial Energy Supplier</small>	<ul style="list-style-type: none"> Rewards and loyalty program 	<ul style="list-style-type: none"> Individuals or businesses not enrolled in the National Do Not Call registry Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> 13 third party vendors with more than 300 agents 	<ul style="list-style-type: none"> Connecticut, the District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Virginia⁽⁴⁾
Door-to-Door	Public Power <small>Residential & Commercial Energy Supplier</small>	<ul style="list-style-type: none"> Rewards and loyalty program 	<ul style="list-style-type: none"> Areas with high population density Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> 10 third-party vendors with more than 200 agents 	<ul style="list-style-type: none"> Connecticut, the District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Virginia⁽⁴⁾

Marketing Channel	Energy Brand	Customer Value Proposition	Targeted Customer Segment	Opportunity	States
Win Back Program	    	<ul style="list-style-type: none"> • Tailored to each energy brand 	<ul style="list-style-type: none"> • Existing customers who have terminated or provided notification of an intent to terminate energy service 	<ul style="list-style-type: none"> • Nearly 50%⁽⁵⁾ of Public Power customers who terminated service were retained • 73 customer service professionals exclusively focused on win back program • Cross-sell other energy product 	<ul style="list-style-type: none"> • All states in which we provide service
Commercial Sales Program		<ul style="list-style-type: none"> • Customized pricing by rate class 	<ul style="list-style-type: none"> • Commercial customers 	<ul style="list-style-type: none"> • Proprietary web-based pricing and contract administration platform • Deploy commercial platform to other energy brands 	<ul style="list-style-type: none"> • All states in which we provide service

Notes:

- (1) An eligible subscriber refers to a current customer of a marketing partner who is eligible for energy service in a deregulated market we serve or have definitive plans to enter in the near future. Management estimates the total number of eligible subscribers to be approximately 3.5 million.
- (2) Expected to begin marketing in the fourth quarter of 2012.
- (3) Expected to begin marketing in the first quarter of 2013.
- (4) Expected to begin marketing in 2013; however, the Company has not set a definitive market entry date.
- (5) Estimated win back percentage for Public Power is based on historical performance during the last twelve months to June 30, 2012. The win back percentage is calculated as: (i) the total number of customers (not RCEs) who previously terminated energy service (regardless of date of termination) and re-enrolled during the period; divided by (ii) the total number of customers (not RCEs) who terminated energy service during the period.

- **Exclusive Marketing Partnerships.** The Company has exclusive marketing partnerships with three telecommunications companies to market the Company's energy service under their brand names and through their respective sales forces and distribution channels. Management estimates that its existing marketing partners have approximately 3.5 million subscribers eligible for our energy service in deregulated markets. Although the Company relies upon the well-established marketing capabilities of these telecommunications companies, the customers acquired through this channel have contractual relationships with the Company. Since the inception of this channel in June 2011, management estimates that the Company has a 5% annual penetration rate of eligible subscribers. Management expects to continue capitalizing on its existing marketing partnerships and is actively pursuing additional exclusive marketing partnerships.
- **Network Marketing.** The Company uses a network marketing approach, which currently consists of approximately 14,400 independent contractors representing the Viridian Energy brand. On average, each new independent contractor enrolls approximately 14 customers during their time working with the Company. The Company most recently launched network marketing in Massachusetts in June 2012 and, through its independent contractors, has enrolled more than 8,000 customer accounts in the first three months of marketing. Management anticipates launching its network marketing channel in Delaware and

the District of Columbia in January 2013. In our five largest markets, we have achieved the following new customer enrolment through our network marketing channel over the initial 12 month period.

State	Utility	Launch Date	Customers Enrolled After 12 Months
Connecticut	Connecticut Light & Power	August 2009	33,995
New Jersey	Public Service Electric & Gas	May 2010	52,185
New Jersey	Jersey Central Power & Light	August 2010	47,330
New Jersey	Atlantic City Electric	June 2010	29,288
Maryland	Baltimore Gas & Electric	July 2010	31,595
Illinois	Commonwealth Edison	August 2011	33,054

- **Telemarketing and Door-to-Door.** The Company maintains third-party relationships with 13 telemarketing companies and 10 door-to-door companies, representing more than 500 individual agents who market energy services on behalf of the Public Power brand. For the twelve months ending June 30, 2012, Public Power acquired an average of 7,708 new customers per month through telemarketing and door-to-door activities. The Company's telemarketing and door-to-door channels can quickly be deployed in different areas as market opportunities arise.
- **Customer Win Back Program.** The Company has a dedicated win back team comprised of 73 customer service professionals based out of our call centre in Florida. The team contacts customers that have recently terminated service or notified the utility of their intention to terminate service to encourage them to re-enroll (the "win back program"). The cost to retain a customer under the win back program compares favorably with new customer acquisition costs. Launched by Public Power in May 2011, the win back program has measurably reduced net monthly customer attrition for Public Power by nearly 50% for the twelve months ending June 30, 2012. In September 2012, the Company started using the win back platform for other energy brands.
- **Commercial Sales.** The Company has a proprietary web-based commercial sales platform (the "commercial platform") that provides real-time pricing by rate class and contract administration functionality. The commercial platform is currently in use by the Public Power brand and is distributed through select energy brokers. The Company anticipates leveraging the commercial platform across other energy brands beginning in 2013.

Cost Effective Customer Acquisition Model

The Company has a cost effective customer acquisition model as measured by the payback period for each customer enrolled. The Company measures the payback period as the length of time a customer must purchase energy from the Company for the gross margin received to equal or exceed the customer acquisition costs, including upfront and residual commissions. As a general policy, the Company targets an average payback period of three months or less across all marketing channels. The Company has performed favourably against its target payback period in all of its marketing channels. The Company's commission structure generally entitles it to recoup some or all of its upfront commissions paid for those customers who terminate prior to three months, which further mitigates our risk for such customers.

Prudent Risk Management Culture

The Company has a prudent risk management culture focused on managing credit, commodity, liquidity and foreign currency exchange risk. The Company manages its risk exposure through a risk management policy described below (the "Risk Management Policy"), which management believes enables the Company to operate with a low risk profile and achieve stable operating results. See "Our Business — Risk Management" for more information on the Company's Risk Management Policy.

- **Credit Risk.** The Company believes it has limited credit exposure to its customers as it participates in purchase of receivables programs ("POR"). In states where such programs are available, the Company's credit exposure is limited to investment-grade utilities. In non-POR states, the Company assesses the

creditworthiness of new applicants, monitors customer payment activities and administers an active collections program. More than 96% of the Company's customers are in states with POR programs.

- **Commodity Risk.** The Company believes it has low commodity exposure as it has primarily variable priced customer contracts under which the Company can change the price charged to customers in accordance with energy market conditions. While the mix of variable price and fixed price contracts is subject to change, variable price contracts currently account for 96% of the Company's total customer contracts. For the remaining 4% of the customers that are on fixed price contracts, the Company maintains a forward hedging program.
- **Liquidity Risk.** The Company believes it has limited exposure to liquidity risk as a result of its relationship with Macquarie Energy. Macquarie Energy is the Company's exclusive supplier of wholesale energy (electricity and natural gas) and hedging products. Macquarie Energy assumes responsibility for meeting the Company's credit and collateral requirements with each independent system operator ("ISO") and regional transmission organization ("RTO") and provides a \$200 million procurement facility and a \$25 million working capital facility, including cash advance and letter of credit capabilities.
- **Foreign Currency Exchange Risk.** The Crius Group intends to implement a foreign currency hedging program to manage exposure to changes in foreign exchange rates and support the long-term sustainability of Trust distributions. The Company's business generates cash flow in U.S. dollars but Trust distributions are paid in Canadian dollars. The Crius Group's hedging strategy will predominantly consist of forward and other derivative contracts and products, hedging at least twelve months of anticipated Trust distributions on a rolling basis. Changes in the fair value of the forward and other derivative contracts will partially offset foreign exchange gains or losses on the U.S. dollar distributions received by the Trust Subsidiaries.

Experienced Management Team

Our management team has more than 40 years of experience in all aspects of the retail energy industry as well as public company experience. Michael Fallquist is the former Chief Executive Officer of Regional Energy and is the Chief Executive Officer of the Company and the Administrator. Robert Gries, Jr. is the former Chief Executive Officer of Public Power and is Chairman of the Board of the Administrator. Mr. Fallquist founded Regional Energy in 2009 and has since grown Regional Energy into a profitable company with more than 271,300 customers as at August 31, 2012. Mr. Fallquist received the Ernst & Young Entrepreneur Of The Year® 2012 Award in the Cleantech category for the New York region. Mr. Gries acquired Public Power in 2009 and has since grown Public Power, both organically and through acquisitions, into a profitable company with more than 244,300 customers as at August 31, 2012. Mr. Gries is also director of several investment funds, through which he has managed investments in excess of \$100 million, excluding the interests in Public Power. Mr. Gries also sits on various boards, including the board of the University of Tampa. Our experienced management team also includes Roop Bhullar (Chief Financial Officer), Jan Fox (Senior Vice President and General Counsel), Cami Boehme (Senior Vice President, Marketing & Brand Strategy) and Michael Chester (Vice President, Operations). For additional details regarding the qualifications and experience of our management team, see "Trustee, Directors and Management".

Opportunities for Growth

The Company has several growth initiatives, including expanding marketing efforts in the states in which we currently operate, expanding into new states, cross-selling additional energy products to our existing customers, increasing our commercial customer base and opportunistically acquiring Energy Retailers. The graph below illustrates the approximate number of customers added by quarter, both organically and through acquisition, by Public Power and Regional Energy combined, including the acquisition of ResCom Energy, LLC's ("ResCom") Connecticut and Maryland customer portfolios, which included approximately 114,000 customers (the "ResCom Acquisition") in November 2011.

Cincinnati Bell Energy, LLC

Exhibit B-3

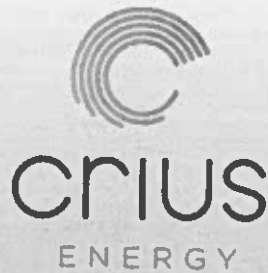
"Summary of Experience" provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g., number and types of customers served, utility services areas, Volume of gas supplied, etc.)

Cincinnati Bell Energy, LLC is part of the Crius Energy, LLC organization, and has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. Crius' 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
- Roop Bhullar, CFO
- Cami Boehme, SVP Marketing and Brand Strategy
- Jan Fox, VP and General Counsel
- Michael Chester, VP Operations

Crius Energy serves more than 400,000 residential and commercial customers in 12 states and the DC in the northeastern US through a family of best-in-class brands.

Attached as Attachment B-3 is information about the management team, and history of the Company available at the website, www.criusenergy.com.



Crius Energy is transforming the retail energy sector. Through our family of best-in-class energy brands, we are committed to serving our customers, companies and markets as an innovative energy partner.

[OUR COMPANY](#)
[OUR BRANDS](#)
[NEWSROOM](#)
[CONTACT US](#)

Our Company

[About Us](#)
[Our History](#)
[Our Vision](#)

Management Team

[Michael Fallquist](#)
[Roop Bhullar](#)
[Cami Boehme](#)
[Jan Fox](#)
[Mike Chester](#)

EXECUTIVE TEAM



MICHAEL FALLQUIST
Chief Executive Officer



ROOP BHULLAR
Chief Financial Officer



CAMI BOEHME
Senior Vice President
Marketing & Brand
Strategy



JAN FOX
Senior Vice President
& General Counsel



MICHAEL CHESTER
Vice President,
Operations

SENIOR MANAGEMENT

- + MEREDITH BERKICH - Senior Vice President, Viridian Network
- + BORIS BARIL - Vice President, Finance
- + BARBARA CLAY - Associate General Counsel
- + VJOLLCA 'VEE' JUSUFI - Vice President, Public Power
- + PETER RAMGOLAM - Vice President, Commercial Pricing
- + ROBERT J. ULRICH - Vice President, Field Development
- + JOEL GLASSMAN - Director, Commercial Sales
- + KEVIN KAYNE - Director, Creative Strategy
- + DAVID S. LANDON - Director, Human Resources
- + ELIZABETH M. LEGG - Director, Retention
- + NANCY LEVITAN - Director, Marketing
- + MIKE QUEENAN - Director, Interactive



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[CRIUS ENERGY TRUST INVESTOR RELATIONS >](#)



Crius Energy is transforming the retail energy sector. Through our family of best-in-class energy brands, we are committed to serving our customers, companies and markets as an innovative energy partner.

[OUR COMPANY](#)[OUR BRANDS](#)[NEWSROOM](#)[CONTACT US](#)

Our Company

About Us

Our History

Our Vision

Management Team

Crius Energy is an innovative energy partner in the fast-growing retail energy and services sector. With headquarters in Stamford, Connecticut, Crius Energy serves more than 400,000 residential and commercial customers in 12 states and the District of Columbia in the northeastern U.S. through a family of best-in-class energy brands – Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and Public Power. Our newest brand, FTR Energy Services, is scheduled to launch in the fall of 2012.

With a unique business model and track record of success, Crius Energy is one of the largest independent energy suppliers in the United States and a market leader in the growing deregulated energy sector. Leveraging the complementary geographic footprints of our brands, we are able to capitalize on our established expertise across a wide range of go-to-market strategies to provide excellent customer service and uniquely branded experiences for our customers. Crius Energy is excellently positioned for growth and value creation in this quickly growing industry.



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Employment Opportunities: careers@criusenergy.com



[CRIUS ENERGY TRUST INVESTOR RELATIONS >](#)

EXHIBIT B-4

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

Cincinnati Bell Energy LLC ("CBE") is a wholly owned subsidiary of Crius Energy LLC ("Crius"). Crius has entered into an energy supply agreement with Macquarie Energy LLC, such that Crius and all of its subsidiaries purchase and sell all power through Macquarie Energy such that no exposure on the part of Crius exists outside of this relationship.

CBE will comply with the necessary reporting outlined in section 4901:1-21-09 by providing the generation resource mix and environmental characteristics, including air emissions, based on the publications provided by the ISO and any independent generator with whom CBE has purchased electricity.

EXHIBIT B-5

"Disclosure of Liabilities and Investigations," provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

AS PREVIOUSLY DISCLOSED TO THE COMMISSION

Viridian Energy PA, LLC – Maryland, License No. IR-1840 (Case No. 9255, Order No. 84959)

In January 2011, the Staff of the Maryland Public Service Commission filed a complaint against Viridian Energy PA, LLC ("Viridian") alleging that Viridian had violated the Maryland customer protection rules by providing misleading representations in late 2010. Among other things, Staff initially sought to revoke or suspend Viridian's Maryland license.

A hearing was conducted in February 2011 and in March 2011. Thereafter Commission Staff and Viridian filed a Joint Recommendation that did not revoke or suspend Viridian's license. Fifteen months later on June 7, 2012, the Commission assessed a civil penalty of \$60,000 against Viridian, relating to instances of past behavior, and rejected Commission Staff's initial request to revoke or suspend Viridian's license and bar it from seeking new customers. In so doing, the Commission commended Viridian for strengthening its compliance program. Viridian has been operating in Maryland for over 18 months since the January 2011 complaint, a period during which no further complaints or investigations have been filed.

NEW DISCLOSURE, FROM ACQUISITION OF PUBLIC POWER, INDIRECT AFFILIATE OF CINCINNATI BELL ENERGY:

The following matters were inherited as a result of the exchange transaction completed with Public Power, LLC in September 2012. These actions were initiated before Cincinnati Bell Energy LLC or Regional Energy Holdings, Inc. were ever affiliated with Public Power LLC.

Public Power LLC – Pennsylvania, Docket #A-2009-2143245

Public Power LLC, a Pennsylvania limited liability company ("PA Subsidiary"), was investigated by the Bureau of Investigation and Enforcement ("BIE") of the Pennsylvania Public Utility Commission ("PUC") for alleged unauthorized customer enrollments. It was found that the unauthorized enrollments resulted from a data entry error by a third-party telemarketer acting on behalf of the PA Subsidiary. The parties reached a settlement of the allegations for \$64,450 plus customer refunds of approximately \$22,000.

Public Power LLC – Connecticut, Docket #07-06-13 (Docket No. 11-10-06)

Approximately one year ago, the Connecticut Public Utilities Regulatory Authority ("PURA") opened Docket 11-10-06 to investigate customer complaints that Public Power may have charged rates in excess of its contracts and failed to timely respond to inquiries alleging unauthorized switching of customers from other electric generation service providers to Public Power. The Office of the Connecticut Attorney General and the Office of Consumer Counsel participated in the resolution of this matter. The Prosecutorial Unit appointed by the PURA found no evidence that Public Power charged rates in excess of its contracts. However, to foster good will, Public Power issued credits to the identified customers. As to the unauthorized customer switching allegations, an authorized switch could not be proven as to six customers. Public Power and the Prosecutorial Unit entered into a settlement agreement under which Public Power would make a charitable contribution of \$6,000, in lieu of a civil penalty. The Settlement Agreement was submitted to PURA on June 28, 2012 and is subject to formal approval by that agency.

EXHIBIT B-6

Cincinnati Bell Energy, LLC ("CBE"), a predecessor of CBE or principal officer have never been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws. However, in an abundance of caution, please see the answer to question B-5.

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.

Prior to November 13, 2012, Cincinnati Bell Energy, LLC (“CBE”) was a privately held company, and did not publish an annual report to shareholders. As of November 13, 2012, CBE’s ultimate parent entity, Cirus Energy Trust, a publicly-traded entity traded on the Toronto Stock Exchange, under the ticker symbol “KWH.UN”, is required to file regular disclosures of its financial information, which would include consolidated CBE financial data. These reports are not due yet, but will be publically available at the Canadian securities website (SEDAR): http://sedar.com/homepage_en.htm. The only public financial disclosures made by the Cirus Energy Trust since November 13, 2012 (other than the initial prospectus available at SEDAR) was (1) Cirus Energy Trust Interim Financial Statement (Unaudited, as of September 30, 2012), and (2) a press release “Cirus Energy Trust Confirms December 2012 Distribution”, both attached as Attachment C-1 for your convenience (and also available at the SEDAR website).


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Crius Energy Trust (KWH.UN)

Exchange: Toronto Stock Exchange

\$9.850

Jan 4, 2013, 11:56 AM EST

Change: 0.00 (0.00%)

Volume: 20,100

Day Low	Day High	52 Week Low	52 Week High
9.850	9.900	8.950	10.000

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Crius Energy Trust Confirms December 2012 Distribution

/NOT FOR DISTRIBUTION IN THE UNITED STATES OR OVER UNITED STATES WIRE SERVICES/

TORONTO, Dec. 13, 2012 /CNW/ - At a meeting of the board of directors of Crius Energy Trust ("Crius Energy" or the "Trust") (TSX:KWH.UN) held in Toronto on December 13, 2012, the directors unanimously voted to confirm the initial December 2012 distribution of \$0.1326 per trust unit to be paid on January 15, 2013 for the period from the closing of the initial public offering on November 13, 2012 to December 31, 2012. The distribution will be made to unitholders of record on December 31, 2012. Commencing January 2013, Crius Energy expects that the monthly cash distribution rate will be \$0.0833 per trust unit. Crius Energy also reports that business operations based on preliminary third quarter results are in line with management's expectations and support the cash distributions as noted above. Third quarter results will be reported as part of the business acquisition report which Crius Energy expects to file on or about January 16, 2013. The business acquisition report will include, among other things, *pro-forma* financial statements of Crius Energy as well as third quarter results of the Trust's wholly-owned operating subsidiaries.

About Crius Energy

Crius Energy has been established to provide investors with a stable and consistent distribution-producing investment through the acquisition of an ownership interest in Crius Energy, LLC (the "Company") by an indirect wholly-owned subsidiary of Crius Energy. The Company is one of the largest independent energy retailers operating in the United States, with more than 500,000 residential customer equivalents. The Company serves residential and small to medium-size commercial customers in the United States and markets its products through a variety of sales channels and brand names. The Company currently sells electricity in 11 states and the District of Columbia and natural gas in five states.

Crius Energy is a "mutual fund trust" under the *Income Tax Act* (Canada) (the "Tax Act"). The Trust will not be a "SIFT trust" (as defined in the Tax Act), provided that the Trust complies at all times with its investment restriction which precludes the Trust from holding any "non-portfolio property" (as defined in the Tax Act). Material information pertaining to Crius Energy may be found on www.sedar.com or www.criusenergytrust.ca.

Forward-Looking Statements

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Crius Energy, including, without limitation, those listed under "Risk Factors" and "Forward-Looking Statements" in Crius Energy's final prospectus (collectively, "forward-looking information"). Forward-looking information in this news

release includes, but is not limited to, Crius Energy's objectives and status as a mutual fund trust and not a SIFT trust and Crius Energy's expectations and estimates regarding the payment of distributions to unitholders. Crius Energy cautions investors of Crius Energy's securities about important factors that could cause Crius Energy's actual results to differ materially from those projected in any forward-looking statements included in this news release. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. No assurance can be given that the expectations set out in this news release will prove to be correct and accordingly, prospective investors should not place undue reliance on these forward-looking statements. These statements speak only as of the date of this news release and Crius Energy does not assume any obligation to update or revise them to reflect new events or circumstances.

SOURCE: Crius Energy Trust

Michael Fallquist
Chief Executive Officer
(203) 663-7545

Roop Bhullar
Chief Financial Officer
(203) 883-9900

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crius

ENERGY TRUST

CRIUS ENERGY TRUST

Interim Financial Statement
(Unaudited)

September 30, 2012

CRUIS ENERGY TRUST

Interim Statement of Financial Position

As at September 30, 2012 and the date of formation on September 7, 2012

	September 30, 2012 \$ (Unaudited)	September 7, 2012 \$
ASSET		
Current		
Cash	<u>10</u>	<u>10</u>
Unitholder's Equity		
Trust Units (Note 3)	<u>10</u>	<u>10</u>
Subsequent Events (Note 4)		

See accompanying notes to the financial statements

CRIUS ENERGY TRUST**Interim Statement of Changes in Equity
(Unaudited)****For the period from inception at September 7, 2012 to September 30, 2012**

	Number Of Trust Units	Trust Capital \$	Retained Earnings \$	Total Unitholders Equity \$
Issued on September 7, 2012 and Balance as at September 30, 2012	1	10	-	10

See accompanying notes to the financial statements

CRIOUS ENERGY TRUST
NOTES TO FINANCIAL STATEMENTS
September 30, 2012

1. BASIS OF PRESENTATION

Crius Energy Trust (the "Trust") is an unincorporated open-ended limited purpose trust established under the laws of the Province of Ontario on September 7, 2012. The Trust was settled when Crius Energy Administrator Inc., as settlor of the Trust, contributed C\$10 to the Trust and was issued one trust unit of the Trust. The Trust was established to indirectly acquire an approximate 26.8% ownership interest (the "Company Interest") in Crius Energy, LLC (the "Company"), a Delaware limited liability company (see Note 4). The Trust has no history of operations or earnings and therefore, there is no Statement of Comprehensive Income or Statement of Cash Flows included in the financial statements. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles for publicly accountable enterprises (being International Financial Reporting Standards as adopted by the Canadian Accounting Standards Board) and are presented in United States dollars. The financial statements have been approved by the directors of Crius Energy Administrator Inc., as administrator of the Trust.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) *Cash*

Cash is comprised of cash on hand.

(b) *Trust Capital*

Trust units are classified as equity (see Note 3). Incremental costs directly attributable to the issue of trust units are recognized as a deduction from equity, net of any tax effects.

3. UNITHOLDER'S EQUITY

Authorized

An unlimited number of trust units.

Issued	Number of Trust Units	Consideration (\$)
Issued on initial organization on September 7, 2012.....	1	\$10

4. SUBSEQUENT EVENTS

On October 23, 2012, Crius Energy Holdings Inc. ("Cdn Holdco") was incorporated under the *Business Corporations Act* (Ontario) and the Trust subscribed for one common share of Cdn Holdco for C\$5. The Trust is the sole shareholder of Cdn Holdco. Cdn Holdco was incorporated for the purpose of forming, acquiring and holding all of the issued and outstanding shares in, Crius Energy Corporation ("US Holdco").

On October 26, 2012, US Holdco was incorporated under the *Delaware General Corporation Law* and Cdn Holdco subscribed for one common share of US Holdco for \$5. Cdn Holdco is the sole shareholder of US Holdco. US Holdco was incorporated for the purpose of acquiring the Company Interest.

On November 2, 2012, the Trust filed a prospectus which qualified the distribution of 10,000,000 Units in an initial public offering. On November 13, 2012, the Trust completed the initial public offering with the distribution of 10,000,000 trust units at the price of C\$10.00 per unit, for total proceeds of \$89.7 million, net of \$10.6 million of issuance costs. The Trust used the net proceeds from the initial public offering to subscribe for additional shares of Cdn Holdco, which will in turn subscribe for additional shares of and make a loan to US Holdco in order to permit US Holdco to pay the purchase price for the Company Interest.

On November 2, 2012, US Holdco entered into a purchase agreement with the Company, pursuant to which US Holdco agreed to acquire from the Company, and the Company agreed to sell, the Company Interest for a purchase price of \$89.7 million.

On November 7, 2012, Crius Energy Commercial Trust (the "Commercial Trust") was established as an unincorporated open-ended limited purpose trust under the laws of the Province of Ontario. The Commercial Trust was settled when the Trust, as settlor of the Commercial Trust, contributed C\$5 to the Commercial Trust and issued one trust unit of the Commercial Trust. The Trust is the sole holder of trust units of the Commercial Trust. The Commercial Trust was established for the purpose of acquiring and holding debt of the Trust's other subsidiaries, including debt of US Holdco following the closing of the Offering of trust units of the Trust.

On November 13, 2012, the units of Crius Energy Trust commenced trading on the Toronto Stock Exchange ("TSX") under the symbol "KWH.UN".

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.

Prior to November 13, 2012, Cincinnati Bell Energy, LLC ("CBE") was a privately held company, was not required to submit any SEC filings. As of November 13, 2012, CBE's ultimate parent entity, Crius Energy Trust, a publicly-traded Canadian entity traded on the Toronto Stock Exchange, under the ticker symbol "KWH.UN", and therefore, is required to file regular Canadian securities disclosures, such as material disclosures (similar to 8-Ks) and annual reports (similar to 10-Ks), which would include consolidated CBE financial data.

These reports are not due yet, but will be publically available at the Canadian securities website (SEDAR): http://sedar.com/homepage_en.htm. The only public financial disclosures made by the Crius Energy Trust since November 13, 2012 (other than the initial prospectus available at SEDAR) was (1) Crius Energy Trust Interim Financial Statement (Unaudited, as of September 30, 2012), and (2) a press release "*Crius Energy Trust Confirms December 2012 Distribution*", both attached as Attachment C-1 for your convenience (and also available at the SEDAR website).

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 this financial information by the PUC.

EXHIBIT C-4

“Financial Arrangements,” provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.).

Cincinnati Bell Energy, LLC's ("CBE") ultimate parent entity, Cirus Energy Trust, a publicly-traded Canadian entity traded on the Toronto Stock Exchange, under the ticker symbol "KWH.UN" manages CBE's financial arrangements and has disclosed these financial arrangements in a publically available document at the Canadian securities website (SEDAR): http://sedar.com/homepage_en.htm (the prospectus). Attached as Attachment C-4 for your convenience are pages 43-63 which describe all financial arrangements.

OUR BUSINESS

Business Overview

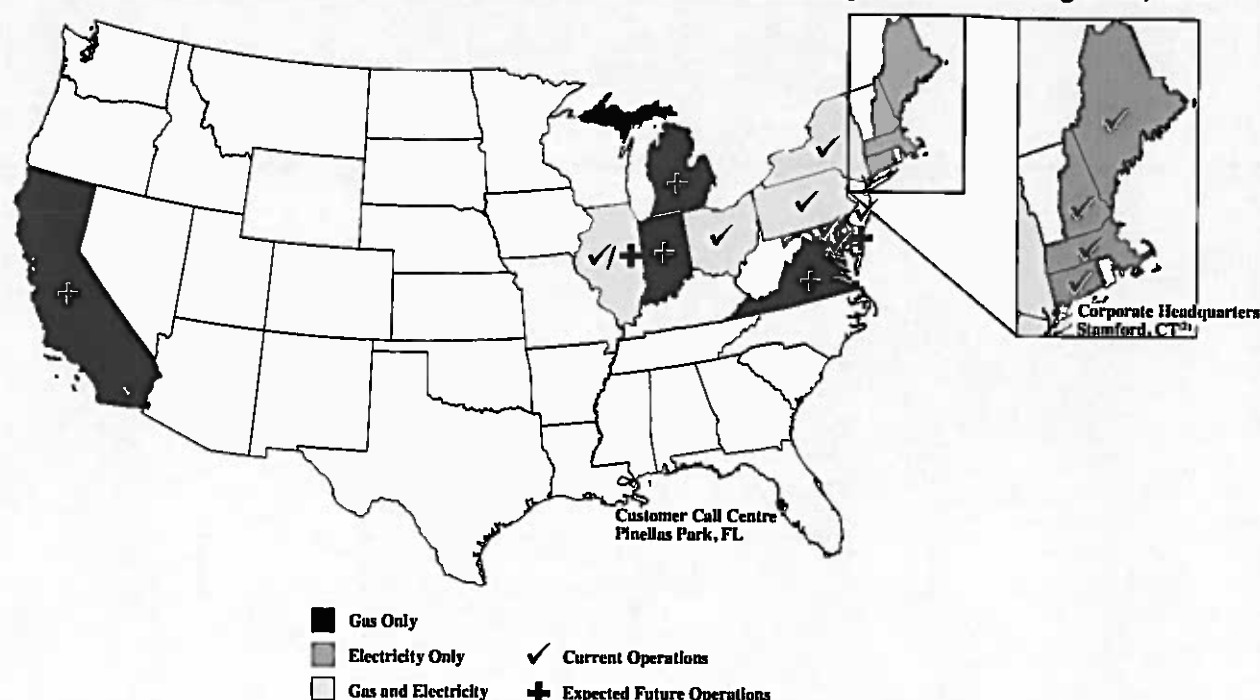
The Company is one of the largest independent Energy Retailers operating in the United States, with approximately 515,000 customers as at August 31, 2012. The Company's revenue and Adjusted EBITDA for the 12 months ending June 30, 2012, representing the combined electricity and natural gas revenues of its subsidiaries, Regional Energy and Public Power, were more than \$367.3 million and \$53.7 million, respectively. The Company serves customers across a variety of segments, including residential and small to medium-size commercial customers, and markets its products through a variety of sales channels and brand names. The Company currently sells electricity in 10 states and the District of Columbia and natural gas in four states. By virtue of its leading retail energy platform, cost base and anticipated access to capital, the Company believes that it is well positioned to expand through organic customer growth and acquisitions. We believe that organic growth will be driven by the Company's multi-channel marketing platform, continued geographic expansion and increased focus on the commercial market segment and natural gas products.

The Company is licenced to sell and is actively marketing electricity in Connecticut, the District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio and Pennsylvania. During the twelve months ending June 30, 2012, the Company sold 3.8 million MWh of electricity in these states. In the next 12 months, we expect to begin marketing electricity in Delaware, for a total of 11 states and the District of Columbia.

The Company is also licenced to sell and is actively marketing natural gas in New Jersey, New York, Ohio and Pennsylvania. During the twelve months ending June 30, 2012, the Company sold 225,250 Mmbtu of natural gas in these states. In the next 12 months, the Company expects to begin marketing natural gas in five new states, including California, Illinois, Indiana, Michigan and Virginia, for a total of 9 states.

The map below illustrates the location of the Company's headquarters and customer call centre and also displays the states in which the Company currently operates and the states in which it plans to begin operating within the next 12 months.

Company Operations, Headquarters, Call Centres and Anticipated Operations as of August 31, 2012⁽¹⁾



Notes:

- (1) The Company is currently licenced to sell and is actively marketing electricity in Illinois and expects to begin marketing natural gas in the state in the next 12 months.
- (2) In October 2012, the Company moved into its new corporate headquarters in Stamford, Connecticut. Prior to October 2012, the principal head office was located in South Norwalk, Connecticut.

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 CRES operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

Cincinnati Bell Energy, LLC (“CBE”) is reported as a consolidate entity in CBE’s ultimate parent entity, Crius Energy Trust, a publicly-traded Canadian entity traded on the Toronto Stock Exchange, under the ticker symbol “KWH.UN”, and therefore, is not allowed, by law, to selectively disclose forecasted financial statements. Attachment C-5 provides a list of all financial statements publicly available as well as the preparer of the company’s financial statements (Ernst & Young LLP of Hartford, CT, 225 Asylum St, Floor 14, Hartford · (860) 247-0284).

INDEX TO FINANCIAL STATEMENTS

	Page
Auditors' Consent — Crius Energy Trust	F-2
Auditors' Consent — Regional Energy Holdings, Inc.	F-3
Auditors' Consent — Public Power, LLC	F-4
Audited Financial Statements of Crius Energy Trust	F-5
Independent Auditors' Report	F-6
Statement of Financial Position as at the date of formation on September 7, 2012	F-7
Notes to Statement of Financial Position	F-8
Pro Forma Consolidated Financial Statements of Crius Energy Trust	F-9
<i>Pro Forma</i> Consolidated Statement of Financial Position as at June 30, 2012	F-10
<i>Pro Forma</i> Consolidated Statement of Comprehensive Income for the six months ended June 30, 2012	F-11
<i>Pro Forma</i> Consolidated Statement of Comprehensive Income for the year ended December 31, 2011	F-12
Notes to the <i>Pro Forma</i> Consolidated Financial Statements	F-13
Audited Consolidated Financial Statements of Regional Energy Holdings, Inc.	F-17
Independent Auditors' Report	F-18
Consolidated Statements of Financial Position as at December 31, 2011 and 2010	F-19
Consolidated Statements of Comprehensive Income (Loss) for the years ending December 31, 2011 and 2010 and the period from March 17, 2009 (inception) to December 31, 2009	F-20
Consolidated Statements of Changes in Equity for the years ending December 31, 2011 and 2010 and the period from March 17, 2009 (inception) to December 31, 2009	F-21
Consolidated Statements of Cash Flows for the years ending December 31, 2011 and 2010 and the period from March 17, 2009 (inception) to December 31, 2009	F-22
Notes to the Consolidated Financial Statements	F-23
Interim Condensed Consolidated Financial Statements of Regional Energy Holdings, Inc.	F-44
Interim Condensed Consolidated Statements of Financial Position as at June 30, 2012 and December 31, 2011	F-45
Interim Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2012 and 2011	F-46
Interim Condensed Consolidated Statements of Changes in Equity for the six months ended June 30, 2012 and 2011	F-47
Interim Condensed Consolidated Statement of Cash Flows for the six months ended June 30, 2012 and 2011	F-48
Notes to the Interim Condensed Consolidated Financial Statements	F-49
Audited Financial Statements of Public Power, LLC	F-60
Independent Auditors' Report	F-61
Consolidated Statements of Financial Position as at December 31, 2011, 2010, 2009 and January 1, 2009	F-62
Consolidated Statements of Comprehensive Income for the years ending December 31, 2011, 2010 and 2009	F-63
Consolidated Statements of Changes in Members' Equity for the years ending December 31, 2011, 2010 and 2009	F-64
Consolidated Statements of Cash Flows for the years ending December 31, 2011, 2010 and 2009	F-65
Notes to the Consolidated Financial Statements	F-66
Interim Condensed Consolidated Financial Statements of Public Power, LLC	F-87
Interim Condensed Consolidated Statements of Financial Position as at June 30, 2012 and December 31, 2011	F-88
Interim Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2012 and 2011	F-89
Interim Condensed Consolidated Statements of Changes in Members' Equity for the six months ended June 30, 2012 and 2011	F-90
Interim Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011	F-91
Notes to the Interim Condensed Consolidated Financial Statements	F-92

AUDITORS' CONSENT

We have read the prospectus of Crius Energy Trust (the "Trust") dated November 2, 2012 relating to the issue and sale of trust units of the Trust (the "Prospectus"). We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the Prospectus of our report to the Directors of Crius Energy Administrator Inc., as administrator of the Trust, on the statement of financial position of Crius Energy Trust as at September 7, 2012. Our report is dated November 2, 2012.

(Signed) Ernst & Young LLP
Hartford, Connecticut
November 2, 2012

AUDITORS' CONSENT

We have read the prospectus of Crius Energy Trust (the "Trust") dated November 2, 2012 relating to the issue and sale of trust units of the Trust (the "Prospectus"). We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the Prospectus of our report to the Board of Directors and Stockholders of Regional Energy Holdings, Inc. on the consolidated statements of financial position of Regional Energy Holdings, Inc. as at December 31, 2011 and 2010, and the consolidated statements of comprehensive income (loss), changes in equity and cash flows for the years ended December 31, 2011 and 2010 and the period from March 17, 2009 (inception) to December 31, 2009. Our report is dated November 2, 2012.

(Signed) Ernst & Young LLP
Hartford, Connecticut
November 2, 2012

The Company had approximately 515,000 electricity and natural gas customers as at August 31, 2012. The table below details the number of customers of the Company by state and commodity as at August 31, 2012.

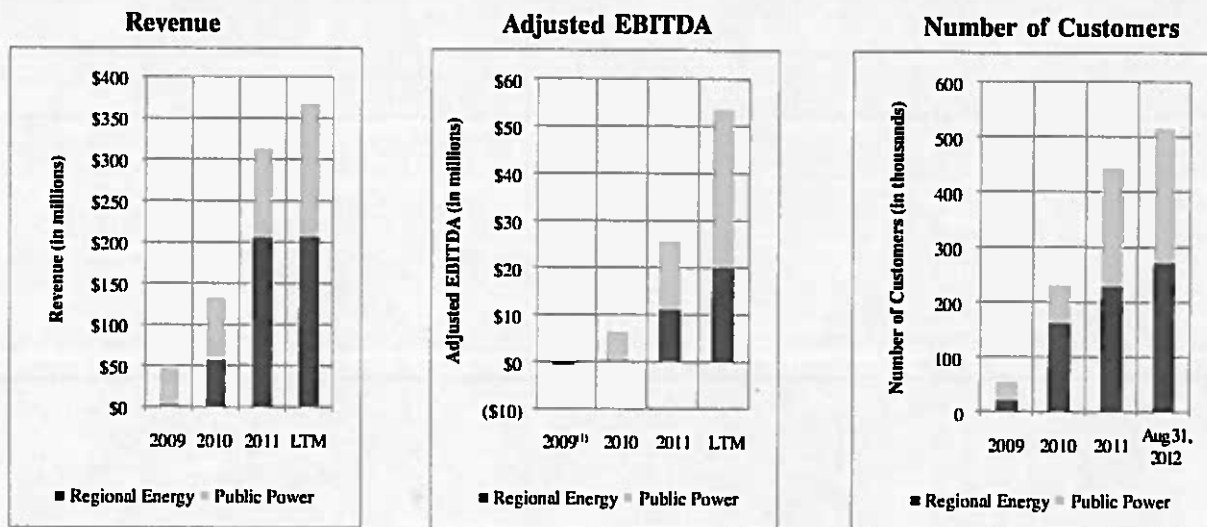
	<u>Electricity</u>	<u>Natural Gas</u>
Connecticut	163,999	—
District of Columbia	6,750	—
Illinois	27,375	—
Maine	901	—
Maryland	65,465	—
Massachusetts	16,577	—
New Hampshire	509	—
New Jersey	122,174	23,139
New York	24,530	6,363
Ohio	19,456	2,588
Pennsylvania	35,117	687
Total	<u>482,853</u>	<u>32,777</u>

Rationale for Combination

On September 18, 2012, the businesses of Public Power and Regional Energy were combined to form the operations of the Company, which we believe results in the following benefits:

- *Leading retailing platform.* The Combination created an Energy Retailer that is well positioned for long-term growth and profitability. Management believes that the Company has many essential business competencies including:
 - A diversified sales and marketing approach that gives the Company access to various segments of the consumer market through our multiple channels and brands with unique customer value propositions. This is further supported by the Company's win back program that management believes will reduce customer attrition and increase stability across all segments.
 - A diversified product offering that allows the Company to offer our customers a variety of commodities (electricity and natural gas), contract types (fixed and variable) and product features (green energy) to attract customers across a breadth of customer segments.
 - Scalable and stable energy supply and financing facility through our relationship with Macquarie Energy. Macquarie Energy, a subsidiary of Australia based Macquarie Group Limited (Standard & Poor's BBB rating, Moody's Investors Service A3 rating), is a leading participant in the energy markets in the United States.
 - A strong operational platform that will capitalize on the individual strengths and best practices of each company, including tight cost controls, experienced management and a prudent risk management culture.
- *Cost savings.* The increased size and economies of scale of the combined businesses is anticipated to provide the Company with material cost savings. The Company believes that cost savings resulting from the Combination would have been approximately 6.7% of the combined general and administrative and finance costs of Regional Energy and Public Power for the twelve months ending June 30, 2012. The opportunities for material savings include expected reductions in financing costs and operating expenses, such as electronic data information processing fees.
- *Enhanced ability to consolidate.* The Company is anticipated to have better access to capital which will enable it to opportunistically acquire Energy Retailers as consolidation continues in the fragmented retail energy industry. Such opportunities may not have otherwise been as readily available to either Regional Energy or Public Power as individual private entities.

Both Regional Energy and Public Power have historically exhibited significant growth since formation, as illustrated in the chart below. In the charts, growth is quantified by three metrics: revenue, Adjusted EBITDA and number of customers.



Note:

- (1) For the period from March 17, 2009 (inception) to December 31, 2009 and the year ending December 31, 2009, the Adjusted EBITDA was \$(4.9) million and \$4.4 million for Regional Energy and Public Power, respectively. See "Prospectus Summary — Summary Pro Forma and Historical Financial Information" for reconciliation of Adjusted EBITDA to net income. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation from, or as an alternative to, net income or other financial information prepared in accordance with IFRS. See "Non-IFRS Financial Measures".

Business Strengths

Diversified Sales and Marketing Platform

The Company leverages a variety of marketing channels with unique customer value propositions to effectively penetrate various customer segments. Each marketing channel and brand is tailored to attract a specific customer segment. The Company's full range of marketing channels enables it to enter new states as well as increase penetration in existing states using multiple marketing channels simultaneously. Management believes that using multiple marketing channels, including those that only pay upfront commissions (telemarketing and door-to-door) and those that pay both upfront and residual commissions (marketing partnership and network marketing), provides additional benefit for the Company such as more stable cash flows compared to an upfront commission only strategy.

The following table demonstrates how the Company's various marketing channels, each with a unique customer value proposition, allow us to effectively penetrate customer segments and retain existing customers.

Marketing Channel	Energy Brand	Customer Value Proposition	Targeted Customer Segment	Opportunity	States
Exclusive Marketing Partnerships	Cincinnati Bell energy FairPointEnergy FTR energyservices	<ul style="list-style-type: none"> Tailored value proposition mutually agreed with the marketing partner 	<ul style="list-style-type: none"> All eligible existing subscribers of the marketing partner and potential new customers in the service area Targets residential customers 	<ul style="list-style-type: none"> Three exclusive marketing partnerships with an estimated 3.5 million eligible subscribers⁽¹⁾ In active discussion with several new marketing partners 	<ul style="list-style-type: none"> California⁽³⁾, Illinois⁽³⁾, Indiana⁽²⁾, Maine, Michigan⁽²⁾, New Hampshire, New York⁽²⁾, Ohio, Pennsylvania⁽³⁾
Network Marketing	VIRIDIAN	<ul style="list-style-type: none"> Renewable energy Sustainable company mission Business opportunity for independent contractors 	<ul style="list-style-type: none"> Friends, family and acquaintances of independent contractors Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> Approximately 14,400 independent contractors Average of approximately 14 customers per independent contractor 	<ul style="list-style-type: none"> Connecticut, Delaware⁽³⁾, the District of Columbia⁽³⁾, Illinois, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Virginia⁽⁴⁾
Telemarketing	Public Power Residential & Commercial Energy Supplier	<ul style="list-style-type: none"> Rewards and loyalty program 	<ul style="list-style-type: none"> Individuals or businesses not enrolled in the National Do Not Call registry Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> 13 third party vendors with more than 300 agents 	<ul style="list-style-type: none"> Connecticut, the District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Virginia⁽⁴⁾
Door-to-Door	Public Power Residential & Commercial Energy Supplier	<ul style="list-style-type: none"> Rewards and loyalty program 	<ul style="list-style-type: none"> Areas with high population density Targets residential and small- to medium-size commercial customers 	<ul style="list-style-type: none"> 10 third-party vendors with more than 200 agents 	<ul style="list-style-type: none"> Connecticut, the District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Virginia⁽⁴⁾
Win Back Program	Cincinnati Bell energy FairPointEnergy FTR energyservices Public Power Residential & Commercial Energy Supplier VIRIDIAN	<ul style="list-style-type: none"> Tailored to each energy brand 	<ul style="list-style-type: none"> Existing customers who have terminated or provided notification of an intent to terminate energy service 	<ul style="list-style-type: none"> Nearly 50%⁽⁵⁾ of Public Power customers who terminated service were retained 73 customer service professionals exclusively focused on win back program Cross-sell other energy product 	<ul style="list-style-type: none"> All states in which we provide service

Marketing Channel	Energy Brand	Customer Value Proposition	Targeted Customer Segment	Opportunity	States
Commercial Sales Program	Public Power Residential & Commercial Energy Supplier	<ul style="list-style-type: none"> Customized pricing by rate class 	<ul style="list-style-type: none"> Commercial customers 	<ul style="list-style-type: none"> Proprietary web-based pricing and contract administration platform Deploy commercial platform to other energy brands 	<ul style="list-style-type: none"> All states in which we provide service

Notes:

- (1) An eligible subscriber refers to a current customer of a marketing partner who is eligible for energy service in a deregulated market we serve or have definitive plans to enter in the near future. Management estimates the total number of eligible subscribers to be approximately 3.5 million.
- (2) Expected to begin marketing in the fourth quarter of 2012.
- (3) Expected to begin marketing in the first quarter of 2013.
- (4) Expected to begin marketing in 2013; however, the Company has not set a definitive market entry date.
- (5) Estimated win back percentage for Public Power is based on historical performance during the last twelve months to June 30, 2012. The win back percentage is calculated as: (i) the total number of customers (not RCEs) who previously terminated energy service (regardless of date of termination) and re-enrolled during the period; divided by (ii) the total number of customers (not RCEs) who terminated energy service during the period.

Each channel and energy brand has a unique product offering and customer value proposition that is tailored to attract specific customer segments. Under the Public Power brand, we offer electricity and natural gas products combined with a rewards and loyalty program. Under our Viridian Energy brand, we offer natural gas with a commitment to sustainability and various electricity products including a 20% renewable energy option, sourced from locally produced renewable energy, as well as a 100% renewable energy option, sourced from locally produced wind power. Under the Cincinnati Bell Energy and FairPoint Energy brands we offer and, under the FTR Energy Services brand we expect to offer, natural gas (if applicable), electricity, and 100% renewable electricity sourced from nationally and locally sourced wind power. Some of the Company's renewable energy products are certified through Green-e Energy, a renewable energy certification program.

Exclusive Marketing Partnerships

The Company has exclusive marketing partnerships with three telecommunications companies to market the Company's energy service under their brand names and through their respective sales forces and distribution channels. Management estimates that its existing marketing partners have approximately 3.5 million subscribers eligible for our energy service in deregulated markets. Although the Company relies upon the well-established marketing capabilities of these telecommunications companies, the customers acquired through this channel have contractual relationships with the Company. The marketing partner is compensated through commissions based on customer enrolment and energy usage. The Company's exclusive marketing partners are unable to sell competing energy services for the duration of the marketing agreement due to the Company's right of first refusal on entry into new markets, exclusivity in existing markets and regulatory restrictions prohibiting multiple Energy Retailers from marketing under the same name. If a marketing agreement is not renewed at the end of its term, the Company retains the customer contracts and continues to provide electricity and natural gas services to the customer base under its own brand name. Since the inception of this channel in June 2011, management estimates that the Company has a 5% annual penetration rate of eligible subscribers.

The Company currently has exclusive marketing partnerships with the following telecommunication companies:

- *Cincinnati Bell Inc. (NYSE: CBB).* Cincinnati Bell Inc. ("Cincinnati Bell") is a provider of telecommunication services with annual revenues of \$1.5 billion for the year ending December 31, 2011. Cincinnati Bell had 1,365,600 subscribers as at December 31, 2011, comprised of 621,300 local access lines, 257,300 high-speed internet subscribers (218,000 digital subscriber line subscribers and 39,300 Fioptic internet subscribers), 447,400 long distance lines and 39,600 Fioptics entertainment

subscribers. Through its marketing arrangement with Cincinnati Bell, Cincinnati Bell Energy, LLC, a wholly owned subsidiary of the Company, began marketing electricity in June 2011 and natural gas in November 2011 to customers in Ohio.

- *FairPoint Communications, Inc. (NASDAQ: FRP).* FairPoint Communications, Inc. ("FairPoint") is a provider of telecommunication services in 18 states, serving mostly rural and small urban markets and has annual revenues of \$1.0 billion for the year ending December 31, 2011. FairPoint had 1,346,894 subscribers of access line equivalents as at December 31, 2011, comprised of 645,453 residential access lines, 311,241 business access lines, 76,065 wholesale access lines and 314,135 high speed data subscribers. Through its marketing arrangement with FairPoint, FairPoint Energy, LLC, a wholly owned subsidiary of the Company, began marketing electricity in June 2012 to customers in Maine and New Hampshire.
- *Frontier Communications Corporation (NASDAQ: FTR).* Frontier Communications Corporation ("Frontier") is the largest communications services provider in the United States that focuses on rural areas and small and medium-sized towns and cities. Operating in 27 states, Frontier had annual revenues of \$5.2 billion for the year ending December 31, 2011. Frontier had 3,267,487 residential access lines, 1,999,429 business access lines, 1,764,160 high speed internet subscribers and 557,527 video subscribers as at December 31, 2011. Through its marketing arrangement with Frontier, FTR Energy Services, LLC, a wholly owned subsidiary of the Company, expects to begin marketing electricity and natural gas, as applicable, in Indiana, Michigan, New York and Ohio starting in the fourth quarter of 2012 and in California, Illinois and Pennsylvania in the first quarter of 2013.

Management expects to continue capitalizing on its existing marketing partnerships and is actively pursuing additional exclusive marketing partnerships.

Network Marketing

The Company uses a network marketing approach, which currently consists of approximately 14,400 independent contractors representing the Viridian Energy brand. Independent contractors receive compensation based upon customer enrolment and monthly energy usage for customers that they enrol directly or indirectly. The Company has an exclusive relationship with these independent contractors, which precludes them from selling competing energy services. These independent contractors rely on existing personal relationships as they market to their network of friends, family members and acquaintances. On average, each new independent contractor enrolls approximately 14 customers during their time working with the Company. The Company most recently launched network marketing in Massachusetts in June 2012 and, through its independent contractors has enrolled more than 8,000 customer accounts in the first three months of marketing. Management anticipates launching its network marketing channel in Delaware and the District of Columbia in January 2013. In our five largest markets, we have achieved the following new customer enrolment through our network marketing channel over the initial 12 month period.

State	Utility	Launch Date	Customers Enrolled After 12 Months
Connecticut	Connecticut Light & Power	August 2009	33,995
New Jersey	Public Service Electric & Gas	May 2010	52,185
New Jersey	Jersey Central Power & Light	August 2010	47,330
New Jersey	Atlantic City Electric	June 2010	29,288
Maryland	Baltimore Gas & Electric	July 2010	31,595
Illinois	Commonwealth Edison	August 2011	33,054

Telemarketing and Door-to-Door

The Company maintains third-party relationships with 13 telemarketing companies and 10 door-to-door companies, representing more than 500 individual agents who market energy services on behalf of the Public Power brand. Although telemarketers and door-to-door sales agents are paid an upfront commission when customer accounts are approved by the utility, it is refundable if the customer cancels service within 90 days of

such approval. For the twelve months ending June 30, 2012, Public Power acquired an average of 7,708 new customers per month through telemarketing and door-to-door activities. The Company's telemarketing and door-to-door channels can quickly be deployed in different areas as market opportunities arise.

Customer Win Back Program

The Company has a dedicated win back team comprised of 73 customer service professionals based out of our call centre in Florida. The team contacts customers that have recently terminated service or notified the utility of their intention to terminate service to encourage them to re-enroll. The cost to retain a customer under the win back program compares favorably with new customer acquisition costs. Launched by Public Power in May 2011, the win back program has measurably reduced net monthly customer attrition for Public Power by nearly 50% for the twelve months ending June 30, 2012. In September 2012, the Company started using the win back platform for other energy brands.

Commercial Sales

The Company's commercial platform provides real-time pricing by rate class and contract administration functionality. The commercial platform is currently in use by the Public Power brand and is distributed through select energy brokers. The Company anticipates leveraging the commercial platform across other energy brands beginning in 2013.

Cost Effective Customer Acquisition Model

The Company has a cost effective customer acquisition model as measured by the payback period for each customer enrolled. The Company measures the payback period as the length of time a customer must purchase energy from the Company for the gross margin received to equal or exceed the customer acquisition costs, including upfront and residual commissions. The Company targets an average payback period of three months or less across all marketing channels. Based on current market conditions, the Company has performed favourably against its target payback period in all of its marketing channels. The Company's commission structure generally entitles it to recoup some or all of its upfront commissions paid for those customers who terminate prior to three months, which further mitigates our risk for such customers.

Prudent Risk Management Culture

The Company has a prudent risk management culture focused on managing credit, commodity, liquidity and foreign currency exchange risk. The Company manages its risk exposure through a Risk Management Policy which management believes enables the Company to operate with a low risk profile and achieve stable operating results. See "Our Business — Risk Management" for more information on the Company's Risk Management Policy.

Credit Risk

The Company believes it has limited credit exposure to its customers as it participates in POR programs. In states where such programs are available, the Company's credit exposure is limited to investment-grade utilities. In non-POR states, the Company assesses the creditworthiness of new applicants, monitors customer payment activities, and administers an active collections program. More than 96% of the Company's customers are in states with POR programs.

See "Industry Overview — Retail Energy Systems — Purchase of Receivables Programs" and "Our Business — Risk Management" for additional information on POR programs, the Company's Risk Management Policy and customer and utility credit risks.

Commodity Risk

The Company believes it has low commodity exposure as it has primarily variable priced customer contracts under which the Company can change the price charged to customers in accordance with energy market conditions. While the mix of variable price and fixed price contracts is subject to change, variable price contracts

currently account for 96% of the Company's total customer contracts. For the remaining 4% of the customers that are on fixed price contracts, the Company maintains a forward hedging program. The Company's hedging strategy is to match exposures with offsetting physical and financial hedges in each delivery month and location whenever possible, or the closest periods and points where the majority of the risk can be mitigated.

See "Our Business — Risk Management" for additional information on the Company's risk management policy and commodity hedging strategy.

Liquidity Risk

The Company believes it has limited exposure to liquidity risk as a result of its relationship with Macquarie Energy. Macquarie Energy is the Company's exclusive supplier of wholesale energy (electricity and natural gas) and hedging products. Macquarie Energy assumes responsibility for meeting the Company's credit and collateral requirements with each ISO and RTO and provides a \$200 million procurement facility and a \$25 million working capital facility, including cash advance and letter of credit capabilities. Macquarie Energy extends trade credit to the Company to buy wholesale energy supply, with all amounts due being payable in the month following delivery of the energy. Macquarie Energy also supplies credit for the Company, at no additional cost, to enter into wholesale energy transactions, within specified limits, with approved wholesale counterparties in order to transact directly with those counterparties where terms and pricing are more favorable to the Company.

See "Our Business — Suppliers" and "Our Business — Principal Agreement with Macquarie Energy" for additional information.

Foreign Currency Exchange Risk

The Crius Group intends to implement a foreign currency hedging program to manage exposure to changes in foreign exchange rates and support the long-term sustainability of Trust distributions. The Company's business generates cash flow in U.S. dollars but Trust distributions are paid in Canadian dollars. The Crius Group's hedging strategy will predominantly consist of forward and other derivative contracts and other derivative products, hedging at least twelve months of anticipated Trust distributions on a rolling basis. Changes in the fair value of the forward and other derivative contracts will partially offset foreign exchange gains or losses on the U.S. dollar distributions received by the Trust Subsidiaries.

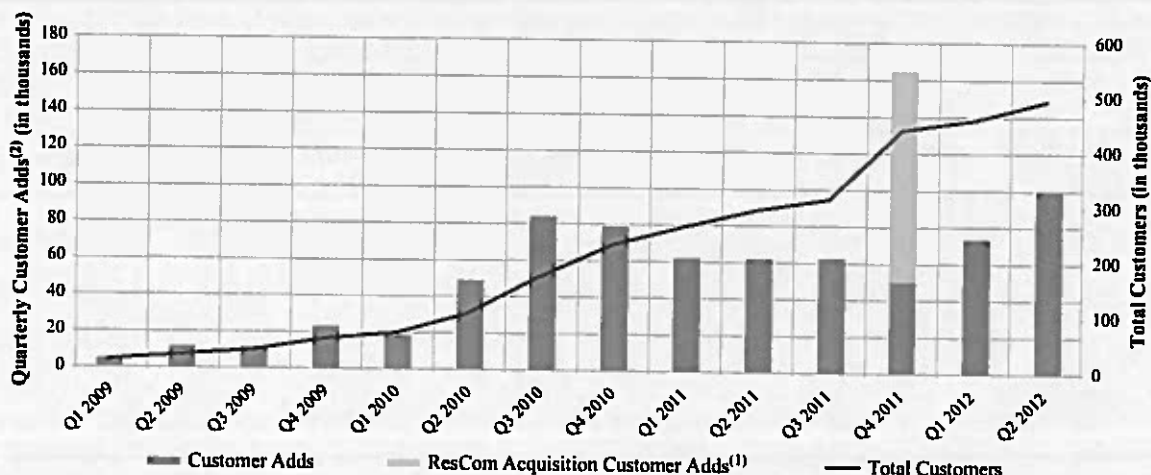
Experienced Management Team

Our management team has more than 40 years of experience in all aspects of the retail energy industry as well as public company experience. Mr. Fallquist is the former Chief Executive Officer of Regional Energy and is the Chief Executive Officer of the Company and the Administrator. Mr. Gries is the former Chief Executive Officer of Public Power and is Chairman of the Board of the Administrator. Mr. Fallquist founded Regional Energy in 2009 and has since grown Regional Energy into a profitable company with more than 271,300 customers as at August 31, 2012. Mr. Fallquist received the Ernst & Young Entrepreneur Of The Year® 2012 Award in the Cleantech category for the New York region. Mr. Gries acquired Public Power in 2009 and has since grown Public Power, both organically and through acquisitions, into a profitable company with more than 244,300 customers as at August 31, 2012. Mr. Gries is also director of several investment funds, through which he has managed investments in excess of \$100 million, excluding the interests in Public Power. Mr. Gries also sits on various boards, including the board of the University of Tampa. Our experienced management team also includes Mr. Bhullar (Chief Financial Officer), Ms. Fox (Senior Vice President and General Counsel), Ms. Boehme (Senior Vice President, Marketing and Brand Strategy) and Mr. Chester (Vice President, Operations). For additional details regarding the qualifications and experience of our management team, see "Trustee, Directors and Management".

Opportunities for Growth

The Company has several growth initiatives, including expanding marketing efforts in the states in which we currently operate, expanding into new states, cross selling additional energy products to our existing customers, increasing our commercial customer base and opportunistically acquiring Energy Retailers. The graph below illustrates the approximate number of customers added by quarter, both organically and through acquisition, by Public Power and Regional Energy combined, including the acquisition of ResCom in November 2011.

Quarterly Customer Adds and Total Customers: January 2009 to June 2012



Note:

- (1) A total of 163,579 customers were added during Q4 2011, approximately 114,000 of which were attributable to the ResCom Acquisition.
- (2) Represents the gross number of customers added per quarter, inclusive of customers retained through the win back program.

Organic Growth

The Company plans to sustain its organic growth in existing and new states through its diversified sales and marketing platform. Excluding growth from acquisitions, the Company added new customers at an average monthly growth rate of approximately 14%, which equates to an average of approximately 16,000 new customers each month, between January 1, 2009 and June 30, 2012.

Management intends to grow the Company organically and increase its customer base using the following growth strategies.

Expand marketing efforts in our existing states.

Each of the Company's energy brands is positioned to provide customers with a unique value proposition. For example, the Public Power brand offers a loyalty program whereas the Viridian Energy brand offers affordable green electricity and natural gas with a commitment to sustainability. Currently, not all of the Company's brands are marketed throughout each of the states in which the Company operates. Management intends to increase its customer base by expanding our diversified marketing channels and multiple brand offerings within our existing states. There are markets in which both Public Power and Regional Energy operate in currently or expect to operate in within the next 6 months: Connecticut, the District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio and Pennsylvania. The combined share of retail sales of Public Power and Regional Energy in the states for the year ended 2011 was less than 1% of all eligible electricity load, with the exception of Connecticut, where the combined share was 4%, and New Jersey, where the combined share was 1.5%. Accordingly, management believes that the risk of direct competition between its marketing channels and brands is low. In addition, the Company is actively developing new exclusive marketing partnerships to gain access to the customer relationships, distribution channels and sales infrastructure of well-known companies with recognizable brands. For example, we anticipate that once launched, our strategic partnership with Frontier Communications Corporation, through the FTR Energy Services brand, will enable us to access Frontier Communications Corporation's existing customer relationships in California, Illinois, Indiana, Michigan, New York, Ohio and Pennsylvania. This will provide a low cost marketing channel to reach new customers both in states in which we already operate as well as in those which we do not.

Expand to new states in which we do not currently operate.

Management believes that the Company's business model and operations could be expanded to provide energy services to most or all of the deregulated electricity and natural gas states in the United States. Management plans to enter into several new states over the next 12 months, including the electricity market in Delaware and natural gas markets in California, Illinois, Indiana, Michigan and Virginia. In addition, management believes there may be opportunity to enter several additional states in the future, including the electricity market in California (commercial only) and Rhode Island and the natural gas markets in the District of Columbia, Maryland and Massachusetts; however, the Company has no definitive plans at this time. When evaluating the merits of expanding into a new state, management will generally consider the nature of the retail electricity and natural gas regulatory regime, the rate of Energy Retailer penetration, the ability to provide a competitive value proposition to customers, availability of existing or new marketing channels, and capital and credit requirements in the state. Management will also consider the utility's rate setting process, the state specific rules and rate classes which restrict customer eligibility, the billing structure and the rate structure and whether the state offers a POR program. See "Industry Overview — Retail Energy Systems" for additional information on these considerations.

The table below provides a summary of electricity markets for each of California, Delaware and Rhode Island and a summary of natural gas markets for California, District of Columbia, Illinois, Indiana, Maryland, Massachusetts Michigan, and Virginia.

Addressable Growth Market

	California ⁽¹⁾	District of Columbia	Delaware	Illinois	Indiana	Rhode Island	Maryland	Massachusetts	Michigan	Virginia	TOTAL
Electricity											
Residential	Eligible Customers (2011)	-	-	300,203	-	-	300,700	-	-	-	600,903
	Customers Served by Energy Retailers (2011)	-	-	10,836	-	-	3,091	-	-	-	13,927
	Market Penetration (%)	-	-	4%	-	-	1%	-	-	-	2.3%
	Five Year Change in Market Penetration (2007 to 2011) ⁽¹⁾	-	-	2%	-	-	1%	-	-	-	-
Non-Residential	Eligible Consumption (2011, million kWh)	123,381,247	-	5,310,879	-	-	4,530,307	-	-	-	133,242,433
	Consumption Served by Energy Retailers (2011, million kWh)	21,822,618	-	4,037,374	-	-	2,328,900	-	-	-	28,188,893
	Market Penetration (%)	18%	-	76%	-	-	51%	-	-	-	21%
	Five Year Change in Market Penetration (2007 to 2011) ⁽¹⁾	3%	-	8%	-	-	28%	-	-	-	4%
Purchase of Receivables⁽²⁾											
	N	-	N	-	-	N	-	-	-	-	-
Natural Gas⁽³⁾											
Residential	Number of Eligible Customers ⁽⁴⁾	10,515,162	138,396	-	2,908,454	150,000	-	1,042,341	1,336,416	3,136,895	19,889,317
	Number of Participating Customers ⁽⁴⁾	34,391	12,368	-	271,067	93,599	-	125,366	1,547	340,189	934,238
	Market Penetration (%)	0%	9%	-	9%	62%	-	12%	0.1%	11%	5%
Non-Residential	Number of Eligible Customers ⁽⁴⁾	447,160	12,894	-	254,183	20,000	-	77,618	142,950	233,977	1,237,314
	Number of Participating Customers ⁽⁴⁾	29,629	4,752	-	49,538	14,735	-	22,539	15,928	49,551	197,996
	Market Penetration (%)	7%	37%	-	19%	74%	-	29%	11%	21%	16%
Purchase of Receivables⁽²⁾											
	N	N	-	N	N	-	Y	N	Y	N	-

Sources:

KEMA Retail Energy Outlook, Q1 2012; U.S. EIA, Retail Sales of Electricity to Ultimate Customers by End-Use Sector; U.S. Energy Information Administration, Form EIA-861, "Annual Electric Power Industry Report"; U.S. EIA, Natural Gas Residential Choice Programs, May 2010.

Notes:

- (1) Five year change calculated as the difference in market penetration between the fiscal year ending 2007 and fiscal year ending 2011.
- (2) Residential electricity customers in the state of California are not deregulated.
- (3) See "Industry Overview — Retail Energy Systems — Purchase of Receivables Programs".
- (4) In this case, the number of customers is measured as the number of customer subscriptions and not as the residential customer equivalents, as defined herein.
- (5) All natural gas statistics are provided as at December 2009.

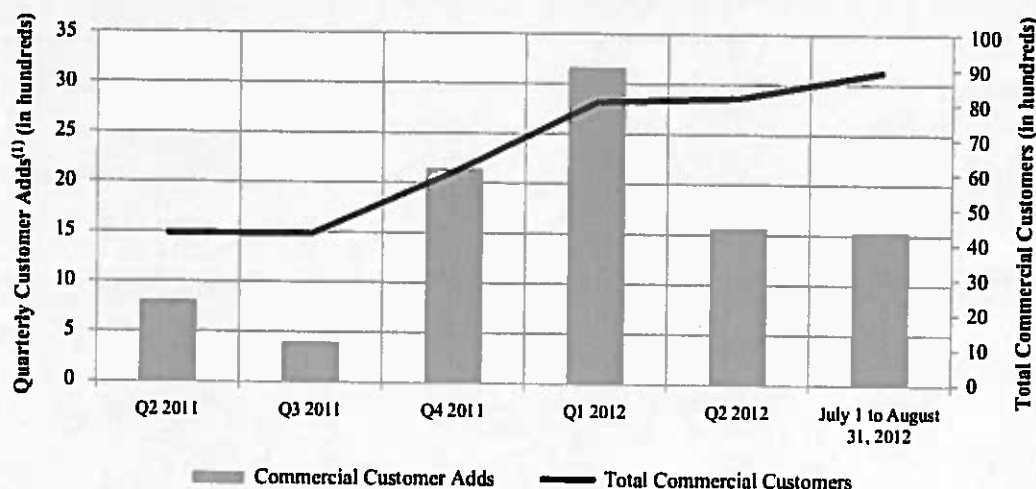
Cross-sell our products to existing customers.

The Company plans to increase its efforts to supply both electricity and natural gas to more of its customers. Cross-selling is expected to increase the number of customers purchasing multiple commodities from the Company, resulting in higher revenue per customer, lower acquisition costs and reduced customer attrition. Among other strategies to cross-sell our energy products, the Company plans to begin cross-selling additional energy products as part of its ongoing win back program in the near future.

Increase commercial sales.

The Company plans to expand its sales efforts with commercial customers by leveraging our commercial platform. The commercial platform, currently in use by Public Power, includes a web-based interface that provides real-time pricing by rate class and contract administration functionality. Management anticipates that the commercial platform positions the Company to be more competitive in the commercial segments in which we currently serve (small- to medium-size commercial customers) while also providing the Company the opportunity to expand into the large commercial and industrial segment. The Company anticipates launching a more comprehensive commercial platform that utilizes the commercial platform under the Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services brands in 2013. As demonstrated in the chart below, the Company's commercial platform has resulted in significant growth in the commercial market under the Public Power brand over the last five quarters and management believes commercial customer growth will be accelerated as the commercial platform is applied to other brands.

Quarterly Commercial Customer Adds and Total Commercial Customers: April 2011 to August 2012



Note:

- (1) Represents the gross number of customers added per quarter, except for Q3 2012, which represents the period from July 1, 2012 to August 31, 2012.

Acquisition Growth

The Company intends to grow through strategic acquisitions of small Energy Retailers (fewer than 200,000 customers). Management believes there is a significant opportunity to participate in the consolidation of smaller market participants. The retail energy industry in the United States is fragmented and the vast majority of residential Energy Retailers are smaller participants. Management believes that small Energy Retailers generally have limited access to credit and lack exit alternatives to monetize their investment. Management believes a lack of competition in pursuing small Energy Retailers exists and this dynamic creates an attractive opportunity for the Company to acquire small Energy Retailers at accretive valuations.

The Company's operational infrastructure, management expertise and core business functions are in place to support acquisitions. The Company uses industry leading and scalable business process outsourcing providers to manage all aspects of the business, including electronic data interchange, customer information management, energy forecasting and sales force commissioning. Management believes that our outsourcing strategy supports our expansion plans, both organically and through acquisitions, without requiring significant capital investment or overhead costs. In November 2011, Public Power successfully completed the ResCom Acquisition which included approximately 114,000 customers and the option to acquire additional customer accounts in New Jersey. The acquisition was accretive and the additional customers were added to the platform without a significant increase in overhead costs or the number of employees.

See "Industry Overview — Retail Energy Market Opportunities" for additional information on the retail energy market in the United States.

Suppliers

The Company has a five-year agreement with Macquarie Energy, pursuant to which Macquarie Energy will be the Company's exclusive supplier of wholesale energy (electricity and natural gas) and hedging products. Macquarie Energy has been Regional Energy's exclusive supplier of energy since 2010. An affiliate of Macquarie Energy is a minority securityholder of the Company. For information regarding the Company's agreements with Macquarie Energy, see "Our Business — Principal Agreement with Macquarie Energy".

Macquarie Energy is a leading energy trading company with an active market presence at most major natural gas delivery locations in North America and in the PJM, MISO, CAISO, ISO-New England, NYISO, WECC and ERCOT ISO electricity markets. Macquarie Energy's customers include municipal and regional utilities, power producers, industrial end-users, government and financial institutions, and other energy marketers. Macquarie Energy, a subsidiary of Australia based Macquarie Group Limited, operates in Canada, Mexico and the United States. Founded in 1969, Macquarie Group Limited has a market capitalization of over \$10 billion, investment grade credit ratings (Standard & Poor's BBB rating, Moody's Investors Service A3 rating) and employs 14,200 people in 73 locations around the globe.

Management believes the agreement with Macquarie Energy provides the Company with a stable and scalable source of energy supply and financing that will accommodate the Company's growth and expansion plans. See "Our Business — Principal Agreement with Macquarie Energy" for additional information.

Risk Management

Management operates under a set of corporate risk policies and procedures relating to the purchase and sale of electricity and natural gas, general risk management and credit and collections functions. The Company's energy procurement department is responsible for managing the Company's commodity positions (including energy procurement, capacity, transmission, renewable energy, and resource adequacy requirements) within risk tolerances defined by the Risk Management Policy. The risk management department, which is separated from the energy procurement department, is responsible for monitoring these positions to ensure compliance with the limits established by the Risk Management Policy. In addition, the board of the Company has a responsibility to oversee management's exercise of these functions and compliance with the Company's Risk Management Policy. Under the terms of the Company's Base Confirmation Agreement with Macquarie Energy, the Risk Management Policy has been approved by Macquarie Energy and the Company is required to be in compliance with it at all times.

Commodity Hedging Strategy

The Company's primary risk management objective is to maintain a volumetric and price neutral position in energy markets. The Company maintains a forward hedging program for all fixed price products. The Company's hedging strategy is to match exposures with offsetting physical and financial hedges in each delivery month and location whenever possible; or the closest periods and points where most of the risk can be mitigated. Over-the-counter ("OTC") swaps, futures, or physical fixed price hedges may be used to offset outright price exposure. Basis swaps or physical basis may be used to offset basis exposure. Physical basis is the difference between the price of electricity or natural gas at a market hub and the price at the actual delivery location. OTC

options may be used to offset price risk from price caps or floors embedded in variable products. Swing physical or financial options may be used to hedge daily balancing requirements. OTC options and weather swaps or options may be used to offset weather related volume risks.

Customer Credit Risk

The Company's credit risk management policies are designed to limit customer credit exposure, with a target of bad debt expense not to exceed 2.5% of revenue. Credit risk is managed through participation in POR programs in states where such programs are available and, in non-POR states, the Company assesses the creditworthiness of new applicants, monitors customer payment activities and administers an active collections program. Using risk models, past credit experience and different levels of exposure in each of the markets, the Company monitors its aging, bad debt forecasts and actual bad debt expenses and continually adjusts as necessary.

In POR states (recourse and non-recourse), the Company does not require a credit check as part of the customer enrolment process. In New Jersey, a recourse POR state where the Company has exposure if the customer is in default for 60 days (electricity) or 120 days (natural gas), the Company has instituted a proactive approach to managing customer credit risk by reviewing monthly customer arrears reports from the utilities. In POR markets, where credit exposure is primarily to the state utility, all utilities that the Company deals with are investment-grade with an average credit rating of BBB+ from Standard & Poors and Baa2 from Moody's Investors Service. Several additional states have indicated that they are considering adopting POR programs, including the District of Columbia, Massachusetts and New Hampshire.

In non-POR states, the Company requires a credit check as part of the customer enrolment process. Currently, the only states without a POR program in which the Company operates are Maine, Massachusetts, New Hampshire, and Ohio (select markets only). All new applicants in non-POR markets are subject to credit screening prior to acceptance as a customer. The Company utilizes the TEC (Telecommunications, Energy, Cable) score from Experian Information Solutions, Inc., based on credit reports and industry specific risk models, to review the creditworthiness of potential new residential customers. The credit screening process utilizes a number of different customer credit history data points and customer reporting models in order to balance bad debt targets with customer acquisition targets. In non-POR markets, prior to the Combination, Public Power did not obtain credit scores for approximately 14,000 non-POR customers, as these markets constituted a very small portion of their customer base. The Company's current policy is to obtain credit scores for all new non-POR customers.

Volumetric Risk

The Company's energy procurement department manages the Company's supply and demand portfolio positions. It forecasts the load for each state in which the Company serves customers, basing its forecasts on load profiles for applicable customer classifications, number of meters and seasonal weather patterns. Load forecasting is performed using third party software from the Energy Services Group Inc. ("ESG"). ESG's forecasting system provides load forecasts through the use of load profiles and historical usage data. Where applicable, the system also performs a regression analysis using the data provided by the utility along with forecasted weather information from an industry standard national weather services provider. Once a representative load for each hour, by season, and by day type for each utility load profile classification has been generated, loss factors as available at the market, utility, and/or congestion zone level are applied to the results to account for the loss between the generation point and delivery point. Load forecasting is validated by the Company's energy procurement department and the risk management department.

Exposure Limits

The Company's risk management structure is intended to proactively establish conservative limits on open commodity positions. As an overriding principle, speculative commodity positions are prohibited. Hedge limits and guidelines for hedging variable price customer contracts and fixed price customers contracts are firm and must be adhered to, and any deviation is considered a risk violation. For variable price contracts, the energy procurement department may procure up to 100% of the expected load in the current and immediately

following month. The energy procurement department may also procure up to 50% of the expected load up to the sixth month past the current month if certain predetermined conditions are met. For fixed price contracts, the energy procurement department is required to be between 90% to 110% hedged for the aggregate portfolio and between 80% to 120% hedged for each individual month for the duration of the fixed price customer contracts. The maximum term of all fixed price contract hedges is 25 months past the current month.

Guidelines and limits for natural gas inventory storage injections and withdrawal are dictated by, and set forth in, the tariff for each pipeline or utility. Authorized personnel entering into transactions for the purchase and sale of energy have a \$20 million transaction limit. Both the Chief Financial Officer and the Chief Executive Officer are authorized to further increase the daily limit by an additional \$20 million, but neither is authorized to initiate such transactions.

Renewable Energy Certificates

The Company relies on renewable energy certificates ("RECs") to satisfy the renewable portion of the Company's energy products. RECs are generally not bought directly from the generators but are instead purchased in the secondary market from REC brokers. Generally, the Company purchases RECs in arrears as it delivers load to customers. The Company forecasts REC prices and incorporates these prices into its customer rate-setting process. In the event that the Company is unable to purchase enough RECs to meet its compliance obligation for its renewable energy products, the Company must pay an alternative compliance penalty ("ACP"). The ACPs are price penalties that are determined on a state-by-state basis within the states' renewable portfolio standard or alternative energy portfolio standard.

Competition

Management primarily views the larger, well-capitalized Energy Retailers as its primary competition in the market. These competitors would include companies such as Direct Energy Inc., Dominion Retail Inc., FirstEnergy Solutions Inc., Just Energy Group Inc. and NRG Energy. These companies generally have diversified energy platforms with multiple marketing approaches and broad geographic coverage. Management regularly reviews their offers and marketing approaches of such competitors to ensure our products have a competitive value proposition to maintain our competitive positioning.

On the contrary, the Company does not view LDCs as competitors, even though 85% of natural gas customers⁽¹⁾ and electric customers⁽²⁾ in the United States obtained their supply of energy from LDCs in 2009 and 2010. LDCs are the supplier for customers who have not previously made an active decision to switch to an Energy Retailer or have previously received service from an Energy Retailer but have switched back to the LDC. In general, LDCs do not actively seek to obtain or retain customers as, per regulatory statutes, they are not allowed to profit from supplying electricity or natural gas to the customer. LDCs are responsible for delivering energy to customers regardless of whether they have an energy supply contract with an Energy Retailer.

Management views regulated utility pricing, referred to as the "price to compare" set by utilities, as the competitive benchmark in each state in which the Company operates. Where possible, the Company strives to supply products to customers that offer a competitive value proposition relative to the price to compare.

The degree of market penetration by Energy Retailers is generally correlated with the length of time the market has been deregulated and the regulatory framework within that market. This trend has been observed across both natural gas and electricity markets as well as across both residential and commercial and industrial customer segments.

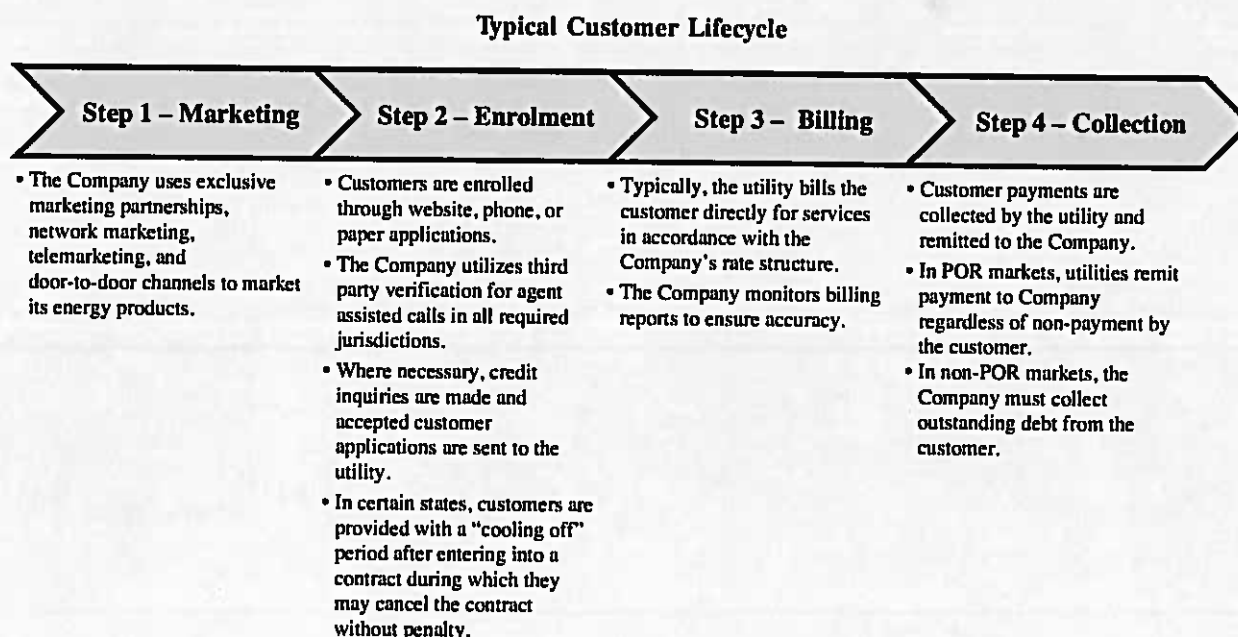
⁽¹⁾ U.S. EIA, Natural Gas Residential Choice Programs — U.S. Summary, as at year-end 2009.

⁽²⁾ U.S. EIA, Electric Power Annual 2010 Data Tables and KEMA Retail Energy Outlook, Q1-2012.

Customer Energy Contracts

Typical Customer Lifecycle

The following chart depicts the typical customer lifecycle for the Company.



Fixed and Variable Contracts

The Company’s customers purchase electricity and/or natural gas under energy contracts with standard terms and conditions. The Company offers variable price contracts with a month-to-month term and a rate subject to change at any time or fixed price contracts under which there is a fixed contract term of up to 24 months and a fixed price for the term. Fixed price contracts have an early termination fee in the event the customer terminates service prior to the end of the fixed contract term.

For variable price contracts, the Company charges customers a price that varies in accordance with market fluctuations. The price charged to customers is derived from, among other factors, the Company’s wholesale cost of energy plus a margin which generally allows the Company to maintain operational margins independent of natural gas and electricity market conditions. This permits the Company’s customers to benefit from pricing that generally reflects prevailing natural gas and electricity market conditions. For fixed price energy contracts, customers buy energy from the Company at a fixed price over the term of the contract. This permits the Company’s customers to eliminate or reduce their exposure to changes in natural gas and electricity prices for the term of the contract.

Billing and Collection

Currently, the Company only operates in markets with utility consolidated billing, in which customers receive a bill directly from their utility that includes the amount charged by the Company for supplying the energy plus the applicable utility charges for delivery, transmission and transportation. In such markets, the utility is responsible for all collection activities. However, in non-POR markets, in the event that a customer does not make payment to the utility in a timely fashion, the Company collects through both in house and external third party collectors.

Contract Termination and Customer Win Back

During the twelve months ending June 30, 2012, the Company has experienced a yearly gross attrition rate, net of win backs, of 3.0% per month. To help reduce net customer attrition, the Company uses a win back

program to contact customers that have terminated or have indicated their intention to terminate their service with the Company. See "Our Business — Business Strengths — Diversified Sales and Marketing Platform — Customer Win Back Program" for a description of the Company's win back program.

The Company's variable contracts can be terminated by the customer without penalty upon the expiry of the applicable notice period. The Company's residential fixed contracts may not be terminated by the residential customer prior to the expiry of their term unless the customer pays an early termination fee of approximately \$50. Under commercial contracts, fees vary depending on hedging terms, expected margins and other factors.

In most states in which the Company operates, customers who decide to switch energy providers, or who are moving their service, are required to give notice to their utility, new Energy Retailer or existing Energy Retailer. Once the utility is notified of the customer's decision to switch or move their service, the utility notifies the Company.

If a customer has fallen behind on payments, the customer may be dropped by the Energy Retailer from competitive supply service. Prior to being dropped by the Energy Retailer, the customer is required to be notified in accordance with state rules. If there is an outstanding debt and the utility is no longer responsible for remitting payment to the Company on behalf of the customer (non-POR states and recourse POR states), the Company pursues debt collection even after the drop has occurred.

Customer Service Centres

The Company operates two customer service centres one located in Connecticut and one in Florida. Any of the Company's customers can call the customer service centres directly, where sales representatives are equipped to enroll customers for any of our products through a secure internal online enrolment application. At this time, the Florida customer service centre is primarily used for inbound and outbound customer win backs.

Information Technology and Software

Energy Operations

The Company uses third party systems to manage its electronic data interchange ("EDI") and customer information systems ("CIS") which represent the required infrastructure to interact with the LDCs and manage customer information. The Company currently uses two companies to manage its requirements in these areas which include ESG and EC Infosystems ("ECI").

- *EC Infosystems.* Founded in 1995, ECI is an industry certified CIS and EDI professional services company located in Uniondale, New York. ECI is currently servicing more than 300 clients in USA, Europe, Canada and Mexico.
- *Energy Services Group, Inc.* Founded in 1997, ESG is industry certified and the largest EDI vendor in North America servicing more than 100 EDI clients representing over 7.8 million meters throughout 110 utilities. ESG also provides billing and customer information systems and services to 32 clients representing over 1 million meters throughout 85 utilities. ESG also provides energy load forecasting services including forecasting, scheduling and settlement to 17 clients. ESG is located in Rockland, Massachusetts and currently employs more than 100 people. ESG's senior management has over 180 years of energy industry experience.

Energy Load Forecasting

The Company uses third party systems, provided by ESG, for energy load forecasting. See "Our Business — Risk Management — Volumetric Risk" for a description of the energy load forecasting methodology.

Sales Force Management

The Company uses third party systems to provide an online back office application to all of its independent contractors. The application provides access to proprietary information that may be used to promote the development of an independent contractor's network and increase the sale of energy services. The application provides information about current promotions, business growth and commission payments. The Company currently uses Jenkon International Inc. to manage these requirements, but is currently in the process of transitioning to Data Paradigm, Inc.

Employees

The Company has 188 of employees as at August 31, 2012 in the following departments:

- sales and marketing (27);
- operations (120);
- finance (8);
- energy supply and risk management (5);
- legal, regulatory and compliance (9); and
- administration (19).

Facilities

The Company does not own any real property. The table below summarizes the leases of real property entered into by the Company as at August 31, 2012.

Location	Square Feet	Function	Term
1055 Washington Boulevard, Stamford, Connecticut	23,800	Crius Energy Headquarters ⁽¹⁾	Expires August 30, 2016
6469 and 6471 102nd Ave, N. Pinellas Park, Florida	9,451	Customer Call Centre	Expires May 31, 2015
64 North Main Street, South Norwalk, Connecticut	6,000	Former Regional Energy Headquarters	Expires August 2013 (the Company intends to sublet the location after October 2012)
39 Old Ridgebury Road Danbury, Connecticut	4,380	Former Public Power Headquarters	November 1, 2012 ⁽²⁾
2650 Park Tower Drive, Suite 199, Vienna, Virginia	982	Commercial Pricing	Expires February 2013

Notes:

- (1) Effective October 1, 2012, the Company moved into its new corporate headquarters in Stamford, Connecticut.
- (2) The original term of the lease expired in January 2014. Pursuant to the resolution of a summary process action, the lessor was granted possession of the premises. Upon agreement between the parties, \$162,000 was placed in escrow for potential damages arising out of a related claim by the lessor and, as agreed, Public Power vacated the premises by November 1, 2012.

To the extent the Company needs to add additional employees to support increased operations, the Company's recently acquired office space in Stamford, Connecticut has sufficient capacity to accommodate any additions. The Company moved into its new corporate headquarters in Stamford, Connecticut in October 2012.

Environmental Protection

The Company does not view potential environmental liabilities as a concern in its business. The Company does not have physical control of the natural gas or electricity it supplies to customers, or of any facilities used to transport it. Therefore, any potential liability of the Company for the natural gas or electricity it supplies to its customers is considered to be relatively remote.

Intellectual Property

The Company regards its trademarks, trade names and other intellectual property as important to its success. The Company relies on a combination of laws and contractual restrictions with employees, independent contractors and others to protect proprietary rights. The Company has registered a number of trademarks and service marks in the U.S., including certain of our brand names. "Viridian", "Public Power", "V", "Power with Purpose" and "Everyday Green" are registered trademarks of the Company in the United States. The Company also has applications pending in the United States to register the trademarks "Pure Green", "Sustainability Initiative" and "7 Continents in 7 Years".

Principal Agreement with Macquarie Energy

On September 18, 2012, the Company, Regional Energy, Public Power and their consolidated subsidiaries (collectively the “Buyer Group”) entered into an energy supply and financing agreement (the “Base Confirmation Agreement”) with Macquarie Energy. The Base Confirmation Agreement is part of a structured transaction pursuant to which Macquarie Energy supplies the Buyer Group with natural gas and electricity on an exclusive basis within the states in which they operate and also provides a working capital facility.

Under the Base Confirmation Agreement, the Buyer Group must obtain quotes for the quantity of electricity or natural gas it wishes to purchase from Macquarie Energy. If the Buyer Group does not accept the quote or Macquarie Energy declines to produce a quote, the Buyer Group may enter into an agreement with an approved third party through Macquarie Energy on terms acceptable to Macquarie Energy (a “Third Party Hedge”). Upon entering into a Third Party Hedge, Macquarie Energy and the Buyer Group will automatically enter into a corresponding back-to-back transaction agreement on equivalent terms to the Third Party Hedge (a “Sleeved Transaction”). If on any day the power or natural gas sleeve ratio (the sum of Sleeved Transaction volumes, other than volumes arising from Sleeved Transactions for which Macquarie declined to provide a quote, divided by the sum of the volumes of all permitted physical or financial hedge transactions directly between Macquarie Energy and the Buyer Group) exceeds 30% for the immediately preceding twelve full calendar months, Macquarie Energy will have no obligation to enter into any Sleeved Transaction for the subsequent three month period following such day.

Macquarie Energy is only required to enter into a Third Party Hedge and any related Sleeved Transaction if: (a) Macquarie Energy has rejected, failed to respond to or quoted a price which was higher than a quote received by the Buyer Group from an approved third party; (b) no event of default, potential event of default or termination event under the Base Confirmation Agreement or any related document has occurred; and (c) the Third Party Hedge does not have to be cleared through an exchange.

The approved third parties for a Third Party Hedge are specified in the Base Confirmation Agreement. This list can be updated at any time provided that at all times it includes at least ten approved third parties with a sufficient amount of credit capacity to permit Buyer Group purchases up to the limits specified under the Base Confirmation Agreement.

Pricing and Payment

Pricing and Minimum Annual Payment

All of the Buyer Group’s purchases of electricity and natural gas are set using market-based pricing. Purchases of permitted financial and physical hedges, and physical and financial sleeved transactions, will be transacted at prices agreed to between Macquarie Energy and the Buyer Group, together with any additional corresponding fees.

The Buyer Group is required to pay a minimum annual fee equal to the amount of energy fees that the Buyer Group would have paid Macquarie Energy in a year had the Buyer Group purchased the applicable specified minimum annual volume for natural gas and electricity for such year. The minimum annual fee in any year is reduced, on a dollar-for-dollar basis, by the amount of energy fees actually paid by the Buyer Group for natural gas and electricity purchased during such year.

Lockbox Accounts

The Buyer Group is required to direct all LDCs, POR utilities, non-POR utilities and ISOs serving the Buyer Group’s customers, as well as non-POR customers, to remit all customer payments into designated restricted bank accounts (the “Lockbox Accounts”) for which Macquarie Energy has been designated the administrator by the Buyer Group. Each month, the Buyer Group is required to initiate a request to transfer funds from the Lockbox Accounts to Macquarie Energy for the energy supplied and other fees and interest due under the Base Confirmation Agreement.

If the Lockbox Accounts contain insufficient funds on the applicable payment date, Macquarie Energy may, on a daily basis, transfer or direct the Buyer Group to transfer all incoming amounts received into the Lockbox Accounts into Macquarie Energy’s bank accounts until its invoices have been paid in full.

At the end of each month, provided that (i) no event of default, termination event or potential event of default has occurred, (ii) Macquarie Energy has been paid in full for all amounts owing under all then

outstanding monthly invoices, (iii) Macquarie has not received notice that any amount owed to any party is then currently past due, and (iv) the requested distribution would not result in a breach of any covenant, the Buyer Group may submit a request to Macquarie Energy to transfer funds from the Lockbox Accounts into a bank account of the Buyer Group that is not subject to the Lockbox Account restrictions (the "Operating Account"), in which case Macquarie Energy is required to consent to the transfer of funds into the Operating Account as soon as reasonably practicable, but in no event later than one business day following the request.

Working Capital Facility

Under the Base Confirmation Agreement, Macquarie Energy also agreed to advance funds to the Buyer Group under the terms of a standby working capital facility (the "Working Capital Facility"), provided that at the time of the funding request: (i) the Buyer Group is not subject to an event of default, potential event of default or termination event as described in the Base Confirmation Agreement; and (ii) such request does not cause the Working Capital Facility exposure to exceed \$25 million. Interest on cash advances under the Working Capital Facility is payable at a rate equal to LIBOR plus 5.5% per annum.

Letters of Credit

Pursuant to the Base Confirmation Agreement, Macquarie Energy will issue one or more letters of credit on behalf of the Buyer Group, provided, among other things: (a) any letter of credit issued is for the sole purpose of satisfying the credit requirements imposed upon the Buyer Group by a host utility, non-POR utility, natural gas pipeline or natural gas storage operator, ISO, governmental authority, state commission or public service commission; (b) the letter of credit, taken together with any balance owing under the Working Capital Facility, does not cause the Working Capital Facility to exceed \$25 million; and (c) the terms are otherwise satisfactory to Macquarie Energy in its reasonable discretion.

To the extent Macquarie Energy posts collateral to any third party on behalf of the Buyer Group, the Buyer Group will ensure such third party returns all such collateral directly to Macquarie Energy when it is no longer required to be posted with such third party. Under no circumstances will the Buyer Group be permitted to post a letter of credit issued pursuant to the Base Confirmation Agreement to Macquarie Energy as collateral to satisfy any obligation under the Base Confirmation Agreement.

Security Interest Given Under Base Confirmation Agreement

The Base Confirmation Agreement and related agreements grant Macquarie Energy a first priority security interest in all property and assets (whether real, personal, or mixed, tangible or intangible) ("Collateral") of the Buyer Group, including the Company's equity securities in Crius Energy Management, LLC, prior and superior in right to any other person to the extent a lien can be created and perfected under the *Uniform Commercial Code*, subject to any permitted liens. The Buyer Group must take all necessary steps to ensure that Macquarie Energy continues to have a first priority security interest in all of the Collateral and to protect against the establishment of third party liens.

Notable Representations and Covenants

The Base Confirmation Agreement contains customary representations and covenants by the Buyer Group relating to the business and operations of the Buyer Group, including in connection with the ownership and maintenance of assets, regulatory approvals, compliance with laws, insurance, taxes, delivery of financial information, incurrence of indebtedness, and the maintenance of certain financial ratios, including minimum total net worth and minimum margin ratios, as well as an ongoing representation regarding the absence of any event or circumstance that could reasonably be expected to have a material adverse effect. In addition, the Base Confirmation Agreement contains the following covenants by the Buyer Group.

Business Operations in Specified Markets

The Buyer Group shall not enter into any business, directly or indirectly, except for the sale of retail natural gas and electricity in the Specified Markets, certain ancillary services or the provision of other products agreed upon in writing by Macquarie Energy, and all services and activities reasonably related to the foregoing to the extent not prohibited under the Base Confirmation Agreement and certain ancillary agreement with Macquarie Energy. "Specified Markets" means Pennsylvania, Connecticut, Maryland, New York, New Jersey, Illinois, Ohio,

New Hampshire, Maine, Rhode Island, Michigan, Indiana, California, Virginia, Delaware, District of Columbia, CAISO, PJM, ISO-New England, NYISO, MISO and each other market in the United States which Macquarie Energy has, in its sole discretion, approved in writing for inclusion as a Specified Market.

Risk Management Policy

The Buyer Group is required to comply with the Risk Management Policy. Within 60 days prior to each anniversary of the effective date of the Base Confirmation Agreement, the Buyer Group is required to review the Risk Management Policy with Macquarie Energy and make such changes as the Buyer Group and Macquarie Energy mutually agree are commercially reasonable based upon the applicable market, industry, economic and customer conditions and business objectives. Furthermore, the Buyer Group may only amend or modify the Risk Management Policy upon written consent of Macquarie Energy.

Distributions

Each member of the Buyer Group is prohibited from making any payment, including any distribution or dividend, to any direct or indirect equity holder of the member (other than to another member of the Buyer Group) unless it is a Permitted Distribution. A "Permitted Distribution", following the Company Interest Acquisition, means a payment made from the Operating Account to equity holders of the Company for purposes of (i) distributing dividends or income to equity owners of the Company, or (ii) reimbursing an equity holder for amounts actually paid in taxes on income attributable to the Buyer Group's business activities, provided that at the time of payment no event of default, potential event of default or termination event has occurred and is continuing.

Independent Directors

The Buyer Group is required to ensure that, following the Company Interest Acquisition, (i) the Company LLC Agreement requires (a) the appointment of at least three independent directors to the board of directors of the Company, (b) at all times, a majority of the members of the board of directors of the Company be independent directors, and (c) the unanimous vote of all of the independent directors shall be required prior to the filing of any voluntary bankruptcy filing or accession to any involuntary bankruptcy filing by the Company or any of its direct or indirect subsidiaries, and (ii) that such independent directors are appointed no later than the consummation of the Company Interest Acquisition. For these purposes, a director will be considered to be independent if he or she: (i) is not a member of management and, in the reasonable opinion of the board of directors of the Company, is free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with the director's ability to act in the best interest of the company for which the individual is a director, (ii) is not an owner of any of the issued and outstanding securities of any member of the Buyer Group, and (iii) does not own, directly or indirectly, as a beneficial holder or as a nominee or associate of a beneficial holder, any of the issued and outstanding securities of any direct or indirect parent of the Company (excluding any securities issued to such individual as compensation for services as a director thereof, provided the issuance complies with certain conditions set out in the Base Confirmation Agreement). The Base Confirmation Agreement provides that, as a general rule, a person who has a material relationship with any member of the Buyer Group will not qualify as independent; however, a person shall not be deemed to have a material relationship with any member of the Buyer Group solely as a result of such person serving as a director of one or more indirect parents of the Company.

Merger or Consolidation

A member of the Buyer Group shall not merge, combine, consolidate, liquidate, wind up its affairs, dissolve itself or change its form or state of organization; provided however, that a member of the Buyer Group may, without the prior consent of Macquarie Energy, (i) merge, combine or consolidate with another member of the Buyer Group, and (ii) enter into agreements to purchase supply contracts from third parties for new customer load that satisfy certain conditions set out in the Basic Confirmation Agreement.

Change of Control

The Base Confirmation Agreement provides that any contract or agreement which could result in a change in ownership of any member of the Buyer Group constitutes an event of default in respect of the member, other than: (i) the sale of certain assets of Cincinnati Bell Energy LLC to Cincinnati Bell Telephone Company LLC

pursuant to certain existing agreements described in the Base Confirmation Agreement; (ii) the Company Interest Acquisition; (iii) changes in ownership resulting from sales of ownership interests in the Company among the owners of the Company as of the date of the Company Interest Acquisition; (iv) changes in ownership resulting from sales of additional ownership interests in the Company to US Holdco; and (v) changes in ownership resulting from the repurchase of ownership interests in the Company by the Company (so long as any such purchase would not result in the violation of any covenant of the Buyer Group). In all other circumstances, a change of control of any member of the Buyer Group will result in an event of default under the Base Confirmation Agreement.

Term

The Base Confirmation Agreement expires upon the earlier of October 1, 2017 and the date on which all transactions entered into in accordance with the Base Confirmation Agreement are terminated.

Early Termination Payment

The Buyer Group may terminate the Base Confirmation Agreement at any time upon 90 days written notice to Macquarie Energy. Upon early termination, the Buyer Group must pay a termination payment equal to the estimated fees that would have been payable during the remaining term (based on specified volumes of natural gas and electricity as set out in the Base Confirmation Agreement), less the actual fees paid by the Buyer Group during the year in which the early termination occurs (and all other years remaining in the term).

Events of Default

In addition to the covenants referred to above, the Base Confirmation Agreement contains various other covenants of the Buyer Group which, if breached, would (subject to an applicable cure period) constitute an event of default such as the failure to maintain a certain minimum net worth, failure to pay taxes and other material third party obligations and limitations on the incurrence of debt, existence of liens or capital expenditures. The Base Confirmation Agreement also contains specific events of default, including the revocation of licenses or permits to market or sell electricity or natural gas in Specified Markets, Macquarie Energy's exposure or permitted hedge exposure exceeding certain limits, or the loss of key management employees (subject to certain cure provisions).

In the event of a default by the Buyer Group, and subject to any applicable cure period, Macquarie Energy is entitled to suspend its performance under or terminate the Base Confirmation Agreement, including the supply of energy to the Buyer Group under the Base Confirmation Agreement. In addition, Macquarie Energy is entitled to accelerate any advances under the Working Capital Facility, and to enforce its liens and foreclose on the Collateral. Furthermore, if the breach giving rise to the default or termination event is willful or deliberate, Macquarie Energy is entitled to enforce all rights and take all actions under a power of attorney given to it by the Buyer Group, including the power to take all actions Macquarie Energy deems to be reasonable to operate the business until such time as the event of default or termination event has been remedied or cured (except in circumstances involving fraud, in which case the power of attorney shall continue until terminated by Macquarie Energy in its sole discretion).

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.

Cincinnati Bell Energy, LLC’s EIN # is 27-1786285 and DUNS# is 96-160-0850

CINCINNATI BELL ENERGY LLC

EXHIBIT C-7

"Credit Report," provide a copy of the applicant's credit report from Experion, Dunn and Bradstreet or a similar organization.

Cincinnati Bell Energy, LLC's EIN # is 27-1786285 and DUNS# is 96-160-0850

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 Cincinnati Bell Energy, 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.

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.

Cincinnati Bell has become affiliated with several additional licensed competitive retail electricity and natural gas suppliers that supply these commodities to customers in several states. The new affiliations have materialized as a result of the above-mentioned Exchange Transaction. Specifically, on September 18, 2012, pursuant to an Exchange Agreement, each of the members holding ownership interests in Public Power and the stockholders owning shares of REH contributed a portion (approximately 75 percent) of their interests in Public Power and REH to Crius, each in exchange for 50 percent of the ownership interests in Crius. The Public Power members and the REH stockholders retained 25 percent of their respective ownership interests in Public Power and REH. The Exchange Agreement, thus, effected a transfer of 75 percent of the ownership interests in REH (Cincinnati Bell’s immediate parent) to Crius, and the remaining 25 percent of REH is owned by the same entities that owned it prior to the implementation of Exchange Agreement.

As stated above, Public Power and its wholly owned subsidiaries, with which Cincinnati Bell is now affiliated, are licensed suppliers who provide electric and natural gas service at retail. The states in which Cincinnati Bell and its Public Power affiliates are licensed to provide retail electric and natural gas service, including the applicable license numbers, are shown in the following table.

EXHIBIT D-1

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

Cincinnati Bell Energy, LLC ("CBE") will market electricity as a licensed Competitive Retail Electric Supplier in Ohio to residential, commercial and industrial customers.

CBE is a wholly owned subsidiary of Regional Energy Holdings, Inc. Regional Energy Holdings, Inc. is a wholly owned subsidiary of Crius Energy LLC ("Crius"). CBE along with all Crius subsidiaries has entered into a Key Supplier Agreement ("KSA") with Macquarie Energy LLC ("Macquarie"). Under the KSA, Macquarie is the financial responsible party and scheduling entity for CBE's electricity load in all markets. Macquarie is responsible for scheduling electricity on a daily basis, securing ancillary services to support the electricity load, providing collateral as required by the ISO and payment of ISO invoices.

CBE does not currently own or operate, nor does it intend to own or operate, any generation, transmission, or distribution facilities. CBE does not currently, nor does it intend to be involved in the provision of retail ancillary services.

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.

Cincinnati Bell Energy LLC ("**CBE**") has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. CBE's management team is comprised of individuals with significant experience in wholesale and retail energy.

Michael Fallquist is the Chief Executive Officer of Crius Energy LLC ("**Crius**"). Mr. Fallquist has overseen the formation of Crius through an exchange transaction between Public Power LLC and Regional Energy Holdings, Inc. Crius is a holding company for several wholly-owned subsidiaries that engage in retail energy sales in 13 different states and the District of Columbia.

Prior to founding Regional Energy Holdings, Inc., 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.

Additionally, CBE 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 CBE to focus resources on sales, marketing, pricing, procurement, regulatory and administrative functions.

CBE has entered into a Key Supplier Agreement ("**KSA**") with Macquarie Energy LLC ("**Macquarie**"). Under the KSA, Macquarie is the financial responsible party and scheduling entity for VEPA's electricity load in all markets. Macquarie is responsible for scheduling electricity on a daily basis, securing ancillary services to support the electricity load, providing collateral as required by the ISO and payment of ISO invoices.

Michael J. Fallquist
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(917) 975-3638
michael.fallquist@gmail.com

SUMMARY OF QUALIFICATIONS

Energy executive with significant leadership experience and a proven track record of success in challenging environments. Possesses deep energy industry expertise coupled with investment banking and management consulting skill-sets, international work experience and a strong background in operational restructuring and process improvement. Key competencies include:

- Business leadership
- Restructuring
- Entrepreneurship, Business start-up
- Transaction management
- Commodities trading & marketing
- Hedging
- People management
- Process improvement
- Fund raising (equity, debt)
- Client management
- M&A valuation
- Strategic planning

WORK EXPERIENCE

CRIUS ENERGY, LLC

Stamford, CT

2012 - present Chief Executive Officer

Company Overview: Crius Energy LLC formed in September 2012 when Regional Energy Holdings Inc. ("REH") combined with Public Power LLC. Founded in 2009, REH was set up as a holding company to manage a portfolio of energy service companies. Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services are competitive retail electricity and natural gas providers. Jointly they are licensed to operate in twelve (12) states with license applications pending in several other states. Viridian Energy offers customer the opportunity to purchase green electricity compliant with the 2020 Federal Renewable Portfolio Standards at a discount to the local utility company.

- o Founded Regional Energy Holdings, Inc. in 2009
- o Developed concept for the company and wrote the business plan
- o Successfully raised equity and debt capital in a difficult economic environment
- o Established Viridian Network LLC to sell electricity through the direct selling channel

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, high operating costs and a negative \$10 million cash position
- o Staved off impending bankruptcy 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

2004 - 2008 *Senior Manager, Energy Markets Division*

Los Angeles, CA

- 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 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)

- o Worked for a customer relationship management software provider to drive additional value from an existing joint venture partnership

TOWERS PERRIN

Los Angeles, CA

1999 - 2002 Senior Associate, Strategy & Organization

- 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 twice 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

Johnson Graduate School of Management
Master of Business Administration, May 2004

Ithaca, NY

COLGATE UNIVERSITY

Bachelor of Arts, May 1999
 Concentration: Economics

Hamilton, NY

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

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.

Please see the attached resumes for the following individuals.

Name	Title	Email Address	Phone Number
Michael J. Fallquist	CEO	mfallquist@criusenergy.com	212-561-5498
Roop Bhullar	CFO	rbhullar@viridian.com	203-883-9900
Jan L. Fox	SVP and General Counsel	jfox@criusenergy.com	203-517-0130
Cami Boehme	SVP, Marketing & Brand Strategy	cboehme@criusenergy.com	203-663-7537
Michael Chester	VP Operations	mchester@criusenergy.com	203-663-7558
Eric Wilkins	Power Supply Manager	ewilkins@viridian.com	203-663-7536
Boris Baril	VP, Finance	bbaril@criusenergy.com	203-663-7524

Michael J. Fallquist
42 Fairfield Ave, Westport, CT 06880
(917) 975-3638
michael.fallquist@gmail.com

SUMMARY OF QUALIFICATIONS

Energy executive with significant leadership experience and a proven track record of success in challenging environments. Possesses deep energy industry expertise coupled with investment banking and management consulting skill-sets, international work experience and a strong background in operational restructuring and process improvement. Key competencies include:

- Business leadership
- Restructuring
- Entrepreneurship, Business start-up
- Transaction management
- Commodities trading & marketing
- Hedging
- People management
- Process improvement
- Fund raising (equity, debt)
- Client management
- M&A valuation
- Strategic planning

WORK EXPERIENCE

CRIUS ENERGY, LLC

2012 - present Chief Executive Officer

Stamford, CT

Company Overview: Crius Energy LLC formed in September 2012 when Regional Energy Holdings Inc. ("REH") combined with Public Power LLC. Founded in 2009, REH was set up as a holding company to manage a portfolio of energy service companies. Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services are competitive retail electricity and natural gas providers. Jointly they are licensed to operate in twelve (12) states with license applications pending in several other states. Viridian Energy offers customer the opportunity to purchase green electricity compliant with the 2020 Federal Renewable Portfolio Standards at a discount to the local utility company.

- o Founded Regional Energy Holdings, Inc. in 2009
- o Developed concept for the company and wrote the business plan
- o Successfully raised equity and debt capital in a difficult economic environment
- o Established Viridian Network LLC to sell electricity through the direct selling channel

COMMERCE ENERGY, INC. (AMEX: EGR)

2008 - 2009 Chief Operating Officer

Orange County, CA

- 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, high operating costs and a negative \$10 million cash position
- o Staved off impending bankruptcy 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

2004 - 2008 *Senior Manager, Energy Markets Division*

Los Angeles, CA

- 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.

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- o Served as President for Junior and Senior seasons of Colgate Men's Rowing Team
- o Avid golfer
- o Enjoy world travel

ROOP S. BHULLAR

203-883-9900 rbhullar@viridian.com

EXPERIENCE

CRIUS ENERGY, LLC

Chief Financial Officer

Stamford, CT

April 2010-Present

Crius Energy LLC formed in September 2012 when Regional Energy Holdings Inc. ("REH") combined with Public Power LLC. Founded in 2009, REH was set up as a holding company to manage a portfolio of energy service companies. Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services are competitive retail electricity and natural gas providers. Jointly they are licensed to operate in twelve (12) states with license applications pending in several other states.

- Head finance and wholesale energy supply functions of over \$200M electricity and natural gas retailing business servicing over 500,000 customers across 12 states and over 25 utility markets.
- Overall responsibility for wholesale energy procurement, risk management, hedging and pricing of electricity, natural gas and renewable energy certificates.
- Manage relationship with the Company's supplier, Macquarie Energy under the \$100M credit sleeve facility.
- Provide financial, analytical and strategic support to the CEO, executive management team and Board in the day-to-day operations and long term Company strategy.
- Overall responsibility for full-cycle monthly accounting process, audit, taxation, financial planning & analysis and treasury.

COMMERCE ENERGY

Director, Finance

Costa Mesa, CA

August 2008 – March 2010

- 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 and later, Just Energy Group.
- 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.

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.

Continued

- 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.
- 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
- *Financial Strategies & Analysis Intern:* HSBC Card Services, 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.

UNIVERSITY OF WAIKATO

Bachelor of Management Studies, (B.M.S. Hon), Accounting
Bachelor of Laws, (LLB), Commercial/Corporate Law

GPA 8.1/9.0
GPA 7.4/9.0

Hamilton, New Zealand
March 1993 - December 1997

- *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

Jan L. Fox
597 Westport Drive, #316A
Norwalk, CT 06854
Phone: 203-517-0130
E-mail: JFox@viridian.com

EXPERIENCE

2011 to present **Crius Energy, LLC**
 Stamford, CT

Crius Energy LLC formed in September 2012 when Regional Energy Holdings Inc. ("REH") combined with Public Power LLC. Founded in 2009, REH was set up as a holding company to manage a portfolio of energy service companies. Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services are competitive retail electricity and natural gas providers. Jointly they are licensed to operate in twelve (12) states with license applications pending in several other states.

Senior Vice President and General Counsel, Secretary

Executive responsible for strategic oversight, and management of all legal matters affecting the Companies, as well as providing regulatory expertise to maintain legal compliance and to assist in entering new markets. Responsibilities include (i) leading, developing and executing legal and regulatory strategy as it relates to energy, energy related products, commercial law matters, direct selling, and litigation; (ii) contract negotiation and drafting; (iii) coordinating compliance with all applicable laws and regulations such as FERC, PUCs, copyright and employment laws; and (iv) selection, management and evaluation of outside counsel.

2009 to July 2011 **JLF ENERGY CONSULTING, LLC**
 Pittsburgh, PA

JLF Energy Consulting provided businesses with strategic insight and analysis necessary to understand the complex legislative, regulatory, and legal issues involving energy, and assisted businesses in developing strategies for influencing public policy debate related to the evolving energy market.

President

Projects included (i) market entry strategy for smart grid, demand response and acquisition of a utility; (ii) legislative, regulatory and policy analysis and insights related to smart grid, electric vehicles, renewables and utility rate making; and (iii) analysis of demand response, RTO/ISOs and the wholesale power market. Under an Executive Affiliate Agreement with PRTM Management Consulting provided PRTM's Energy Business Group strategic insights and analysis related to emerging energy policy, legislation and regulation and assisted in responding to RFPs and with new business development presentations.

2002 to June 2008 **STRATEGIC ENERGY L.L.C.**
 Pittsburgh, PA

Strategic Energy, the deregulated energy subsidiary of Great Plains Energy, was the fifth largest competitive retail electricity provider in the U.S. with over \$2 billion in annual revenues, and operated in eleven (11) states. In June 2008, Direct Energy Services, LLC, a subsidiary of Centrica plc, acquired Strategic Energy. As a result of this acquisition, all members of the Strategic Energy executive management team were severed.

General Counsel, Secretary, Executive Vice President Regulatory Affairs

Executive responsible for strategic oversight, management and development of the Legal Department, the Regulatory Affairs Department, and the Compliance Department, including the departments' budgets. Responsibilities included (i) overseeing all legal affairs including coordinating compliance with all applicable laws and regulations such as SEC, FERC, PUCs, copyright and employment laws; (ii) overseeing energy regulatory matters from both a state and federal level; (iii) assisting with SEC filings and audit reports to the GPE Board of Directors; (iv) selection, management and evaluation of outside counsel; (v) counseling and advising Human Resources on employee discipline, hiring, terminations, accommodations and other daily employee issues; and (vi) due diligence oversight, contract negotiation, and interim operating procedures during the pendency of the sale of the Company. Member of the Sarbanes Oxley (SOX) Steering Committee and 401k Investment Committee. Direct management responsibility for 26 full-time employees.

Interim Executive Vice President Marketing (December 2004 – June 2005)

Assumed role of Interim EVP Marketing at the request of Strategic Energy's CEO following resignation of EVP Marketing. Coordinated marketing functions and assisted sales in an effort to reposition Company for continued profitability in increasingly competitive environment.

1995 - 2002 **LEBOEUF LAMB GREENE and MACRAE, L.L.P. (DEWEY & LEBOEUF, L.L.P.)**
Pittsburgh, PA

Associate 1995-1999, Partner 1999-2002

One of four partners in the Pittsburgh office of an international law firm responsible for managing Alcoa's litigation nationwide under a fixed fee arrangement. Lead counsel on numerous litigation matters, including energy, commercial and employment litigation.

1989 – 1995 **BABST CALLAND CLEMENTS and ZOMNIR, P.C.**
Pittsburgh, PA

Litigation Associate (1991-1995), Legal Intern (1989-1991)

Team member and in some cases lead counsel for various commercial litigation matters. Focus on coal mining issues.

EDUCATION

1991 JD **UNIVERSITY OF PITTSBURGH SCHOOL OF LAW**
Pittsburgh, PA
Cum Laude, Law Review

1978 BFA **SYRACUSE UNIVERSITY**
Syracuse, NY

LICENSES

Commonwealth of PA, 1991	Third, Fourth, Fifth, Ninth Circuits
Supreme Court of United States, 1999	Various Federal District Courts

Cami Boehme

129 Good Hill Rd | Weston, CT 06883 | 435-764-7055 | cboehme@viridian.com

QUALIFICATIONS:

Strategic marketing and branding executive with significant experience guiding holistic and cross-functional strategic implementation to create differentiated brands and go-to-market plans. Proven track record of balancing long-term strategic growth goals with the expediency of getting to market. Expertise includes an ability to guide teams with a balance of creative management and operational process improvement to efficiently execute across a variety of disciplines. Core competencies include:

- Brand Management
- Strategic Positioning
- Corporate Communications
- Media Relations
- Marketing & Promotions
- Creative Services & Direction
- Digital Media
- Leadership & Team Development
- Consultation & Planning
- Process Improvement

PROFESSIONAL EXPERIENCE:

Crius Energy, LLC

SENIOR VICE PRESIDENT, MARKETING AND BRAND STRATEGY

September 2010 – current

Strategic Positioning & Brand Management

- Responsible for guiding the strategic positioning and brand equity across company's family of energy brands. Create, establish and increase brand awareness, preference and loyalty, including direction for use and treatment of brand messaging, talking points, style, voice and character.
- Define market opportunity strategic planning for new product and diversification strategies among company's family of brands. Lead efforts to explore product development and differentiated value proposition in the market place.
- Manage company's corporate responsibility and sustainability efforts including development of carbon offset program, local community presence, global outreach and education programs.

Marketing, Communications, Creative Direction & Digital Media

- Responsible for company promotions, marketing, communication and advertising across all channels and market segments.
- Guide a team of creative, marketing and interactive professionals to execute consistent, effective and strategic marketing initiatives.
- Manage media relationships, PR strategy and corporate communications, including development of talking points, message matrices and distribution plans for company media coverage and reputation management.

- Oversee development of company's online and digital presence, including all touchpoints in the customer lifecycle, interactive systems, and web-based promotional systems.

Utah State University, Huntsman School of Business

ASSOCIATE DIRECTOR OF MARKETING

March 2010 – September 2010

Brand Development and Alumni Relations

- Created brand communication tools to communicate and foster on-going relationships with successful alumni.
- Involved in ongoing efforts to differentiate the university and help guide its efforts to become a highly-ranked business school, through integrated communications, program development and strategic positioning.
- Led research initiative and strategic plan for development of a multi-disciplinary curriculum development focused on merging design thinking, business functional expertise and communication strategy into a unique training program.
- Led a creative team in the redesign and publishing of the School's alumni magazine, distributed internationally.

Advent Creative

PARTNER, BRAND DIRECTOR

September 2009 – September 2010:

Management and Organizational Development

- Initiated and negotiated merger with local firm to best utilize skills of each individual organization to the advantage of the merged entity. Oversaw remodel and relocation of firm and assisted in merging cultures of two firms into one cohesive team with common purpose.
- Involved in forming four functional departments within company and internal structures for efficient collaboration between departments with a focus on customer value. Expand opportunities with current historical tactical clients into opportunities to provide strategic services.
- Implemented new systems for job tracking, account services and internal operations, including profitability measures, new business development procedures and production standards.

Brand Development and Customer Consultation

- Consult and develop brand-positioning strategy for company and clients, based on growth stage and market potential of clients.
- Continue to provide strategic brand consultation and implementation services previously provided through Digital Slant, as defined below.

Digital Slant

FOUNDER, PRESIDENT AND BRAND DIRECTOR

August 1998 – September 2009

Management and New Business Development

- Manage a staff of design and marketing professionals to fulfill branding, marketing, design, advertising, media placement and other services for a variety of clients.
- Maintain face and voice of company, including conducting new business pitches, presentations of creative direction, and brand-training sessions with client staff.
- Prepare and deliver many community and industry presentations both for in-person events as well as online-delivered content.
- Work with in-house sales teams on "Sales Bridging", a concept that bridges the communication gap between the marketing and sales functions of a company.

Brand Consulting and Marketing Strategy

- Created "Core Branding" process to help companies identify and reflect core positioning strengths through effective branding initiatives.
- Provided direction of creative strategy and implementation of brand-focused marketing initiatives.
- Developed research plans for identifying best positioning messaging and marketing strategy.
- Developed point-of-contact strategies for companies in various industries. Oversaw implementation of these strategies.
- Worked with many different executive teams and CEOs to understand company goals, messaging, objectives and history in order to conceptualize best direction for company.

TEACHING EXPERIENCE

Utah State University

August 1999 – December 2008: Utah State University, Department of Journalism and Communication – Adjunct Instructor

Courses Taught

- Integrated Communications course was a class developed to teach students how branding, marketing, design, advertising and public relations are closely related and integrated in today's business climate. A focus on creativity, communication, and account management gave students the blend of thinking and execution necessary for successful campaigns.
- Web design and development class covered strategies for planning effective web sites, creating content for online delivery, designing effective interfaces and coding CSS-based HTML web pages. A class designed for students of communication, the focus was on planning and coordinating effective web pages more so than the technical aspects of programming.
- In addition to classes taught, was also a guest lecturer on many occasions, focusing on topics such as presentation skills, business communication, resume building and interviewing skills, creative thinking and idea generation.

EDUCATION

Bachelor of Science, May 2000

Journalism and Communications

Utah State University, Logan, Utah

Master of Business Administration, May 2010

Huntsman School of Business

Utah State University, Logan, Utah

PERSONAL**Accomplishments and Press**

- Business ranked on the Utah 100 two years in a row, a list that ranks the fastest-growing companies in Utah.
- Personally chosen to be on Utah Business Magazine's 40 Under 40 in 2007, a list that highlights Utah's top professionals.
- Chosen as one of Cache Valley's Top 10 Entrepreneurs by Herald Journal in 2007.
- Chosen to participate on the Women-in-Business industry round table for Utah Business in 2008.
- Work published in design books by Rockport Publishers.
- Selected as presenter at multiple business functions on topics including Integrated Marketing Communications, Brand Positioning, Design in Business and others

MICHAEL A. CHESTER

6 Forest View Drive, Newtown, CT 06482 • (203) 945-9244 • mac12269@yahoo.com

SUMMARY

Results-oriented operations leader with extensive experience leading teams in start-up and established corporate environments. A successful track record of more than 20 years of experience working with organizations focused on increasing revenue, reducing costs and improving customer satisfaction. Diverse skills managing internal and outsourced operations as a client and vendor.

- Multi-Site Operational Leadership
- Service Level Agreements/KPIs
- Revenue Management & Cost Control
- Project Life Cycles (Waterfall, Agile)
- Business Process Re-engineering
- CIS Upgrades and Conversions
- Credit Management
- Exception Management
- Electricity & Gas Retail Markets
- Vendor and Client Relationship Management
- Organization & Staff Development
- Business Process Outsourcing
- Customer Information & Billing Systems
- Mergers & Acquisitions
- Collection Agency Management
- Quality Assurance
- Complex Contract Billing & Credit

EXPERIENCE

Vice President Operations

Crius Energy LLC, Stamford, CT

January 2012 - Present

Crius Energy LLC formed in September 2012 when Regional Energy Holdings Inc. ("REH") combined with Public Power LLC. Founded in 2009, REH was set up as a holding company to manage a portfolio of energy service companies. Viridian Energy, Cincinnati Bell Energy, FairPoint Energy and FTR Energy Services are competitive retail electricity and natural gas providers. Jointly they are licensed to operate in twelve (12) states with license applications pending in several other states.

As an officer of the company, responsible for all aspects of the energy Call Center and back-office operations including billing, transaction management, credit, collections and back-end information systems in nearly two dozen electric and gas markets.

- Established and vetted Debt Management Policy and Strategy to gain financing approval to enter into new growth markets that have an increased exposure to bad debt.
- Launched new fixed term electric and gas products in several markets.
- Worked with credit reporting agency to increase customer identity throughput by more than 5% within 2 months.
- Developed systems, policy and process to launch white label partnerships with Telecommunications and Cable companies.

Director of Retail Billing & Credit Management

First Choice Power (a Direct Energy company), Las Colinas, TX

February, 2009 – January, 2012

Responsible for all aspects of multi-site outsourced back-office operations for entire residential and commercial customer book as well as internal credit and collections organization for Commercial and Industrial contracts.

- Implemented solutions to reduce bad debt over 40% in 2+ years.
- Reduced unbilled revenue exceptions from 6% to less than 1/2 of 1%.
- 2010 ClearMark Award Winning Statement – "Best Redesign – Private Sector."
- Recognized and provided retention contracts as "Key" contributor achieving targets in 2011.
- Recognized and rewarded as "Key" contributor to excess earnings above maximum target level in 2010.
- Promoted to Director from Senior Manager during tenure with First Choice Power.

6 Forest View Drive, Newtown, CT 06482 • (203) 945-9244 • mac12269@yahoo.com

Director of Billing & Revenue Assurance

Commerce Energy (a Just Energy Company), Irving, TX
May, 2007 – February, 2009

Responsible for all aspects of multi-site, multi-platform operations organization. Lead billing, account management and accounts receivables functions for mass market and commercial customer base in more than a dozen electric and gas markets.

- Reduced monthly unbilled revenue exceptions from 15% to less than 1/4 of 1%.
- Implemented bill print and insert vendor change reducing cost by ~6 cents per piece with value added services.
- Sponsored and implemented two dozen people, process and technology improvements on-time and under budget.
- Offered retention contract as "Key" contributor of the business.

Senior Consulting Services Manager

Alliance Data, Dallas, TX
October 2001 – May, 2007

Provided leadership, strategic guidance and subject matter expertise on Alliance Data Business Process Outsourcing (BPO) projects and operations to ensure quality implementations, employ optimized business processes and consult on business development opportunities in order to meet both internal and external client objectives.

- Rewarded for role on implementation of process and system that brought additional \$20 Million of potential annual revenue to client.
- Multiple Spot Awards for excellence in performance and leadership.
- Recognized and rewarded for managing project to eliminate 310,000+ aged market open system exceptions.
- Reduced outstanding receivables held from credit action by \$11 Million.
- Raised Service Level for billing inquiries from mid 60% to more than 95% in 3 months.
- Awarded for role in conversion of 800,000+ accounts from a legacy CIS to Peace Software's ENERGY CIS.
- Recognized and rewarded for role in sale of back-office operation.
- Promoted several times during tenure with Alliance Data.

Senior Information Services Analyst

New York State Electric & Gas, Binghamton, NY
March, 1997 – October, 2001
February, 1996 – March, 1997 (Computer Aid)
April, 1995 – February, 1996 (Business Services by Manpower)

Managed a team of 40+ analysts and testers in implementing business and technology strategies, policies and projects to support the billing of approximately 1.2 Million electric and gas customers in New York State.

- Raised Summary Billing "timeliness of billing" from 70% to 98% in one year.
- Reduced Summary Billing postage and payment costs ~\$62K per year.
- Recognized and rewarded several times for role in successful implementations of numerous large-scale projects primarily related to Year 2000, deregulation and customer service via the Internet.
- Developed and/or implemented numerous programs and projects that contributed to the successful expedited launch of NYSEG's deregulated electricity program.

Business Systems Consultant

Independent Contractor, Le Roy, NY
May, 1992 – May, 1995

Worked directly with small companies to understand their goals and objectives, perform business and systems analysis, and deploy optimal business and technical solutions to bring increased profitability to their companies.

- Re-engineered business processes and implemented a Work Order Invoice and Sales Tracking System allowing a small vacuum repair company to save approximately \$22K per year on invoicing.
- Successfully assisted the launch of satellite location for small Real Estate appraisal company by delivering hardware, software and data communication needs between main office and clients. Additionally, Co-Authoring and implemented

HUD Review Appraisal database, Appraisal Tracking System and Petty Cash Tracking System to allow management greater visibility into their operational costs.

EDUCATION

- **B.S. in Business Administration (Systems Management):** S.U.N.Y. College at Brockport, NY (1992).

STEVE BOGIN

735 Manette Lane, Valley Cottage, NY 10989 • (845) 893-4260 • sbogin@vzw.blackberry.net

Senior level Retail Natural Gas and Electricity Scheduler with proven ability of enhancing portfolio optimization. Proven achievements in the energy trading industry; extensive experience in load and capacity forecasting, invoice reconciliation, process reengineering and due diligence activities around new market entry.

EXPERIENCE

CRIUS ENERGY, LLC

GAS SCHEDULER

- Responsible for the market entry for new gas markets
- Responsible for forecasting customer usage
- Responsible for all procurement and financial hedging
- Schedule pipeline nominations and LDC nominations for 10 market areas
- Maintain tracking of all transactions
- Confirm deals with third parties are accurate
- Monitor billings to determine imbalance
- Responsible for financial reporting such as Pnl, Gross Margin reports , etc..

Gateway Energy Services Corporation

Gas and Electric Supply Manager (2009-Present)

Responsibilities

- Manage the scheduling of 24 Natural gas and 11 Electric territories
- Performed due diligence activities for new market entry
- Perform functions around Load and Capacity Forecasting
- Purchase all bid week gas for the following month's baseload deliveries
- Trade entry and volumetric balancing for all Natural Gas activity in ETRM System
- Assisted Pricing department with gas price build-up and forward curve verification
- Work in conjunction with VP of Energy Supply to optimize pipeline scheduling and implement company's market strategy

Achievements

- Developed processes and procedures for improving Load and Capacity Forecasting
- Implemented new procedures for tracking gas and electricity flows in conjunction with company's ETRM System. Which resulted in a savings of 25 man hours per month
- Lead due diligence initiatives for new market entry in Ohio and Canada for Natural Gas and PJM for Electric

Gateway Energy Services Corporation

Gas Scheduler (2003-2009)

Responsibilities

- Nominate and track Natural Gas LDC Citygate deliveries for 28 aggregate pools and 5 Daily Metered pools
- Communicate flows and transaction terms with Wholesalers for pipeline nominations
- Reconcile invoices and evaluate third party delivery adjustments and penalties
- Forecast the volumes associated with daily metered Natural Gas customer pools
- Evaluate and manage storage for 15 storage pools
- Evaluating pipeline constraints and curtailments
- Managing pricing strategies for gas deliveries

Achievements

- Developed a good understanding of pipeline scheduling and market strategy.
- Developed training and procedure manuals.
- Displayed dependability by being on call 24/7 without a backup

Gateway Energy Services Corporation

Customer Service/Sales/Accounts Receivable (2001-2003)

Responsibilities

- Customer Service- helping customers understand bills and related customer issues
- Sales- Cold calling and customer retention
- Accounts Receivable- Data Entry

EDUCATION

Rockland Community College, Rockland, NY

REFERENCES

Upon request

CINCINNATI BELL ENERGY LLC

EXHIBIT D-4

“FERC Power Marketer License Number,” provide a statement disclosing the applicant’s FERC Power Marketer License number. (Power Marketers only)

Cincinnati Bell Energy LLC has DERC Market Based Rate Authority under Docket No. ER11-2663.

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Case No(s). 13-0105-EL-CRS

Summary: Application Certification Application for Retail Generation Providers and Power Marketers electronically filed by Mr. Stephen M Howard on behalf of Cincinnati Bell Energy, LLC