



Public Utilities Commission

PUCO USE ONLY - Version 1.07		
Date Received	Renewal Certification Number	ORIGINAL CRS Case Number
		11 - 5020 - GA-CRS

RENEWAL CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS SUPPLIERS

Please type or print all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to renew its certificate as: (check all that apply)

☐ Retail Natural Gas Aggregator ☐ Retail Natural Gas Broker ☒ Retail Natural Gas Marketer

A-2 Applicant information:

Legal Name Everyday Energy, LLC dba Value Power & Gas
Address 1055 Washington Blvd., 7th Floor, Stamford, CT 06901

Telephone No. 877-811-7025 Web site Address www.valuepowerandgas.com
Current PUCO Certificate No. 11-226(2) Effective Dates October 11, 2013 - October 11, 2015

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

Name Everyday Energy, LLC dba Value Power & Gas
Address 1055 Washington Blvd., 7th Floor, Stamford, CT 06901

Web site Address www.valuepowerandgas.com Telephone No. 877-811-7025

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

Value Power & Gas
Energy Rewards
Everyday Energy, LLC

A-5 Contact person for regulatory or emergency matters:

Name Barbara Clay Title EVP & General Counsel

Business Address 1055 Washington Blvd., 7th Floor, Stamford, CT 06901

Telephone No. 203-663-5079 Fax No. Email Address bclay@criusenergy.com

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

Name Kim Silvera-Quezada Title Director, Compliance
Business address 1055 Washington Blvd., 7th Floor, Stamford, CT 06901
Telephone No. 2038837867 Fax No. Email Address ksilvera@criusenergy.com

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

Customer service address 1055 Washington Blvd., 7th Floor, Stamford, CT 06901
Toll-Free Telephone No. 866-663-2508 Fax No. Email Address customercare@viridian.com

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

Name Pat Title McCamley
Business address 100 E. Campus View Blvd., Suite 250, Columbus, OH 43235
Telephone No. 614-438-2633 Fax No. Email Address customercare@viridian.com

A-9 Applicant's federal employer identification number 99-0369468

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

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

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

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

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

☒ **Columbia Gas of Ohio**

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	January 2011	End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☒ **Dominion East Ohio**

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	August 2012	End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☒ **Duke Energy Ohio**

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	December 2011	End Date	
<input checked="" type="checkbox"/>	Small Commercial	Beginning Date of Service	May 2012	End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☒ **Vectren Energy Delivery of Ohio**

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	May 2014	End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

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

<input type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date	
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	Within the next 12 months
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 **Exhibit A-15 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "Articles of Incorporation and Bylaws,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking renewed certification (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws since applicant last filed for certification.

☐ No ☒ Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas since applicant last filed for certification.

☒ No ☐ Yes

If Yes, provide a separate attachment, labeled as Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation," detailing such action(s) and providing all relevant documents.

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 Exhibit C-6 "Credit Rating," provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 Exhibit C-7 "Credit Report," provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization.
- C-8 Exhibit C-8 "Bankruptcy Information," provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations," provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel," provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

, EVP & General Counsel

Sworn and subscribed before me this

10th

day of

September

Month

2015

Year

Signature of official administering oath

Brittany Nolan, Senior Paralegal

Print Name and Title

My commission expires on June 30, 2018

Brittany Nolan
Notary Public - Connecticut
My Commission Expires
June 30, 2018



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Everyday Energy, LLC dba Value Power & Gas)

for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. 11-5020 -GA-CRS

County of Fairfield

State of Connecticut

Barbara Clay

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

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

Affiant Signature & Title

, EVP & General Counsel

Sworn and subscribed before me this

10th

day of

September

Month

2015

Year

Signature of Official Administering Oath

Brittany Nolan, Senior Paralegal

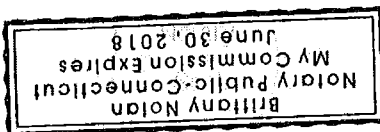
Print Name and Title

My commission expires on

June 30, 2018

(CRNGS Supplier Renewal)

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SUMMARY OF EXHIBITS

EXHIBIT A-14	PRINCIPAL OFFICERS, DIRECTORS & PARTNERS
EXHIBIT A-15	CORPORATE STRUCTURE
EXHIBIT A-16	COMPANY HISTORY
EXHIBIT A-17	ARTICLES OF INCORPORATION AND BYLAWS
EXHIBIT A-18	SECRETARY OF STATE
EXHIBIT B-1	JURISDICTIONS OF OPERATION
EXHIBIT B-2	EXPERIENCE & PLANS
EXHIBIT B-3	SUMMARY OF EXPERIENCE
EXHIBIT B-4	DISCLOSURE OF LIABILITIES AND INVESTIGATIONS
EXHIBIT B-5	DISCLOSURE OF CONSUMER PROTECTION VIOLATIONS
EXHIBIT B-6	DISCLOSURE OF CERTIFICATION DENIAL, CURTAILMENT, SUSPENSION, OR REVOCATION
EXHIBIT C-1	ANNUAL REPORTS
EXHIBIT C-2	SEC FILINGS
EXHIBIT C-3	FINANCIAL STATEMENTS
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 A-14

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

Name	Title	Address	Phone Numbers
Michael J. Fallquist	CEO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Roop Bhullar	CFO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Chaitu Parikh	COO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Cami Boehme	CSO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Christian McArthur	EVP, Procurement, Pricing and Product Engineering	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Barbara Clay	EVP & General Counsel	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Robert Cantrell	EVP Sales	2620 Technology Forest Blvd., The Woodlands, TX 77381	713-907-2892

EXHIBIT A-15

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

Everyday Energy, LLC dba Value Power & Gas ("Value Power & Gas") is a wholly owned subsidiary of Crius Energy, LLC ("Crius"). Crius is a holding company that owns energy service companies across the deregulated energy markets of North America. As a wholly owned subsidiary of Crius, Value Power & Gas has the following affiliates that supply retail or wholesale electricity or natural gas to customers in North America: Public Power, LLC, a Connecticut limited liability company; Public Power, LLC, a Pennsylvania limited liability company; Everyday Energy NJ, LLC; Public Power & Utility of Maryland, LLC; Viridian Energy LLC; Viridian Energy NY, LLC; FairPoint Energy, LLC; Viridian Energy PA, LLC; TriEagle Energy LP and Cincinnati Bell Energy, LLC. Please see the attached diagram of the Crius corporate structure.

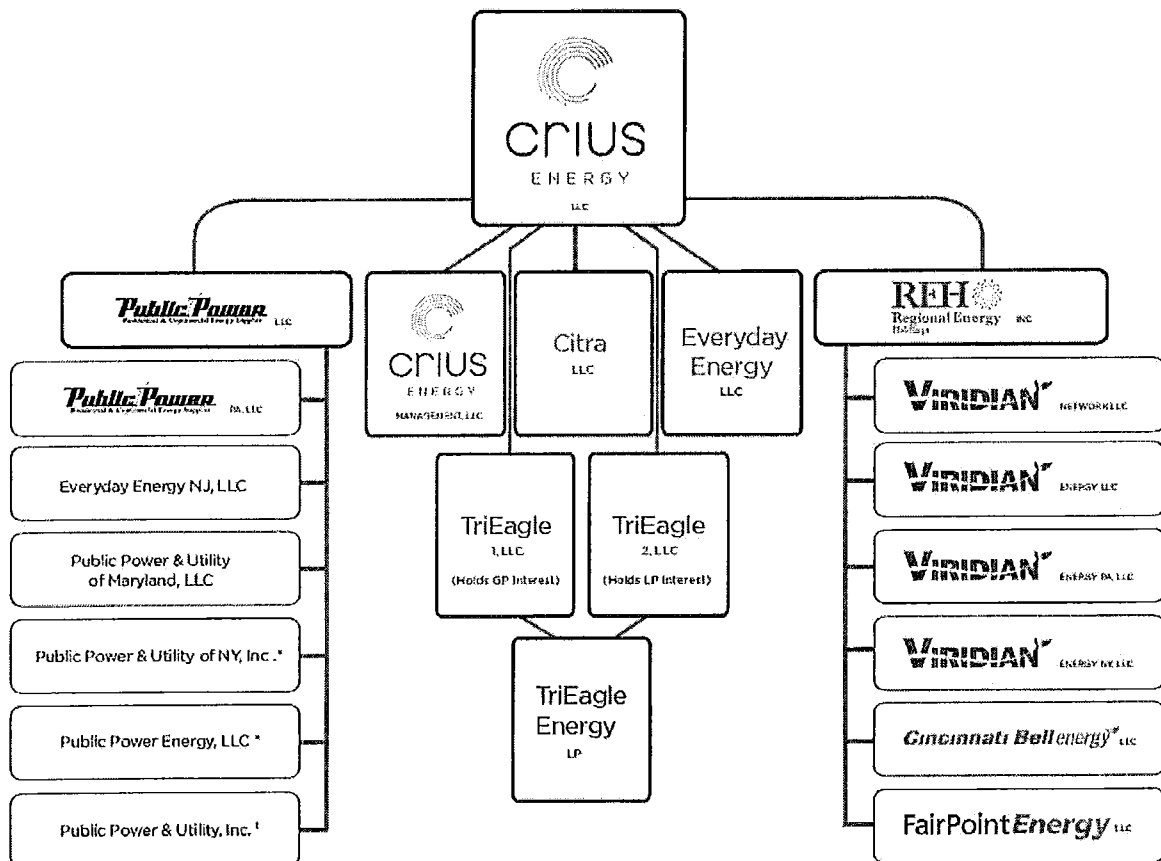


EXHIBIT A-16

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

Everyday Energy, LLC dba Value Power & Gas, a Nevada limited liability company, is owned by Crius Energy, LLC ("Crius"), which, in addition to owning Everyday Energy, also owns ten wholly-owned subsidiaries engaging in the supply of energy: (1) Public Power, LLC (CT); (2) Public Power, LLC (PA); (3) Everyday Energy NJ, LLC formerly Public Power & Utility of New Jersey, LLC; (4) Public & Utility of Maryland, LLC; (5) TriEagle Energy, LP; (6) Viridian Energy, LLC; (7) Viridian Energy PA, LLC; (8) Viridian Energy NY, LLC; (9) Cincinnati Bell Energy, LLC; and (10) FairPoint Energy, LLC.

On September 18, 2012, Regional Energy Holding, Inc. ("REH") and Public Power, LLC ("Public Power") combined to form Crius Energy, LLC ("Crius Energy") in order to offer an initial public offering ("IPO") of Crius Energy Trust units to the public on the Toronto Stock Exchange. The IPO raised funds for the acquisition by the Trust of a 26.8% ownership in Crius Energy.

The purpose of Crius Energy is to serve as a member or stockholder of REH, Public Power and all the other operating subsidiaries of Crius Energy. Crius Energy's operating entities include Public Power, Viridian Energy, Cincinnati Bell Energy, FairPoint Energy, TriEagle Energy, Citra Solar, Everyday Energy d/b/a Energy Rewards and Everyday Energy, LLC dba Value Power & Gas.

On April 1, 2015 Crius Energy acquired TriEagle Energy LP, a licensed supplier who provides electric service at retail in several states. Due to this acquisition, Crius Energy created two entities: TriEagle 1, LLC and TriEagle 2, LLC, both Nevada limited liability companies. TriEagle 1, LLC holds the general partnership of TriEagle Energy LP and TriEagle 2, LLC holds the limited partnership of TriEagle.

In June, 2015, Crius initiated a second public offering which allowed the ultimate parent company, Crius Energy Trust, to take more of Crius Energy public by buying millions of membership units from existing private investors and offering them for sale to the public. Crius Energy Trust now holds 43.06% indirect ownership interest in Crius Energy.

Please refer back to Exhibit A-15 for a diagram of the Crius corporate structure.

EVERYDAY ENERGY, LLC DBA VALUE POWER & GAS

EXHIBIT A-17

"Articles of Incorporation and Bylaws," if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.

Please see attached.

EXHIBIT A-17



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-6708
Website: www.nvsos.gov

091203

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

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150051369-42
	Filing Date and Time 02/02/2015 2:45 PM
	Entity Number E0401472011-7

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:

FTF Energy Services, 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 1: The name of the limited liability company is Everyday Energy, LLC

4. Effective date and time of filing: (optional) Date: 2/2/2015 Time: 6:30pm
(must not be later than 90 days after the certificate is filed)

5. 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.," or "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.

Nevada Secretary of State 02-02-2015 D.L.C. Amendment

EVERYDAY ENERGY, LLC DBA VALUE POWER & GAS

EXHIBIT A-18

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

Please see attached.

EXHIBIT A-18



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/18/2015	201504801745	FICTITIOUS NAME REGISTRATION (NFO)	50.00	100.00	0.00	0.00	0.00

Receipt

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

EVERYDAY ENERGY - CARRIE CAMMARANO
1055 WASHINGTON BLVD.
FLOOR 7
STAMFORD, CT 06901

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
2366443

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
VALUE POWER & GAS

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

Document(s)

FICTITIOUS NAME REGISTRATION

Effective Date: 02/17/2015

Document No(s):

201504801745

Expiration Date: 02/17/2020

EVERYDAY ENERGY, LLC
1055 WASHINGTON BLVD., 7TH FLOOR
STAMFORD, CT 06901



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 February, A.D. 2015.

Jon Husted
Ohio Secretary of State

EXHIBIT A-18



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

**Limited Liability Company Certificate of
Amendment / Restatement / Correction**
(Domestic or Foreign)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Domestic Limited Liability Company <input type="checkbox"/> Amendment (128-LAM) <input type="checkbox"/> Restatement (142-LRA)	<input checked="" type="checkbox"/> (2) Foreign Limited Liability Company <input checked="" type="checkbox"/> Correction (135-LFC) Nevada (Home State)	09/07/2011 (Qualifying in Ohio on MM/DD/YY)
(Date of Organization)		

The undersigned authorized representative of FTR Energy Services, LLC 2045989
(Name) (Registration Number)


The above stated Limited Liability Company does hereby certify that the undersigned is duly authorized to execute this certificate, and hereby certifies that the above named Limited Liability Company ☐ Amend ☐ Restate ☒ Correct the following:

Complete the information in this section if box (1) Restatement is checked, all sections below must be completed, if box (1) Amendment or box (2) Correction is checked only complete sections that applies.	
FIRST: The name of said limited liability company shall be: <u>Everyday Energy, LLC DBA Value Power & Gas</u> (the name must include the words "limited liability company", "limited", "Ltd.", "Ltd.", "LLC", or "L.L.C.")	
SECOND: (OPTIONAL) This limited liability company shall exist for a period of _____	
THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is (OPTIONAL): _____ (street address) NOTE: P.O. Box Addresses are NOT acceptable. _____ (city, township, or village) (state) (zip code)	
<input type="checkbox"/> Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.	
FOURTH: Purpose (OPTIONAL) _____ _____ _____	

EXHIBIT A-18

<p>Complete the information in this section if box (2) is checked and the Limited Liability Company wants to appoint a statutory agent</p>		
<p>The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:</p>		
<p><u>N/A-Agent already appointed</u></p>		
<p>(Name)</p>		
<p>_____ (Street) NOTE: P.O. Box Addresses are NOT acceptable.</p>		
<p>_____ (City, village or township) Ohio</p>		
<p>_____ (State) (Zip Code)</p>		
<p>The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:</p>		
<p>A. the agent cannot be found or, B. the limited liability company fails to designate another agent when required to do so, or C. the limited liability company's registration to do business in Ohio expires or is cancelled</p>		

REQUIRED
 Must be authenticated (signed)
 by an authorized representative
 (See Instructions)


 Authorized Representative
Barbara Clay
 (Print Name)
Secretary

02/04/2015
 Date

 Authorized Representative

 (Print Name)

 Date

 Authorized Representative

 (Print Name)

 Date

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 natural gas service, or retail/wholesale electric services.*

State	Entity
Connecticut	Viridian Energy, LLC
	Public Power, LLC
District of Columbia	Viridian Energy PA, LLC
	Viridian Network, LLC (broker license)
	Public Power, LLC
Delaware	Viridian Energy PA, LLC
	Viridian Network, LLC (broker license)
Illinois	Viridian Energy PA, LLC
	Public Power, LLC
	Everyday Energy, LLC
	TriEagle Energy LP
Maine	FairPoint Energy, LLC
Maryland	Viridian Energy PA, LLC
	Public Power & Utility of Maryland, LLC
	TriEagle Energy LP
Massachusetts	Viridian Energy, LLC
New Hampshire	FairPoint Energy, LLC
New Jersey	Viridian Energy PA, LLC
	Everyday Energy NJ, LLC
	Everyday Energy, LLC
	TriEagle Energy LP
New York	Viridian Energy NY, LLC

	Everyday Energy, LLC
	Public Power, LLC
Ohio	Cincinnati Bell Energy, LLC
	Everyday Energy, LLC
	Public Power, LLC
	Viridian Energy PA, LLC
	TriEagle Energy LP
Pennsylvania	Viridian Energy PA, LLC
	Public Power, LLC
	Everyday Energy, LLC
	TriEagle Energy LP
Rhode Island	Public Power, LLC
	Viridian Energy, LLC
Texas	TriEagle Energy LP

The following Crius entities are licensed to sell natural gas in the following jurisdictions:

State	Entity
California	Viridian Energy PA, LLC
	Everyday Energy, LLC
Indiana	Everyday Energy, LLC
	Viridian Energy PA, LLC
Illinois	Everyday Energy, LLC
New Jersey	Viridian Energy PA, LLC
	Everyday Energy NJ, LLC
	Everyday Energy, LLC
New York	Viridian Energy NY, LLC
	Viridian Energy PA, LLC
	Everyday Energy, LLC
	Public Power, LLC
Ohio	Cincinnati Bell Energy, LLC

EVERYDAY ENERGY, LLC DBA VALUE POWER & GAS

	Viridian Energy PA, LLC
	Everyday Energy, LLC
Pennsylvania	Viridian Energy PA, LLC
	Everyday Energy, LLC
Maryland	Viridian Energy PA, LLC
Washington D.C.	Viridian Energy PA, LLC
Virginia	Viridian Energy PA, LLC

EXHIBIT B-2

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

Experience:

Crius Energy (Applicant's parent) services more than 800,000 residential and commercial customer equivalents as an energy solutions partner that provides electricity, natural gas and solar products to residential and commercial customers. Crius Energy, LLC connects with energy customers through an innovative family-of brands strategy and multi-channel marketing approach. This unique combination creates multiple access points to a broad suite of energy products and services that make it easier for consumers to make informed decisions about their energy needs. Crius Energy, LLC currently sells energy products in 20 states and the District of Columbia with plans to continue expanding its geographic reach.

Everyday Energy, LLC dba Value Power & Gas, a subsidiary of Crius Energy LLC, has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. The 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
- Chaitu Parikh, COO
- Cami Boehme, CSO
- Christian McArthur, EVP Procurement, Pricing and Product Engineering
- Barbara Clay, EVP and General Counsel
- Robert Cantrell, EVP Sales

Contracting with Customers

Applicant markets its products through various mass market channels; Direct Mail, Door to Door, Telemarketing and web. Value Power & Gas enters into service agreements with 3rd party vendors to provide these services. Crius maintains close supervision of these channel partners to ensure proper sales performance and strict adherence to the Crius' Compliance Code of Conduct.

Door to door sales are executed with a signed contract and TPV (Third Party Verification). Crius conducts regular in field visits to monitor the teams. Key metrics are reviewed daily. All telemarketing campaigns conform to TCPA guidelines. All sales are finalized with a TPV. Crius regularly reviews sales calls for script and compliance adherence. Direct Mail enrollments are managed through Crius' call center. All sales calls are recorded and backed by a quality control review process. Web enrollments are processed through a Crius hosted web site for Value Power & Gas.

Providing Contracted Services

Applicant provides customers with electricity and natural gas in Ohio. Value Power & Gas offers fixed rate contracts for energy supply for specified term lengths.

Providing Billing Statements

Applicant does not provide its own billing statements. It provides consolidated billing with the utility.

Responding to Customer Inquiries and Complaints

Applicant operates an in-house telephone customer care center to answer any questions that customers may have. When a customer calls in with a question or complaint, the customer service representative will work with them to address any issue or problem. If the customer asks to have their enrollment cancelled, the customer service representative processes it immediately.

Any complaints or questions that are not resolved by the customer care representatives are then escalated to the Compliance Department. The Compliance Investigators serve as the primary point of contact for complaint resolution. Once Applicant's Compliance Department receives a customer complaint, an Investigator contacts the complaining party and gathers all pertinent information. Applicant then works with the customer to reach a mutually agreeable resolution with the goal of achieving customer satisfaction.

EXHIBIT B-3

"Summary of Experience," provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking renewed certification (e.g. number and types of customers served, utility service areas, volume of gas supplied, etc.).

Crius Energy (Applicant's parent) services more than 800,000 residential and commercial customer equivalents as an energy solutions partner that provides electricity, natural gas and solar products to residential and commercial customers. Across all of its operating entities, Crius Energy supplies 8 BCF's of natural gas annually. Crius Energy, LLC connects with energy customers through an innovative family-of brands strategy and multi-channel marketing approach. This unique combination creates multiple access points to a broad suite of energy products and services that make it easier for consumers to make informed decisions about their energy needs. Crius Energy, LLC currently sells energy products in 20 states and the District of Columbia with plans to continue expanding its geographic reach.

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- Christian McArthur, EVP Procurement, Pricing and Product Engineering
- Robert Cantrell, EVP Sales
- Cami Boehme, Chief Strategy Officer

EXHIBIT B-4

"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.

The matters below do not adversely impact the Applicant's financial or operational status or ability to provide services.

Public Power LLC – Pennsylvania, Docket #M-2012-2257858 (August 2012)

Prior to Public Power becoming affiliated with Crius Energy, Public Power was investigated by the Bureau of Investigation and Enforcement of the Pennsylvania Public Utility Commission ("PUC") for alleged unauthorized customer enrollments during July 2011. It was found that the unauthorized enrollments resulted from a data entry error by a third-party telemarketer acting on behalf of Public Power. Upon discovery of the mistake, Public Power contacted and worked cooperatively with the utility to rescind the transfers. On December 19, 2013 the PUC unanimously approved a settlement of \$64,450 plus customer refunds of \$22,161.68.

Public Power LLC – Connecticut, Docket #11-10-06 (October 2011)

Prior to Public Power becoming affiliated with Crius Energy, 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. 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. Public Power and the PURA 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 was formally approved on May 15, 2013.

Public Power LLC – Connecticut, Docket #13-02-08 (February 2013)

The Public Utilities Regulatory Authority ("PURA") currently has an open investigation regarding customer complaints that Public Power received during 2012. The vast majority of these complaints were the result of enrollments that took place before the Crius Energy management team took over management of Public Power. The purpose of the investigation is to determine whether Public Power engaged in any unfair or deceptive trade practices. The investigation is ongoing and Public Power is providing PURA with all requested documents and information.

Viridian Energy PA, LLC – Maryland, Case #9255, Order No. 84959 (January 2011)

In January 2011, the Staff of the Maryland Public Service Commission filed a complaint against Viridian Energy alleging that Viridian Energy's independent contractors had violated the Maryland customer protection rules by providing misleading representations in late 2010. On June 7, 2012, the Commission assessed a civil penalty of \$60,000 against Viridian Energy, and noted such fine related to instances of past behavior, noting a reduced penalty because Viridian Energy had strengthened its compliance program.

Viridian Energy, LLC – Connecticut, Docket #09-04-15RE03 (February 2015)

In February 2015, the Public Utilities Regulatory Authority ("PURA") issued a decision noting that it had received consumer complaints alleging that 1) Viridian automatically renewed customers to a fixed rate contract at the end of a previous contract without customer consent and authorization; and 2) If the consumer cancelled during the renewed contract, an early termination fee was assessed. Viridian provided a response indicating that it complies with Conn. Gen. Stat. §16-2450(h)(8), which allows for auto-renewed fixed rate contracts and the assessment of early termination fees on these contracts. On August 12, 2015, PURA issued a final decision finding that Viridian made a good faith effort to comply with the regulations, and that the proceeding revealed there is a need for PURA to establish industry-wide standards to that all licensed electricity suppliers uniformly apply Conn. Gen. State §16-2450(h)(8). PURA requested that Viridian refund all early termination fees where it could not pinpoint the exact date that the customers cancelled, and as a gesture of goodwill Viridian refunded all early termination fees collected from customers that had cancelled automatically renewed contracts.

EXHIBIT B-5

***“Disclosure of Consumer Protection Violations,”** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.*

Viridian Energy PA, LLC – Maryland, Case #9255, Order No. 84959 (January 2011)

In January 2011, the Staff of the Maryland Public Service Commission filed a complaint against Viridian Energy alleging that Viridian Energy’s independent contractors had violated the Maryland customer protection rules by providing misleading representations in late 2010. On June 7, 2012, the Commission assessed a civil penalty of \$60,000 against Viridian Energy, and noted such fine related to instances of past behavior, noting a reduced penalty because Viridian Energy had strengthened its compliance program.

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.

Please see the Crius Energy Trust website (“Trust Website”) for a listing of all recent filings, at <http://www.criusenergy.com/for-investors/financial-information-filings-earnings/sec-filings/default.aspx>. The most recent relevant filings, as stated on the aforementioned website (<http://www.criusenergy.com/for-investors/financial-information-filings-earnings/sec-filings/default.aspx>) are:

- (1) Annual Information Form For the Year Ended December, 2014
[http://www.criusenergy.com/files/doc_financials/2014/Crius-Energy-Trust-AIF-YE-2014-\(FINAL\).pdf](http://www.criusenergy.com/files/doc_financials/2014/Crius-Energy-Trust-AIF-YE-2014-(FINAL).pdf)
- (2) Annual Information Form For the Year Ended December 31, 2013
[http://www.criusenergy.com/files/doc_financials/2013/Crius-Annual-Information-Form-2013-\(Final\).pdf](http://www.criusenergy.com/files/doc_financials/2013/Crius-Annual-Information-Form-2013-(Final).pdf)

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, Applicant was a privately held company and therefore was not required to submit any SEC filings. Everyday Energy. LLC dba Value Power & Gas's ultimate parent entity, Crius Energy Trust, became a publicly-traded entity traded on the Toronto Stock Exchange, under the ticker symbol "KWH.UN". Crius Energy Trust is required to file regular disclosures to its shareholders.

These reports are publically available at the Canadian securities website (SEDAR): http://sedar.com/homepage_en.htm and the Crius Energy Trust website ("Trust Website"). For a listing of recent filings, please go to <http://www.criusenergytrust.ca>.

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.

The Audited Consolidated Financial Statements as at and for the Year Ended December 31, 2014 and 2013, Applicant's parent entity can be found on the Crius Energy Trust Website http://www.criusenergy.com/files/doc_financials/filings/CET-2014-Financial-Statements.pdf

CONFIDENTIAL

EXHIBIT C-4

"Financial Arrangements," provide copies of the applicant's financial arrangements to conduct competitive retail natural gas supply service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.).

Everyday Energy, LLC dba Value Power & Gas's financial arrangements to conduct CRES as a business activity contain confidential and proprietary information and are being submitted under seal.

CONFIDENTIAL

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.*

Everyday Energy, LLC dba Value Power & Gas’s forecasted financial information contain confidential and proprietary information and are being submitted under seal.

EVERYDAY ENERGY, LLC DBA VALUE POWER & GAS

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.*

Attached is the Dun and Bradstreet credit report for Everyday Energy, LLC dba Value Power & Gas.

Everyday Energy, Llc

DUNS: 07-030-7263

Dashboard

Company Info

1055 Washington Blvd Fl 7
Stamford, CT 06901

Phone: (877) 811-7023

DBA's :
(SUBSIDIARY OF REGIONAL ENERGY
HOLDINGS, INC., STAMFORD, CT)
(FORMERLY: FTR ENERGY
SERVICES, LLC)

URL: www.viridian.com

Scores

PAYDEX®	Delinquency Predictor		Financial Stress		Supplier Eval. Risk Rating	Credit Limit Rec.	DandB Rating	DandB Viability Rating
Score	Score	Class	Score	Class	Rating	Recommendation	Rating	Rating
NA	502 ▲	3	1380 ▼	4	6 ▼	\$15K	--	66CZ

Recent Alerts

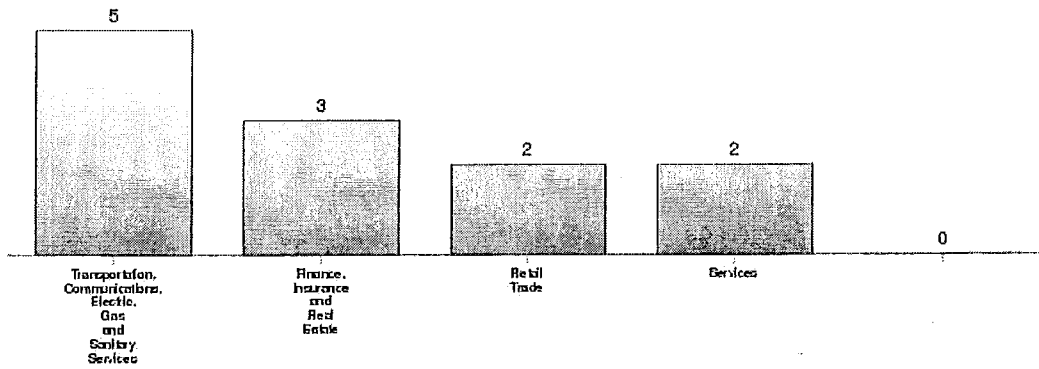
 SCORE 08/25/15 Delinquency Predictor Score Improved	 SCORE 08/25/15 Delinquency Predictor Class Improved
 SCORE 07/13/15 Supplier Evaluation Risk Rating Improved	 SCORE 07/13/15 Delinquency Predictor Score Declined

Inquiries

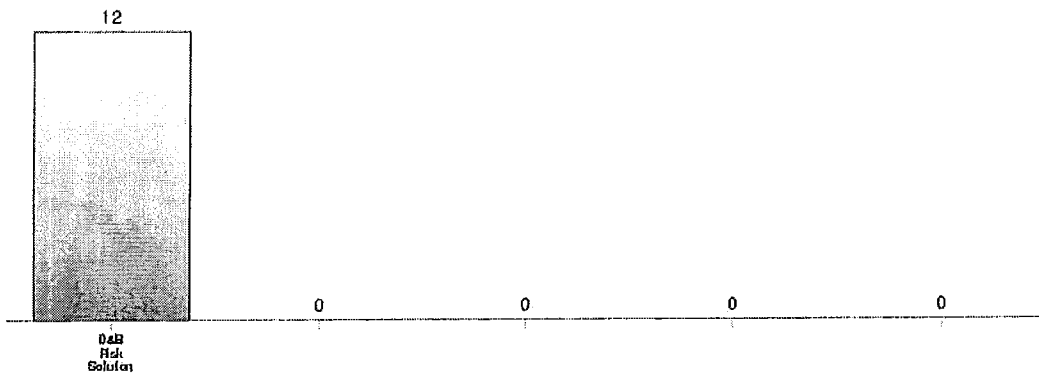
Most Recent

Date	SIC / Sector	Report type
06/26/15	Transportation, Communications, Electric, Gas and Sanitary Services	D&B Risk Solution
06/22/15	Transportation, Communications, Electric, Gas and Sanitary Services	D&B Risk Solution
06/04/15	Retail Trade	D&B Risk Solution
06/03/15	Retail Trade	D&B Risk Solution
05/08/15	Transportation, Communications, Electric, Gas and Sanitary Services	D&B Risk Solution

Top 5 Inquiries by SIC / Sector (12 Months)



Top 5 Inquiries by Report Type (12 Months)



Scores

PAYDEX®

You must have three reported payment experiences, from at least two different vendors, to establish a PAYDEX® score. To ensure all of your payments are reflected in your credit file, add trade references to your report. Visit the Action Center to learn more.

Delinquency Predictor Score

Score		Class	Percentile
502	▲	3	53%

Moderate risk of severe payment delinquency over next 12 months



Understanding My Score

The D&B Delinquency Predictor (formerly the Commercial Credit Score) predicts the likelihood that a company will pay in a severely delinquent manner (91+ days past term) over the next 12 months, seek legal relief from creditors, or cease operations without paying all creditors in full over the next 12 months based on the information in D&B's database. A severely delinquent firm is defined as a business with at least 10% of its dollars 91+ days slow.

Incidence of Delinquent Payment:

Among Companies with this Classification: **5.80%**

Factors Affecting Your Score:

Recent high balance past due

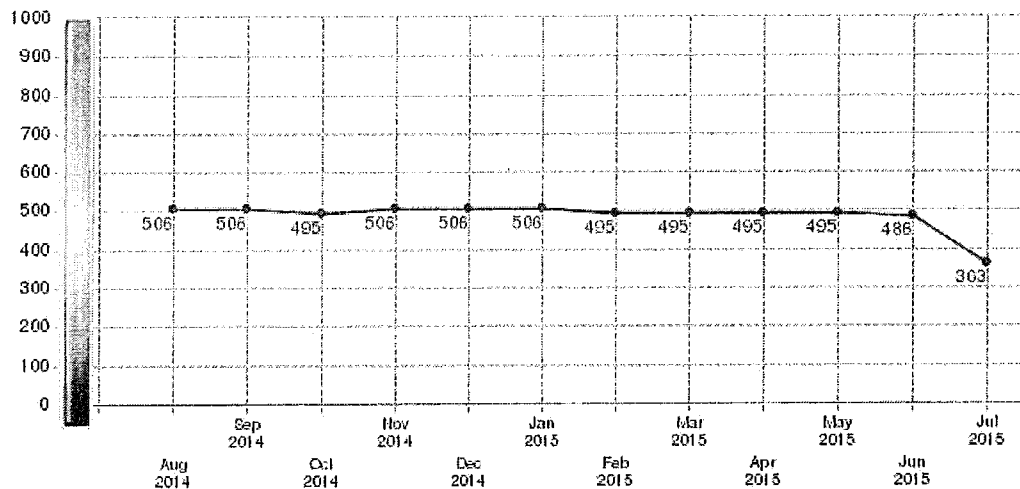
Limited time under present management control

Variable Paydex over last 12 months

Higher risk industry based on delinquency rates for this industry

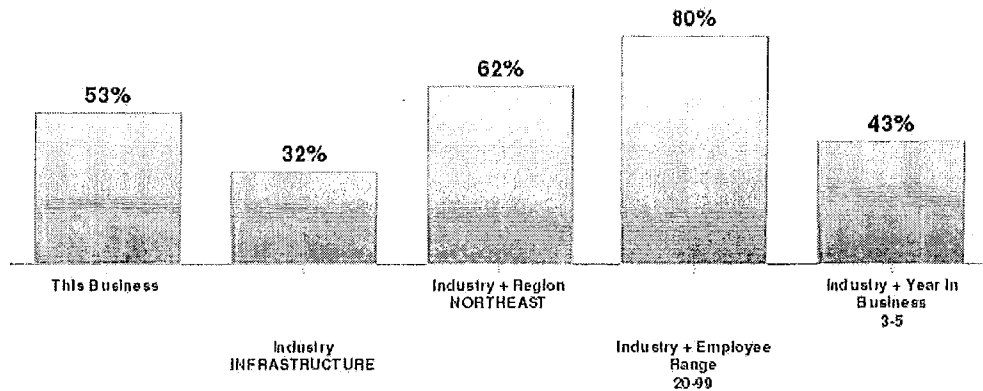
Key

Risk Class	% of Businesses within this Class	Percentile	Score
1	10%	91-100	580-670
2	20%	71-90	530-579
3	40%	31-70	481-529
4	20%	11-30	453-480
5	10%	1-10	101-452

Trends - Scores, 12 Month

• My Company (502)

Industry Comparison



This business has a Credit Score Percentile that shows:

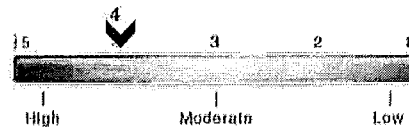
- Higher risk than other companies in the same region.
- Lower risk than other companies in the same industry.
- Higher risk than other companies in the same employee size range.
- Lower risk than other companies with a comparable number of years in business.

Financial Stress Score

Score
1380 ▼

Class
4

Nat'l %
5%



Moderate to high risk of severe financial stress, such as a bankruptcy, over the next 12 months

Understanding My Score

Incidence of Financial Stress:

Among Companies with this Classification: **0.84 (84 per 10000)**

Factors Affecting Your Score:

Low proportion of satisfactory payment experiences to total payment experiences.

Low Paydex Score.

Limited time under present management control

High proportion of slow payment experiences to total number of payment experiences.

Unstable Paydex over last 12 months.

- The Financial Stress Class Summary Model predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&B's extensive data files.

Notes:

- The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The Incidence of Financial Stress shows the percentage of firms in a given Class that discontinued

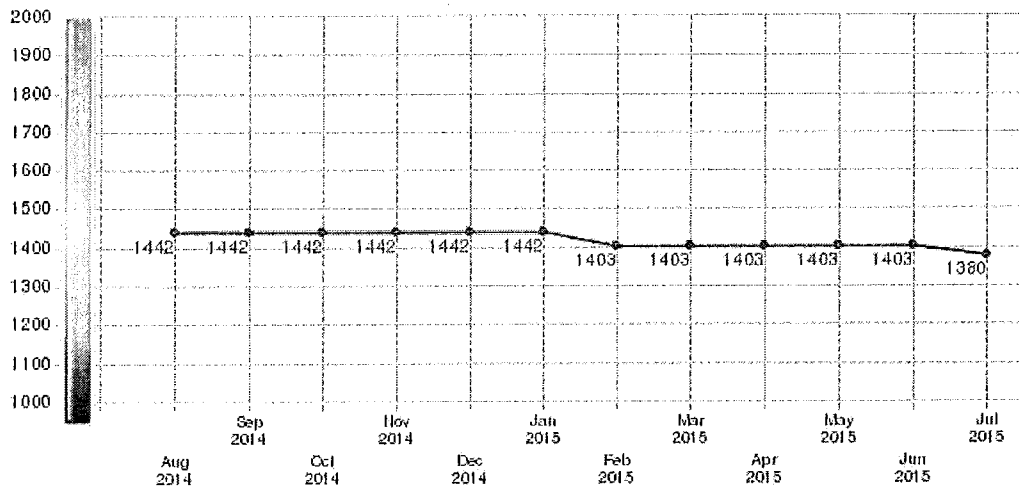
operations over the past year with loss to creditors. The incidence of Financial Stress - National Average represents the national failure rate and is provided for comparative purposes.

- The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&B's file.
- The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.
- All Financial Stress Class, Percentile, Score and Incidence statistics are based on sample data from

Key

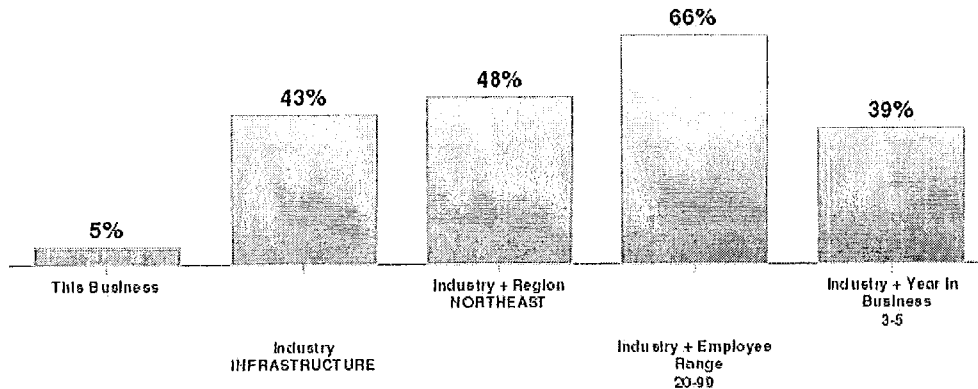
Score	Class	Percentile	Incidence of Financial Stress
1570-1875	1	95-100	6.0%
1510-1569	2	69-94	10.6%
1450-1509	3	34-68	18.4%
1340-1449	4	2-33	31.5%
1001-1339	5	1	70.0%

Trends - Scores, 12 Month



• My Company (1,380)

Industry Comparison



Based on payments collected over the last 4 quarters.

- Higher risk than other companies in the same region.
- Higher risk than other companies in the same industry.
- Higher risk than other companies in the same employee size range.
- Higher risk than other companies with a comparable number of years in business.

Supplier Evaluation Risk Rating

6 ▼



High risk of supplier experiencing severe financial stress over the next 12 months.

Understanding My Score

The Supplier Evaluation Risk (SER) Rating predicts the likelihood that a supplier will cease business operations or become inactive over the next 12 month period based on the depth of predictive data attributes available on the business. The SER Rating scoring system uses statistical probabilities to classify public and private companies into a 1-9 risk rating, where 1 represents low risk and 9 represents high risk.

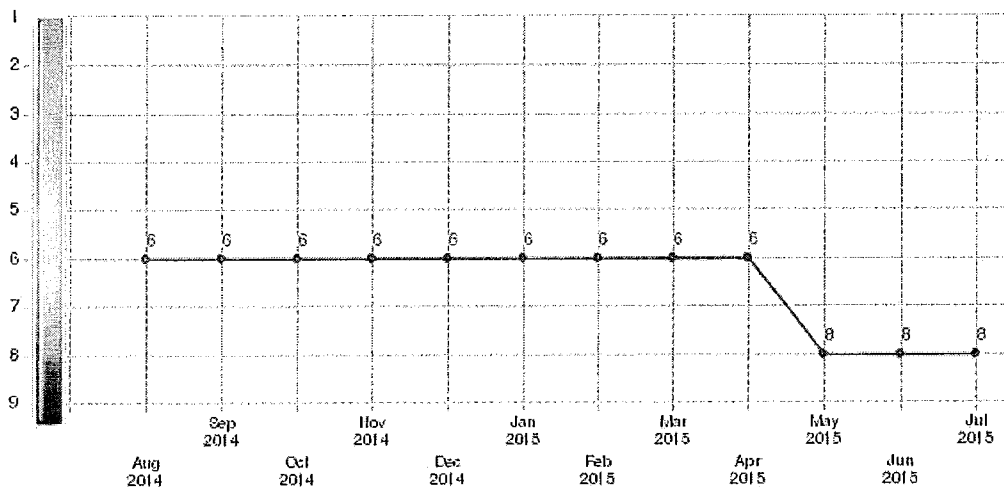
Factors Affecting This Company's Score:

Limited number of payment experiences reported

Limited business activity signals reported in the past 12 months

Limited time in business

Trends



• My Company (6)

Credit Limit Recommendation

Conservative Credit Limit

Risk Category

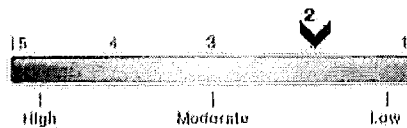
2

\$15k

Aggressive Credit Limit

\$35k

Low-Mod



Understanding My Score

D&B's Credit Limit Recommendation is intended to help you more easily manage your credit decisions. It provides two recommended dollar guidelines:

A conservative limit, which suggests a dollar benchmark if your policy is to extend less credit to minimize risk.

An aggressive limit, which suggests a dollar benchmark if your policy is to extend more credit with potentially more risk.

The dollar guideline amounts are based on a historical analysis of credit demand of customers in D&B's U.S. payments database which have a similar profile to your business.

D&B Rating®

Rating

--

D&B Rating	Date Applied
--	2013-12-10
1R3	2012-06-22
--	2011-07-13

Understanding My Score

Factors Affecting Your Score

of Employees Total: 32

Payment Activity (based on 2 experiences):

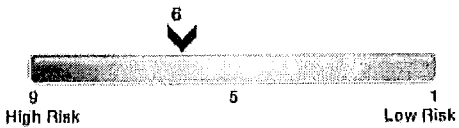
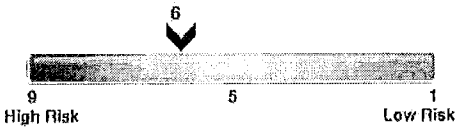

Average High Credit: **\$250,000**

Highest Credit: **\$250,000**

Total Highest Credit: **\$250,050**

Note: The Worth amount in this section may have been adjusted by D&B to reflect typical deductions, such as certain Intangible assets.

D&B Viability Rating

6	Viability Score									
<p>Compared to ALL US Businesses within the D&B Database:</p> <ul style="list-style-type: none"> Level of Risk: Moderate Risk Businesses ranked 6 have a probability of becoming no longer viable: 13% Percentage of businesses ranked 6: 30% Across all US businesses, the average probability of becoming no longer viable: 14% 										
6	Portfolio Comparison									
<p>Compared to ALL US Businesses within the D&B Database:</p> <ul style="list-style-type: none"> Model Segment: Limited Trade Payments Level of Risk: Moderate Risk Businesses ranked 6 within this model segment have a probability of becoming no longer viable: 13% Percentage of businesses ranked 6 within this model segment: 25% Within this model segment, the average probability of becoming no longer viable: 11% 										
C	Data Depth Indicator									
<p>Data Depth Indicator:</p> <p>Rich Firmographics Extensive Commercial Trading Activity No Financial Attributes</p>										
Z	Company Profile	<table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr style="background-color: #333; color: white;"> <th style="padding: 5px;">Financial Data</th> <th style="padding: 5px;">Trade Payments</th> <th style="padding: 5px;">Company Size</th> <th style="padding: 5px;">Years in Business</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">-</td> <td style="padding: 5px;">-</td> <td style="padding: 5px;">SUBSIDIARY</td> <td style="padding: 5px;">-</td> </tr> </tbody> </table>	Financial Data	Trade Payments	Company Size	Years in Business	-	-	SUBSIDIARY	-
Financial Data	Trade Payments	Company Size	Years in Business							
-	-	SUBSIDIARY	-							
<p>Compared to ALL US Businesses within the D&B Database:</p> <ul style="list-style-type: none"> Financial Data: - Trade Payments: - Company Size: SUBSIDIARY Years in Business: - 										

Inquiries

12 Month Summary

Over the past 12 months ending 9-2015, 12 individual requests for information on your company were received; this represents a 58.33% increase over the prior 12 month period. The 12 Inquiries were made by 0 unique customers indicating that

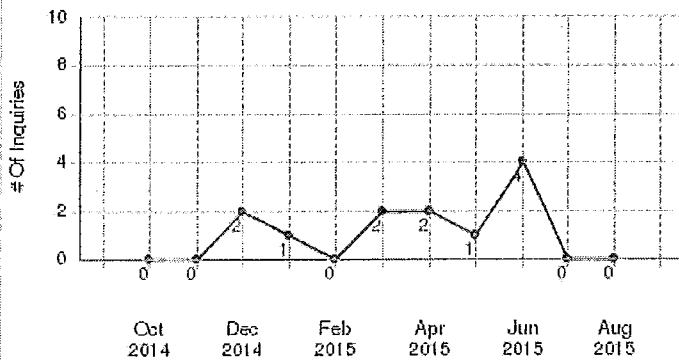
some companies have inquired on your business multiple times and may be monitoring you. Of the total products purchased, 5, or 41.67% came from the Transportation, Communications, Electric, Gas and Sanitary Services sector; 3, or 25.00% came from the Finance, Insurance and Real Estate sector; 2, or 16.67% came from the Retail Trade sector.

12 Month Total# Inquiries: 12

12 Month Unique Customers:0

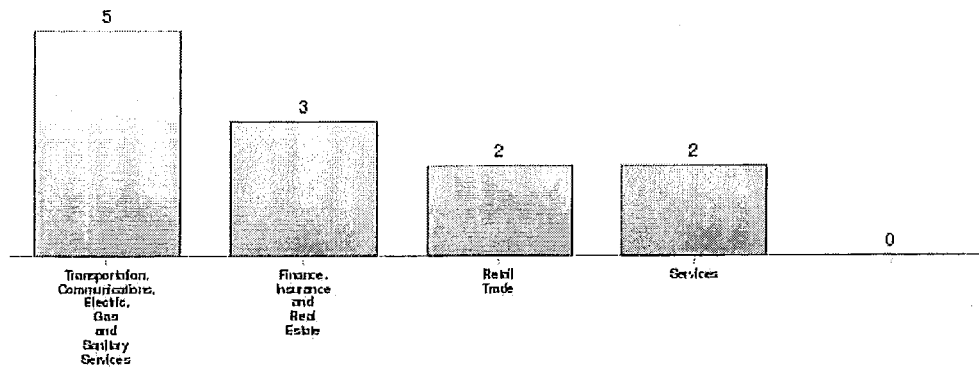
Date ▼	Report type	SIC / Sector
06/26/15	D&B Risk Solution	Transportation, Communications, Electric, Gas and Sanitary Services
06/22/15	D&B Risk Solution	Transportation, Communications, Electric, Gas and Sanitary Services
06/04/15	D&B Risk Solution	Retail Trade
06/03/15	D&B Risk Solution	Retail Trade
05/08/15	D&B Risk Solution	Transportation, Communications, Electric, Gas and Sanitary Services
04/08/15	D&B Risk Solution	Finance, Insurance and Real Estate
04/06/15	D&B Risk Solution	Transportation, Communications, Electric, Gas and Sanitary Services
03/31/15	D&B Risk Solution	Finance, Insurance and Real Estate
03/20/15	D&B Risk Solution	Transportation, Communications, Electric, Gas and Sanitary Services
01/21/15	D&B Risk Solution	Finance, Insurance and Real Estate
12/11/14	D&B Risk Solution	Services
12/11/14	D&B Risk Solution	Services

Trends - 12 Month

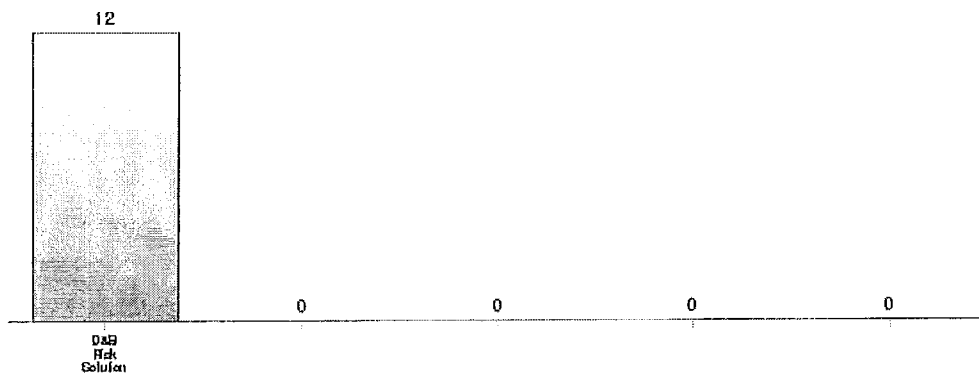


Top 5 Inquiries by Report

Type (12 Months)



Top 5 Report Types
Graph(12 Months)



All Inquiries by Industry and SIC / Sector

SIC/Sector	Oct-2014 to Dec-2014	Jan-2015 to Mar-2015	Apr-2015 to Jun-2015	Jul-2015 to Sep-2015	Total Inquiries
Finance, Insurance and Real Estate	0	2	1	0	3
Retail Trade	0	0	2	0	2
Services	2	0	0	0	2
Transportation, Communications, Electric, Gas and Sanitary Services	0	1	4	0	5

Inquiries by Report Type

Report Type	Oct-2014 to Dec-2014	Jan-2015 to Mar-2015	Apr-2015 to Jun-2015	Jul-2015 to Sep-2015	Total
D&B Risk Solution	2	3	7	0	12

Payments

Currency: Shown in USD unless otherwise indicated

Payments Summary

Current Unavailable
 PAYDEX®:
 Industry Median: 77 Equal to 5 DAYS BEYOND terms

Total payment Experiences in D&Bs File (HQ): 2
 Payments Within Terms (not dollar weighted): NA
 Total Placed For Collection: NA
 Average Highest Credit: 250,000
 Largest High Credit: 250,000
 Highest Now Owling: 200,000
 Highest Past Due: 80,000

Payments Summary by Industry

Total (Last 24 Months): 2

	Total	Total Dollar	Largest High Credit	Within	Days Slow			
	Received	Amount	Payment summary	Terms	31	30-90	81-90	90
Top Industries								
Book printing	1	\$250,000	\$250,000	0%	0	0	100	0
Other Categories								
Cash experiences	1	\$50	\$50	--	--	--	--	--
Unknown	0	\$0	\$0	--	--	--	--	--
Unfavorable comments	0	\$0	\$0	--	--	--	--	--
Placed for collections with D&B:	0	\$0	\$0	--	--	--	--	--
Other	0	N/A	\$0	--	--	--	--	--
Total in D&B's file	2	\$250,050	\$250,000	--	--	--	--	--

Payments Beyond Terms

Total (Last 24 Months): 1

Date	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/ (Mo.)
06/2015	Slow 90	\$250,000	\$200,000	\$80,000	N30	1 mo

All Payments

Total (Last 24 Months): 2

Date	Paying Record	High Credit	Now Owes	Past Due	Selling Terms	Last sale w/ (Mo.)
06/2015	Slow 90	\$250,000	\$200,000	\$80,000	N30	1 mo
07/2014	(002)	\$50	--	--	Cash account	1 mo

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

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

History & Operations

Currency: Shown in USD unless otherwise indicated

Company Overview

Company Name:	EVERYDAY ENERGY, LLC	URL:	www.viridian.com
Doing Business As:	(SUBSIDIARY OF REGIONAL ENERGY HOLDINGS, INC., STAMFORD, CT),	Stock Symbol:	NA
		History:	NA
		Operations:	NA
		Present Management Control:	NA
		Annual Sales:	NA

(FORMERLY: FTR ENERGY SERVICES, 1055 Washington Blvd(877) 811-7023 LLC)
Street Address:
FI 7 NA
Stamford, CT 06901

Phone:
Fax:

History

The following information was reported: 09/05/2015

Officer(s):
MICHAEL FALLQUIST, MNG MBR-CEO
ROOP BHULLAR, MBR-CFO
CAMI BOEHME, MBR-CSO
CHAITU PARIKH, MBR-COO
BARBARA CLAY, V PRES & GEN COUNSEL
CHRISTIAN MCARTHUR, EXEC VP OF PRICING, PRODUCT & ENGINEERING

The Nevada Secretary of State's business registrations file showed that Everyday Energy, LLC registered as a Limited Liability Company on July 15, 2011. Although this company operates as a Limited Liability Company, the members have elected to use officer titles to denote areas of responsibility.

Business started 2011.

Business name changed from FTR Energy Services, LLC to Everyday Energy, LLC on February 2, 2015 by charter Amendment.
MICHAEL FALLQUIST. 2009-present active here. 2008-2009 Commerce Energy, Inc. (AMEX: EGR), as COO. 2004-2008 Macquarie Bank Limited as Senior Manager, Energy Markets Division. 2003 Deloitte Consulting as Senior Consultant, Strategy & Operations. 1999-2002 Towers Perrin as Senior Associate, Strategy & Organization.

ROOP BHULLAR. 2010-present active here. Aug 2008-2010 Commerce Energy as Director of Finance. Oct 2003-Aug 2006 King Country Energy as Finance Manager/Controller. Feb 1998-Sep 2003 Deloitte as Tax Manager, Senior Tax Consultant, Tax Consultant. CAMI BOEHME. 2010-present active here. Mar 2010-Sep 2010 Utah State University, Huntsman School of Business as Associate Director of Marketing. Sep 2009-Sep 2010 Advent Creative Partner as Brand Director. Aug 1998-Sep 2009 Digital Slant as Founder, President and Brand Director.

CHAITU PARIKH. 2013-present active here. 2011-2012 MXenergy Inc., a Constellation Company, President & CEO. 20022011 MXenergy Inc. (\$700 million business serving over 500,000 customers with natural gas and electricity), EVP & CFO. 20012002 The New Power Company (\$350 million + NYSE listed company) Vice President & Corporate Controller. 19992001 AES Power Direct, LLC & Titan Energy, Inc. CFO & Vice President, Finance.

BARBARA CLAY. 2012-present active here. Feb 2007-Oct 2012 MasterCard Worldwide, Vice President, Counsel. 199-2007 Boies, Schiller & Flexner, LLP, Counsel.

CHRISTIAN MCARTHUR. 2014-present active here. Jul 2003-Mar 2013 Just Energy as Senior Vice President, Supply Operations.

Business address has changed from 64 N Main St, Norwalk, CT, 06854 to 1055 Washington Blvd 7th Fl, Stamford, CT, 06901.

Business Registration

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF
AUGUST 31 2015.

Registered Name:	EVERYDAY ENERGY, LLC
Business Type:	DOMESTIC LIMITED LIABILITY CO

Corporation Type: NA
Date Incorporated: NA
State of Incorporation: NEVADA
Filing Date: Jul 15 2011
FilingFedID: NA
Registration ID: E0401472011-7
Duration: NA
Duration Date: NA
Status: ACTIVE
Status Attained Date: Oct 19 2011
Where Filed: CORPORATION DIV, CARSON CITY, NV
Registered Agent: CSC SERVICES OF NEVADA, INC., 2215-B RENAISSANCE DR, LAS VEGAS, NV, 891190000
Agent Appointed: NA
AgentStatus: NA
Principals: REGIONAL ENERGY HOLDINGS, INC., MEMBER, 1055 WASHINGTON BLVD., STAMFORD, CT, 069010000

Operations

09/05/2015

Description:

Subsidiary of Regional Energy Holdings, Inc., Stamford, CT.

Provides electric services, specializing in power transmission, Provides natural gas transmission.

Terms are Net 15 days. Sells to general public, commercial concerns. Territory : United States.

Employees: 32 which includes officer(s).

Facilities: Occupies premises in a building.

Location: NA

Branches: NA

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

Subsidiaries: NA

SIC & NAICS

SIC:

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

4911 9903 Transmission, electric power

4922 0000 Natural gas transmission

NAICS:

221121 Electric Bulk Power Transmission and Control

486210 Pipeline Transportation of Natural Gas

Public Filings

Currency: Shown in USD unless otherwise indicated

Summary

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

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	-	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	38	07/20/15

The following Public Filing data is for information purposes only and is not the official record.
Certified copies can only be obtained from the official source.

Judgments

We currently don't have enough data to display this section.

Liens

We currently don't have enough data to display this section.

Suits

We currently don't have enough data to display this section.

Government Activity

We currently don't have enough data to display this section.

Banking & Finance

Financial Statements

We currently don't have enough data to display this section.

Banking

We currently don't have enough data to display this section.

Special Events

02/27/2015

Business name changed from FTR Energy Services, LLC to Everyday Energy, LLC on February 2, 2015 by charter Amendment.

Corporate Linkage

Parent

Company Name	DUNS #	City, State
CRIUS ENERGY CORPORATION	07-921-6047	STAMFORD, CONNECTICUT

Headquarters (US)

Company Name	DUNS #	City, State
CRIUS ENERGY, LLC	07-920-7686	STAMFORD, CONNECTICUT
CRIUS ENERGY CORPORATION	07-921-6047	STAMFORD, CONNECTICUT
PUBLIC POWER, LLC	80-199-8266	STAMFORD, CONNECTICUT
REGIONAL ENERGY HOLDINGS, INC.	83-044-8515	STAMFORD, CONNECTICUT

US Linkages

Company Name	DUNS #	City, State
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Subsidiaries

EVERYDAY ENERGY, LLC	07-030-7263	STAMFORD, CONNECTICUT
CRIUS ENERGY MANAGEMENT, LLC	07-921-8036	STAMFORD, CONNECTICUT
VIRIDIAN NETWORK, LLC	07-921-8071	STAMFORD, CONNECTICUT
CITRA, LLC	07-944-1637	STAMFORD, CONNECTICUT
VIRIDIAN ENERGY, LLC	83-040-4278	STAMFORD, CONNECTICUT
PUBLIC POWER, LLC	83-229-5666	STAMFORD, CONNECTICUT
VIRIDIAN ENERGY PA LLC	83-250-1584	STAMFORD, CONNECTICUT
PUBLIC POWER & UTILITY OF NEW JERSEY LLC	83-314-2370	STAMFORD, CONNECTICUT
PUBLIC POWER & UTILITY OF MARYLAND, LLC	83-314-3246	STAMFORD, CONNECTICUT
FAIRPOINT ENERGY, LLC	96-160-0736	STAMFORD, CONNECTICUT
CINCINNATI BELL ENERGY, LLC	96-160-0850	STAMFORD, CONNECTICUT
VIRIDIAN ENERGY NY, LLC	96-222-9337	STAMFORD, CONNECTICUT

Branches

CRIUS ENERGY CORPORATION	07-954-6645	PINELLAS PARK, FLORIDA
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International Linkages

We currently don't have enough data to display this section.

EVERYDAY ENERGY, LLC DBA VALUE POWER & GAS

EXHIBIT C-7

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

Please see C-6 for a copy of Everyday Energy, LLC dba Value Power & Gas's Dun and Bradstreet report.

EXHIBIT C-8

***"Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since the applicant last filed for certification.*

Neither Everyday Energy, LLC dba Value Power & Gas, its parent nor any of its affiliates have filed for reorganization, protection from creditors, or any other form of bankruptcy during the current year or since the applicant last filed for certification.

EXHIBIT C-9

***"Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application, or at any time as a participant in the Ohio Natural Gas Programs.*

On September 18, 2012, Regional Energy Holding, Inc. ("REH") and Public Power, LLC ("Public Power") combined to form Crius Energy, LLC ("Crius Energy") in order to offer an initial public offering ("IPO") of Crius Energy Trust units to the public on the Toronto Stock Exchange. The IPO raised funds for the acquisition by the Trust of a 26.8% ownership in Crius Energy. Today, Public Power is ultimately owned by Crius Energy.

The purpose of Crius Energy is to serve as a member or stockholder of REH, Public Power and all the other operating subsidiaries of Crius Energy. Crius Energy's operating entities include Pubic Power, Viridian Energy, Cincinnati Bell Energy, FairPoint Energy, TriEagle Energy, Citra Solar, Everyday Energy dba Energy Rewards and Everyday Energy dba Value Power & Gas.

On April 1, 2015 Crius Energy acquired TriEagle Energy LP, a licensed supplier who provides electric service at retail in several states. Due to this acquisition, Crius Energy created two entities: TriEagle 1, LLC and TriEagle 2, LLC, both Nevada limited liability companies. TriEagle 1, LLC holds the general partnership of TriEagle Energy LP and TriEagle 2, LLC holds the limited partnership of TriEagle.

In June, 2015, Crius initiated a second public offering which allowed the ultimate parent company, Crius Energy Trust, to take more of Crius Energy public by buying millions of membership units from existing private investors and offering them for sale to the public. Crius Energy Trust now holds 43.06% indirect ownership interest in Crius Energy.

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 contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services as well as other services used to supply natural gas to the natural gas company city gate for retail customers.*

Everyday Energy, LLC dba Value Power & Gas ("Value Power & Gas") will market natural gas as a licensed competitive retail natural gas service supplier in Ohio to residential, commercial and industrial customers.

Value Power & Gas is a wholly owned subsidiary of Crius Energy LLC ("Crius"). 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 Value Power & Gas's natural gas supply in all markets. Macquarie is responsible for securing the physical natural gas as requested by our scheduling department and providing collateral as required by pipelines and utilities, and delivering natural gas supply to the respective city gates for retail customers.

Value Power & Gas does not currently own or operate, nor does it intend to own or operate any distribution facilities. Value Power & Gas 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.

Everyday Energy, LLC dba Value Power & Gas (“Value Power & Gas”) has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers Value Power & Gas’s management team is comprised of individuals with significant experience in wholesale and retail energy. Below find the qualifications of three individuals with the requisite operations experience:

- Michael Fallquist, CEO
- Chaitu Parikh, COO
- Christian McArthur, EVP Pricing, Procurement and Product Engineering

Michael Fallquist, Chief Executive Officer

Michael Fallquist is the Chief Executive Officer of Crius Energy LLC (“Crius”). Before becoming President and CEO of Crius Energy, Michael Fallquist successfully raised the equity and debt capital necessary to launch Regional Energy Holdings, Inc. (REH), the company he founded in 2009 to manage a portfolio of energy service companies. Earlier that same year, Michael also founded Viridian Energy – now one of the top 50 direct selling companies worldwide.

Prior to his role as CEO and President of REH, Michael served as the chief operating officer of Commerce Energy, a publicly listed natural gas and electricity retailer serving more than 150,000 customers in multiple states. Before joining Commerce Energy, Michael worked for the Macquarie Group in Australia and in the United States, where he gained valuable experience as a member of the innovative Central Executive Strategy Group, and in various energy trading roles within Macquarie Cook Energy.

Michael earned an MBA from Cornell University and a B.A. in Economics from Colgate University. He was named an Ernst & Young Entrepreneur of the Year® 2012 award winner in New York, Cleantech category.

Mr. Fallquist’s full resume is attached in Exhibit D-3.

Chaitu Parikh, Chief Operating Officer

Chaitu Parikh is Chief Operating Officer with responsibility for Crius Energy's retail energy business. A 16-year veteran of the retail energy industry, Chaitu complements our Management Team's ongoing efforts to grow Crius Energy through consolidation within the industry and maximize the potential of our family-of-brands platform.

Prior to joining Crius Energy, Chaitu spent ten years with MXenergy, a leading supplier of power, natural gas and energy products and services for homes and businesses across North America, where he served as Executive Vice-President and Chief Financial Officer before being appointed President and CEO in 2011. His accomplishments included developing business strategy, acquisition and integration of several different businesses, overseeing risk management and responsibility for a multi-office operation with locations throughout North America.

Chaitu earned a B.A. in economics from the University of Toronto. Chaitu also holds a CPA designation from the Institute of Chartered Accountants of Ontario.

Mr. Parikh's full resume is attached in Exhibit D-3.

Christian McArthur, Executive Vice President of Procurement, Pricing and Product Engineering

Christian McArthur draw upon more than a decade of industry experience to ensure competitive wholesale energy procurement for Crius Energy and its family of brands. He is also responsible for hedging and forecasting with the overall goal of strengthening the company's energy procurement strategies while continuing to diversify its product mix and expand its geographic footprint.

Prior to joining Crius Energy, Christian was a Senior Vice President at Just Energy where he oversaw energy supply operations for all North American businesses. In this role, Christian led trading, risk management, customer analytics and forecasting during June Energy's expansion from three to 20 markets across North America, servicing more than four million customers. He was also successful at new product development and innovating new revenue streams.

Christian earned a Master of Applied Science dress from the University of Waterloo in Canada and a Bachelor of Applied Science degree from Queens's University.

Mr. McArthur's full resume is attached in Exhibit D-3.

Other Operations Expertise

Additionally, Value Power & Gas relies on EC Infosystems (ECI) to provide EDI, billing, and CIS services in all our markets. ECI is a recognized leader in providing these services and already has significant experience, providing service to 150 clients and connections to over 70 utilities.

Outsourcing its EDI and Billing/CIS to ECI allows Value Power & Gas to focus resources on sales, marketing, pricing, procurement, regulatory and administrative functions.

Value Power & Gas 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 natural gas in all markets. Macquarie is responsible for scheduling natural gas on a daily basis, securing ancillary services to support the natural gas supply, providing collateral as required and delivering natural gas supply to the respective city gates for retail customers.

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	Address	Phone Numbers
Michael J. Fallquist	CEO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Roop Bhullar	CFO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Chaitu Parikh	COO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Cami Boehme	CSO	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Christian McArthur	EVP, Procurement, Pricing and Product Engineering	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Barbara Clay	EVP & General Counsel	1055 Washington Blvd., 7 th Fl. Stamford, CT 06901	203-663-5089
Robert Cantrell	EVP Sales	2620 Technology Forest Blvd., The Woodlands, TX 77381	713-907-2892

Michael J. Fallquist
42 Fairfield Ave, Westport, CT 06880
(917) 975-3638
mfallquist@criusenergy.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

2009 - 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 eleven (11) states and the District of Columbia with license applications pending in other states. On November 13, 2012 Crius Energy Trust began trading on the Toronto Stock Exchange under the ticker symbol of KWH.

- 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

ROOP S. BHULLAR

203-883-9900 rbhullar@criusenergy.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 eleven (11) states and the District of Columbia with license applications pending in other states. On November 13, 2012 Crius Energy Trust began trading on the Toronto Stock Exchange under the ticker symbol of KWH.

- Head finance and accounting functions of over \$600M electricity, natural gas and solar business servicing over 800,000 customers across the United States.
- 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*

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.

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),

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

CHAITU PARIKH, CPA, CA

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Ridgefield, CT 06877
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Cell: (914) 329-7399

PROFILE

Entrepreneurial executive with extensive financial and operational experience. A strategic thinker with expertise in risk management, capital market transactions and mergers & acquisitions. Experience includes managing multi-office teams through periods of rapid growth, investor relations and rating agency/lender relationship administration. Most recently focused on integration of acquired businesses and working with Boards and leadership teams to develop and successfully execute strategic plans.

EMPLOYMENT HISTORY

2013 – Present

Crius Energy
Chief Operating Officer

- Responsible for all aspects of the retail energy business, including operations, sales, customer service and pricing
- Negotiated the acquisition of several customer portfolios including a 200,000 acquisition of a TX based retailer
- Automated the renewal process for customers resulting in lower costs and improved customer experience
- Negotiated contract with the largest cable company in the country to launch a private label branded retail energy

2011 – 2012

MXenergy Inc., a Constellation Company
President & CEO

- P&L responsibility for the mass market retail energy business in North America (excluding Texas) – managed a team of over 200 people across multiple offices
- developed business strategy with new management team for the North American business
- advised on the transition of the legacy MX business into Constellation and new organizational structure
- managed the pricing and supply team in a successful bid to serve Ohio gas customers which resulted in \$2 million incremental margin
- led a project team to improve operational efficiency – over \$6 million in savings identified
- identified cross sell opportunities across the expanded business platform resulting in significant incremental gross margin

2002 – 2011

MXenergy Inc. (\$700 million business serving over 500,000 customers with natural gas and electricity)
EVP & CFO

- successfully negotiated the sale of MXenergy for over \$200 million resulting in a 40% equity value IRR in coordination with the Board and investment bankers
- negotiated the acquisition of eight businesses ranging from \$3 to \$125 million in purchase price, evaluated and declined to pursue over 25 others
- managed project team to consolidate multiple billing and customer systems into a single platform which resulted in over \$2 million in annual cost savings
- raised \$190 million in 144a debt offering to finance the acquisition of Shell Energy Services Company
- closed on a \$300 million bank revolver and structured hedge/supply facility with a syndicate of banks which allowed MX to procure supply from the most competitive source
- responsible for risk management, accounting, information technology, customer operations, credit, tax, FP&A and pricing teams across multiple offices

- 2001 – 2002** **The New Power Company (\$350 million + NYSE listed company)**
Vice President & Corporate Controller
- responsible for all external financial reporting including SEC filings and tax reporting
 - prepared bankruptcy filings with counsel and prepared all required financial reports
 - led the operations group in implementing a receivables collection policy that reduced DSO by 30% over 6 months
 - worked closely with external auditors on complex accounting issues including FASB 133
- 1999 – 2001** **AES Power Direct, LLC & Titan Energy, Inc**
CFO & Vice President, Finance
- managed growth of retail energy business from start-up to over US \$100 million in annual revenues (100,000 retail natural gas customers) within 2 years
 - structured asset sale to The New Power Company, which achieved a 15% increase in ultimate sale price
 - implemented monthly reporting package including key performance metrics
 - arranged for a \$25 million revolving credit facility and structured supply/hedge facility with Duke Energy
 - developed and implemented a risk management policy for the business
 - negotiated sale of Titan Energy to AES Power Direct for approximately \$30MM
 - jointly responsible for managing operations center in Toronto (90 person staff)
- 1997 – 1999** **Alliance Gas Management, Inc. (\$80 million + TSX listed income trust)**
CFO & Vice President, Finance
- raised \$20 million through a follow-on equity issue; funds were used to finance an acquisition
 - responsible for all aspects of investor relations including presentations at analyst conferences and meetings
 - prepared annual and quarterly reports and presentation for AGM
 - presented financial results at all Board and Audit Committee meetings
 - completed long range business forecast models and annual budget
- 1991 - 1997** **KPMG LLP**
Manager
- responsible for managing audit engagements (manufacturing, pharmaceutical, auto dealerships)
 - managed several clients through the IPO process
 - prepared due diligence reports for potential acquisitions

CERTIFICATION AND EDUCATION

- 1992** **Canadian Institute of Chartered Accountants**
Chartered Professional Accountant (2012)
- 1988 to 1991** **University of Toronto**
Bachelor of Arts - Major in Economics

CHRISTIAN MCARTHUR

Relevant Professional Experience

Executive Vice President, Procurement, Pricing, and Product Engineering March 2014 – Present

- Managed Commodity Supply Portfolio, Pricing and Structuring, Load Forecasting, and Market-related Business Development across all of Crisus' US operations:

ENERGY TRADING

- Responsible for commodity procurement, hedging strategy, and logistics to meet load-following supply obligations for customer terms up to 48mos
- Managed energy procurement across all territories using a variety of hedging instruments: physical and financial electricity, physical and financial natural gas, commodity derivatives, weather derivatives, renewables (wind generation PPAs, REC's), verified carbon offset portfolios
- Consistently delivered strong P&L from the trading desk
- Managed nominations and scheduling of a diverse supply portfolio across multiple wholesale markets including:
 - Power: ERCOT, NYISO, PJM, ISO-NE, transmission and congestion rights
 - Gas and gas assets; most North American natural gas pipelines with deliveries to over 100 physical points
- Originated, developed, implemented and managed relationships with key financial and physical energy suppliers
- Developed trading and risk management systems for managing trading process and reporting

PRODUCTS, PRICING, AND STRUCTURING

- Developed and maintained over 100 live and transactable Power and Natural Gas forward curves
- Developed and implemented residential and commercial customer pricing process, including live and transactable pricing across all markets and customer types
- Managed new market entry research, analytics and strategy; developed pricing, products and risk management models and processes
- Spearheaded corporate product development from energy market perspective; used market analytics as a tool to deliver profitable products with good customer value proposition
- Developed financial reporting systems allowing accurate Revenue, Cost-of-Goods-Sold, Margin, and weekly retail book P&L
- Oversaw reconciliation of market settlements for validation of pricing models

CHRISTIAN MCARTHUR

FORECASTING, BUSINESS INTELLIGENCE, AND ANALYTICS

- Managed customer load behaviour analysis and modelling in relation to environmental, technological, and macro economical Influences
- Load Forecasting process and model development; oversaw publishing of:
 - over 100 weekly supply obligation forecasts by market/utility, Crlus brand, customer type, and product (Fixed, Index, Variable, etc.)
 - daily short term weather-sensitive forecasts for all markets for scheduling and nominations

BUSINESS DEVELOPMENT

- Portfolio Lead on all retail book acquisitions, providing model development and insight for commercial valuations— 3 executed acquisitions since joining
- Managed expansion of supply desk into new markets

Senior Vice President, Supply Operations Just Energy

July 2003 — March 2013

- In 10 years at Just Energy I managed the expansion of the supply desk from 3 Canadian markets to 20 across Canada and the US, driving customer growth from 690k customers to over 5M.
- Managed Commodity Supply Portfolio, Pricing and Structuring, Load Forecasting, Demand Response and Business Intelligence, and Market-related Business Development across 20 jurisdictions in US and Canada
- Team of 30+ people across Toronto and Houston with Annual Budget of \$4M, accountability directly to COO and CEO
- Responsible for commodity procurement, hedging strategy, and logistics to meet load-following supply obligations of 50 TWh in annual retail load (50% natural gas) for customer terms up to 60mos
- Managed energy procurement across 5 Canadian provinces and 15 U.S states using a variety of hedging instruments: physical and financial electricity, physical and financial natural gas, commodity derivatives, weather derivatives, renewables (wind generation PPAs, REC's), verified carbon offset portfolios

Other Skills

- Very strong analytically and technically: able to dissect and understand problems quickly, propose appropriate solutions, and implement using best practice and technology
- Excellent communication skills: able to present complex concepts to all levels of within company
- Focused and knowledgeable strategic thinker: able to identify and propose opportunities for business growth and/or optimization

Education

- MSc. Electrical Engineering, University of Waterloo 2003
- BSc. Engineering Physics, Queen's University 2001

Cami Boehme

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

CHIEF STRATEGY OFFICER

September 2010 – current

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 eleven (11) states and the District of Columbia with license applications pending in other states. On November 13, 2012 Crius Energy Trust began trading on the Toronto Stock Exchange under the ticker symbol of KWH.

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

Barbara A. Clay
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Crius Energy (TSX: KWH)
Executive Vice President & General Counsel

September 2013 – Current

Provide strategic insight and analysis necessary to comply with complex legislative, regulatory and other legal requirements involving the deregulated energy market, telemarketing sales and other complex marketing channels. Assist market entry and maintain operational compliance in 15 deregulated states. Support regulatory compliance with the listing requirements of the Toronto Stock Exchange. Responsible for managing all compliance and litigation matters.

Crius Energy (TSX: KWH)
Associate General Counsel

November 2012 – September 2013

Lead M&A activity to support organizational and board acquisition goals. Responsible for overseeing and responding to consumer litigation and consumer informal and formal complaints with various State Public Utilities Commission as well as State Commission investigations.

MasterCard Worldwide (NYSE: MA)
Vice President, Counsel

2007 - 2012

US Markets

Supported MasterCard's US Markets business group on all payments industry legal matters (contractual and regulatory) involving MasterCard and its relationship with its customers (financial institutions and merchants), its products (credit, debit and prepaid) as well as arrangements with other payment industry networks such as NYCE, STAR, and ACCEL/Exchange. Supported strategic customer and merchant contract negotiations as well as ongoing customer relationships with large financial institutions as well as and numerous regional banks, credit unions, merchants and competing networks. Representative matters include:

Bank of America. Negotiated enterprise agreement between MasterCard and Bank of America; responsible for all legal issues arising out of MasterCard/Bank of America card programs.

Citibank. Negotiated enterprise agreement between MasterCard and Citibank; supported product development team in developing World Elite Card designed for international and domestic high-spend consumers.

Fifth Third Bank. Supported relationship with Fifth Third Bank; renegotiated Brand Agreement with bank providing for volume targets, incentives and marketing support.

JPMorgan Chase. Led negotiations to revise contractual relationship with Chase through a revised Master Services Agreement governing all MasterCard network rules, service level standards and enterprise pricing.

SunTrust Bank. Sole attorney in successful negotiations for SunTrust's complete conversion from Visa to MasterCard for SunTrust's credit, debt and prepaid card portfolios.

Travelex. Structured a worldwide trust for prepaid card activity worldwide; structured to securely hold prepaid cardholder funds remote from bankruptcy; negotiated several step acquisition of Travelex by MasterCard.

USAA. Negotiated post-Durbin enterprise debit card agreement between MasterCard and USAA.

Other Card Programs. Worked on numerous airline incentive card programs (US Airways, Delta, Lufthansa), travel cards (Carnival prepaid worldwide), government benefit and insurance prepaid cards, as well as private label and gift cards.

Merchants. **McDonald's, Verizon, AT&T, Sprint and Redbox.** Negotiated post-Durbin changes for "small ticket, high-volume" merchant pricing debit agreements. **Starwood Hotels.** Negotiated worldwide incentive co-brand card and marketing agreement with Starwood.

Mergers & Acquisitions

Responsible for developing MasterCard's M&A group. Advised business on all legal matters, including, negotiating and strategy for MasterCard's worldwide investments, acquisitions, strategic joint ventures, and divestitures. Drafted NDAs, term sheets, partnership agreements, shareholder agreements and other related M&A documents. Representative M&A matters include:

Brazil. Sole attorney responsible for negotiated sale of MasterCard's minority investment in RedeCard, Brazil's second-largest card payment processor, which went public in the largest Brazilian IPO in Brazilian history.

Canada. Lead attorney for minority investment in private company SecureKey Technologies Inc. that develops e-commerce software and hardware for authentication of mobile and online payment transactions.

India. Sole attorney for negotiation of minority investment in private Indian payment processing company, ElectraCard Services.

Ireland. Sole attorney to negotiate MasterCard's acquisition of Orbiscom, Ltd., an Ireland technology company which developed the "in-Control" product now featured by MasterCard.

Philippines. Sole attorney to assist MasterCard's mobile payment business unit to form a joint venture with Philippine mobile technology company, Smart Hub, Inc. Formed joint venture, headquartered in Singapore, with operations worldwide.

United Kingdom. Lead attorney for MasterCard's US\$500 million acquisition of UK public company, DataCash.

United States. Sole attorney for successfully negotiated spin-off of MasterCard's research subsidiary, Tower Group, to publicly-held company Corporate Executive Board (complicated employee matters and rare negative equity deal) (2009); sole attorney for due diligence and negotiation of MasterCard's equity investment in Brighterion, a private fraud detection technology company (2008);

SEC, Finance & Treasury and Customer Risk

Involved in oversight, drafting, review and final filings of all MasterCard's '34 Act securities filings; managed securities paralegal for all Company filings; prepared insider trading policies and charged with responsibility for responding to questions regarding same; created MasterCard's 10b5-1 stock sale plan; attorney responsible for content and guidance regarding responding to analyst questions at investors' day meetings. Supported general legal matters for finance and treasury. Drafted and negotiated global collateral arrangements, credit facilities, and ISDAs. Sole attorney responsible for securing collateral for MasterCard's worldwide financial institution settlement risk prior to, during, and after the Lehman/worldwide banking crisis; oversaw coordination of over 200 bank failures, negotiated with FDIC for smooth transition of MasterCard credit card and debit card portfolios; negotiated cash collateral arrangements, trust agreements, letters of credit, and parent guarantees in numerous countries; negotiated with banks around the world on a daily basis.

Board and Governance Matters. Recruited by MasterCard to assist in developing proper board function for newly formed public Board listed on New York Stock Exchange; performed initial and annual analysis of independence for all Board members; created Charters for Audit Committee, Nominating and Corporate Governance Committee, and the Human Resources and Compensation Committee; developed MasterCard's Governance Guidelines; involved in all aspects of Board preparation; prepared final minutes for Board and Committee meetings; performed annual determination of financial expert for Audit Committee; provided continuous legal advice to the Board and Committees regarding bench-marking studies of "best practices" in

governance and any changes to NYSE listing requirements or Delaware case law; involved in planning of annual shareholders meeting.

Boies, Schiller & Flexner, LLP

Counsel

1998 - 2007

Representative matters at Boies, Schiller & Flexner include a blend of M&A, private equity transactions, complex commercial transactions, SEC and governance/board work. Key highlights include:

American Express Company. Supported litigation against payment companies involving anti-trust issues and worked on settlement agreement for one of largest antitrust settlements for an individual company (US\$1.8 billion). Prepared analysis of financial institution historical mergers and spin-offs as well as other key background research which supported the litigation.

Adelphia Communications Corporation. Involvement in every aspect of advising the Board and senior management in connection with initial internal investigation finding unprecedented corruption; restructured board and committees working with SEC's informal guidance (avoiding formal SEC oversight); implemented corporate governance best practices; drafted all new Board documents, charters and on-going minutes, and advised Board in bankruptcy filing decision; advised Board to avoid Company indictment; provided ongoing securities disclosure advice and filings.

Tyco International (US) Inc. Advised Corporate Governance Committee in crisis resulting from corporate fraud and accounting scandal; provided ongoing securities disclosure advice; advised on internal investigation conducted by Corporate Governance Committee, finding isolated fraud, and prepared SEC filings related to same.

Florida Power & Light Group. Advised General Counsel, Board and senior management in connection with the merger (including Hart Scott Rodino advice and filing) and subsequent termination of its US\$27 billion merger of equals with Entergy Corporation that would have created the largest U.S. electric utility and power producer; advised Board on termination fee negotiations.

Arthur Andersen. Represented Arthur Andersen in US\$500 million Master Settlement Agreement with Accenture as part of the separation of Andersen Consulting from Arthur Andersen.

Tudor Investment Corporation. Represented Tudor Investment Corporation in numerous venture capital equity investments.

Caithness Energy. Represented Caithness Energy in \$500 million bid for domestic and international power projects being auctioned by Edison Mission Energy; represented Nevada Power Holdings LLC in its \$130 million acquisition of Oxbow Geothermal Corporation, Oxbow Power of Beowawe, Inc. and Oxbow Sun-Peak Power, Inc. Represented Caithness Long Island in unprecedented Power Purchase Agreement negotiations with the Long Island Power Authority for LIPA to purchase energy from 326MW power plant to be built by Caithness; simultaneous negotiations for US\$800 million Engineering, Procurement and Construction Agreement with Siemens Corporation to build plant.

Newlat Srl. Represented Newlat Srl in 150 billion Lire acquisition of assets from Parmalat.

Harry Winston. Represented Bruce Winston in litigation, settlement, and US\$100 million sale and recapitalization of Harry Winston Jewelers.

NASCAR. Negotiated settlement agreement for NASCAR with Kentucky Speedway regarding NASCAR's selection of tracks to hold its races.

New York Palace Hotel. Advised the Brunei government in connection with legal proceedings against Prince Jefri Bolkiah when they froze his assets in New York, specifically, the New York Palace Hotel.

Non-Legal Experience

Cytotec Industries Inc. (NYSE: CYT)
Law Clerk

1994-1998

Handled nation-wide permitting for all plants, and all regulatory matters involved in chemical manufacturing; managed environmental and regulatory litigation cases and settlement of over 100 Superfund sites. Cytec is the spun-off successor company of the America Cyanamid chemical business.

Rutgers, Department of Chemical & Biochemical Engineering

1992-1994

Fellowship

Performed research in collaboration with the USEPA and the Energy Research Centre of The Netherlands on leaching of contaminants from wastes and construction materials and development of the leaching environmental assessment framework, providing the foundation for environmental regulation of these materials at USEPA, the Netherlands Ministry of Environment and the European Union's Directorate General for the Environment.

American Cyanamid Company (NYSE: ACY)

1990-1992

Environmental Engineering Intern

Supported engineers, geologists and financial planners on various projects involving country-wide plant permitting, correspondence with environmental regulatory agencies, and management of Superfund matters.

Education

Pace University School of Law

Juris Doctorate, 1998

Top 5%, Managing Editor, published twice in the *Journal of Environmental Law*

Rutgers University – School of Engineering

Master of Science, Environmental Sciences, 1997

Top 5%, Full Scholarship from the Department of Chemical & Biochemical Engineering

Rutgers University – School of Environmental and Biological Sciences

Bachelor of Science, Environmental Sciences, 1992

Robert C. Cantrell

Resume

Mr. Cantrell has extensive strategic marketing experience from the energy, real estate, and telecommunications industries. Prior to TriEagle, he has twice served as President of retail electric providers and VP of Sales and Marketing for two other energy retailers. Mr. Cantrell also served as Vice President for Strategic Development at Simple Communications, a start-up wireless reseller, and Director of Marketing at TXU Communications. Rob earned his BA in Economics from the University of North Carolina and MBA from the University of Georgia.

EDUCATION / CERTIFICATION

MBA – Marketing, Real Estate, Banking, 1994, University of Georgia
BA - Economics, 1992, University of North Carolina

PROFESSIONAL EXPERIENCE

Crius Energy, LLC, Stamford, CT (April 2015-Present)
Executive Vice President, Sales

TriEagle Energy, L.P., The Woodlands, TX (January 2014 – April 2015)
President & Chief Operating Officer

- Key interface in negotiating vendor agreement terms and conditions, and covenants.
- Design, implement, and manage sales channels.
- Establish policies and procedures, and manage customer service function.
- Oversee credit limits, counter party credit functions, and commercial credit policy and procedures.
- Oversee and manage risk management policies and procedures, liquidity measures, and credit practices.
- Oversee all operational functions.
- Oversee development of strategies and tactics for the purchase and hedging electric power needs.
- Oversee enterprise risk function across the organization bringing transparency, ownership, and remediation to all major risks.

TriEagle Energy, L.P., The Woodlands, TX (January 2010 – December 2013)
Vice President – Marketing and Sales

Manages all sales channels for this established retail electric provider, including direct sales team, channel partners, and mass market activities. Responsible for corporate marketing plans and execution, including online enrollment, public relations, and sales materials.

- Added new sales and marketing channels to increase corporate exposure in Texas
- Designed sales and channel automation tools via online self-service platforms

Champion Energy, Houston, TX (October 2005 – October 2009)
Senior Vice President – Sales & Marketing

One of three founding executives to launch new retail electric provider in Texas deregulated market. Created all strategic, sales, and marketing plans, as well as online presence and automation of residential sign-up process. Responsible for management of origination (sales) team for indirect distribution and all third-party relationships.

- Grew customer base 95% through indirect channel to \$800 million in annual revenue
- Expanded third-party channel relationships to over 350 organizations in Texas and Illinois

StarTex Power, Houston, TX (February 2005 – October 2005)
Senior Vice President – Sales & Marketing

Developed all sales channels within this start-up retail electric provider, including brokers, direct sales team, and strategic partners. Managed creation of all marketing materials and sales tools, including online sales automation. Recruited and maintained broker relationships with top industry consultants. Created pricing tools to automate bid preparation and quotes.

- Sales team negotiated over \$5 million in revenue
- Negotiated broker contracts leading to almost 500,000 MWhs in bid activity

Celluphone, Houston, TX and Los Angeles, CA

(May 2002 -- February 2005)

National Business Development Manager

Launched three new product lines for this regional wireless reseller. Opened five new markets, training sales forces and recruiting new retailers. Represented company in numerous trade and industry organizations.

- Major accounts generate over \$10 million in quarterly revenues
- Grew e-commerce site from inception to \$7 million per year in revenues

Simple Communications, Houston, TX

(January 2001 -- Sept 2001)

Vice President - Strategic Development

Managed all company operations -- sales, marketing, customer service, and fulfillment. Executed all business development and corporate alliance activities for wireless start-up, including expansion of retailer distribution channels, website development, and alternate payment locations. Led merger/acquisition and due diligence activities.

- Sales Operations team lowered overall sales costs by 50% at over 2,000 retail locations
- Recruited alternate payment locations generating \$1 million in additional monthly revenue

TXU Communications, Dallas/Houston, TX

(August 1998 -- January 2001)

Director -- Market Development

Coordinated marketing plans for new and existing telecom market areas, including pricing, targeting, project management, and advertising. Member of lead team for mergers, acquisitions, and other business development functions, as well as integration activities. Instituted processes to improve customer satisfaction in billing, sales, and communications. Managed affiliations with co-marketing partners, and built eight-person Marketing team from ground up.

- Instrumental in closing \$167 million acquisition of Fort Bend Communications
- Modeled and executed 25 successful promotional campaigns for 11 different services

PrimeCo PCS (now AT&T Wireless), Houston, TX

(October 1995 -- August 1998)

Regional Sales Manager

Hired, trained, and motivated alternate channel sales team for Houston region. Achieved above assigned quota every month. Performed contract negotiations and new retailer generation, as well as development of sales contests and internal compensation. Managed sales team of 15 salespeople and 3 sales managers.

- 122% average quota attainment
- Promoted four times to become youngest Regional Manager in organization

Marketing Manager

Generated strategic plans for initial launch of wireless product in Houston. Managed marketing communications functions such as advertising and market research. Developed new products and distribution channels from inception to implementation. Formulated customer proposition, including pricing, store locations, distribution mix, and calling scope.

- Successfully launched 7 market-wide promotions generating over 35,000 new customers
- Selected to company's first Leadership Council (10 employees out of 1,500 nationwide)

Southeastern Consulting Group, Atlanta, GA

(December 1989 -- October 1995)

Senior Consultant

Developed financial budgets and forecasts for multi-million dollar commercial properties throughout the Southeast, requiring extensive analysis of financial, social, and market data. Generated loan packages for underwriting and brokerage.

- Completed loan packages totaling \$150 million in value
- Assignments spanned 10 states for over 30 different clients

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Summary: Application Renewal Certification Application Competitive Retail Natural Gas Suppliers electronically filed by Mr. Stephen M Howard on behalf of Everyday Energy, LLC dba Value Power & Gas