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Value POWER & GAS

Carrie Cammarano
Counsel
ccammarano@criusenergy.com

May 6, 2016

Sent via: ***FedEx 7762 8502 4256***

12-1510-EL-CRS

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus Ohio 43215-3793

RE: 12-1510-EL-CRS LICENSE TO RENEW FOR EVERYDAY ENERGY, LLC D/B/A VALUE POWER & GAS

To Whom It May Concern:

Please see enclosed an original and three (3) copies of the application to renew Everyday Energy, LLC d/b/a Value Power & Gas's Power Marketer Application.

Please contact me with any further questions.

Sincerely,

Carrie Cammarano, Esq.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician _____ Date Processed MAY 10 2016

THE CRIUS ENERGY FAMILY OF BRANDS
CRIUS ENERGY | VIRIDIAN | COMCAST Energy Rewards | FairPoint Energy | Cincinnati Bell energy | TriEagle Energy | PublicPower | citra

Ohio | Public Utilities Commission

Original CRS Case Number	Version
12 - 1510 -EL-CRS	May 2016

RENEWAL APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit C-10 Corporate Structure). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

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

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A. RENEWAL INFORMATION

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

☐Retail Generation Provider ☐Power Broker
☑Power Marketer ☐Aggregator

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

Legal Name **Everyday Energy, LLC d/b/a Value Power & Gas**
Address **1055 Washington Blvd., 7th Floor, Stamford, CT 06901**
PUCO Certificate # and Date Certified **12-523E (2); Certified June 09, 2014**
Telephone # **(877) 811-7023** Web site address (if any) **www.valuepowerandgas.com**

A-3 List name, address, telephone number and we b site address under which Applicant does business in Ohio

Legal Name **Everyday Energy, LLC d/b/a Value Power & Gas**
Address **1055 Washington Blvd., 7th Floor, Stamford, CT 06901**
Telephone # **(877) 811-7023** Web site address (if any) **www.valuepowerandgas.com**

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

Everyday Energy, LLC **Value Power & Gas**
Energy Rewards

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 # **(203) 663-5079** Fax # **(844) 213-4850**
E-mail 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 # **(203) 883-7796** Fax # **(844) 213-4850**
E-mail 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 # **(877) 811-7023** Fax # **(866) 434-2314**
E-mail address customercare@valuepowerandgas.com

A-8 **Applicant's federal employer identification number #** **99-0369468**

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

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

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

A-10 **Exhibit A-10 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

B. MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.

B-2 **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-4 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☑ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-4 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-5 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☑ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports.)

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

C-3 **Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 **Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody's, Standard & Poor's or Fitch and provide evidence of rating from the rating agencies.

2. Have a parent company or third party that is investment grade rated by Moody's, Standard & Poor's or Fitch guarantee the financial obligations of the applicant to the LDU(s).

3. Have a parent company or third party that is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company's financials must be included in the application if the applicant is relying on this option.

4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter "N/A" in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 **Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted income statements for the applicant's **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Fitch IBCA, Moody's Investors Service, Standard & Poor's, 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 an 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. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.

C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.

C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

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

C-10 **Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, 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. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

D. TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

D-1 **Exhibit D-1 "Operations"** provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.

D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.

D-4 **Exhibit D-4 "FERC Power Marketer License Number,"** provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

Signature of Applicant and Title

Sworn and subscribed before me this 6th **day of** May, 2016
Month **Year**

Signature of official administering oath

Maureen Deegan, Sr. Paralegal, Notary
Print Name and Title

My commission expires on November 30, 2019

MAUREEN DEEGAN
Notary Public, State of Connecticut
My Commission Expires Nov. 30, 2019

AFFIDAVIT

State of Connecticut

Stamford ss.
(Town)

County of Fairfield :

Barbara Clay, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Chief Legal Officer (Office of Affiant) of Everyday Energy, LLC d/b/a Value Power & Gas (Name of Applicant);

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

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification renewal are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.

2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.

3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.

4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.

5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.

6. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.

7. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.

8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.

9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.

10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

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

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

Signature of Affiant & Title

Sworn and subscribed before me this 6th day of May, 2016
Month Year

Signature of official administering oath

Maureen Deegan, Sr. Paralegal, Notary
Print Name and Title

My commission expires on November 30, 2016

MAUREEN DEEGAN
Notary Public, State of Connecticut
My Commission Expires Nov. 30, 2019

SUMMARY OF EXHIBITS

EXHIBIT A-10	PRINCIPAL OFFICERS, DIRECTORS & PARTNERS	
EXHIBIT B-1	JURISDICTIONS OF OPERATION	
EXHIBIT B-2	EXPERIENCE & PLANS	
EXHIBIT B-3	DISCLOSURE OF LIABILITIES AND INVESTIGATIONS	
EXHIBIT B-4	DISCLOSURE OF CONSUMER PROTECTION VIOLATIONS	
EXHIBIT B-5	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	
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EXHIBIT D-1	OPERATIONS	
EXHIBIT D-2	OPERATIONS EXPERTISE	
EXHIBIT D-3	KEY TECHNICAL PERSONNEL	
EXHIBIT D-4	FERC POWER MARKETER LICENSE NUMBER	

EXHIBIT A-10

"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., 7th Fl. Stamford, CT 06901	203-663-5089
Roop Bhullar	CFO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Chaitu Parikh	COO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Cami Boehme	CSO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Christian McArthur	EVP, Procurement, Pricing and Product Engineering	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Barbara Clay	CLO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Robert Cantrell	EVP Sales	2620 Technology Forest Blvd., The Woodlands, TX 77381	713-907-2892
Patrick McCamley	EVP, Corporate Development	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5217

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.*

The following Crius entities are licensed to sell retail electricity in the following jurisdictions:

State	Entity
Connecticut	Viridian Energy, LLC
	Public Power, LLC
	Everyday Energy, LLC
District of Columbia	Viridian Energy PA, LLC
	Viridian Network, LLC (broker license)
	Public Power, LLC
	Everyday Energy, 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
	Public Power, LLC
	Everyday 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

	Viridian Energy PA, 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, d/b/a Viridian Energy, d/b/a Energy Rewards

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
Illinois	Everyday Energy, LLC
	Viridian Energy PA, LLC
Michigan	Viridian Energy PA, LLC
	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
	Viridian Energy PA, LLC
	Everyday Energy, LLC
Pennsylvania	Viridian Energy PA, LLC

	Everyday Energy, LLC
Maryland	Viridian Energy PA, LLC
District of Columbia	Viridian Energy PA, LLC
	Everyday Energy, LLC
	Viridian Network, LLC (broker license)
Virginia	Viridian Energy PA, LLC
Georgia	Everyday Energy, 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 4928.10 of the Revised Code.*

Experience:

Crius Energy (Applicant's parent) services approximately 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 19 states and the District of Columbia with plans to continue expanding its geographic reach.

Everyday Energy, 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, CLO
- Robert Cantrell, EVP Sales
- Patrick McCamley, EVP, Corporate Development

Contracting with Customers

Everyday Energy markets its products through the traditional channels of partnerships, digital advertising, and some telemarketing for commercial customers. Everyday Energy is not currently engaging in door-to-door sales, however, it has in the past.

Enrollment: There are five ways a potential customer can be enrolled:

(1) **Paper Enrollment.** Potential customers can use a paper enrollment form that they fill out themselves and it is faxed in to Everyday Energy's headquarters after which the customer receives a welcome package with copies of all the forms;

(2) **Web Enrollment.** Potential customers can visit http://www.valuepowerandgas.com/ to enroll online. From the web site potential customers may print forms and information, upon receipt of the enrollment at Everyday Energy's headquarters, the customer receives a welcome package with copies of all the forms;

(3) **Telephonic Enrollment.** Potential commercial customers may be solicited over the phone by Everyday Energy's vendors and may decide to sign up over the telephone and complete a third party verification confirming the decision to enroll; or

(4) **Everyday Energy Customer Care Center.** Potential customers can call Everyday Energy's Customer Care Center. A call center representative will enroll the customer and a third party verification will be taken after such enrollment and a welcome package sent.

(5) **Crius Energy Retention Center.** Everyday Energy makes outbound telemarketing calls to existing or former customers only for renewal or re-enrollment. These calls will be made by Crius Energy's in-house Tampa, Florida Retention Center. This Center is staffed with Crius Energy employees who make calls to current or former customers who have either dropped or their contract is soon expiring. The purpose of the calls is to offer either renewal service or continued service.

Providing Contracted Services

Applicant currently provides customers with electricity and natural gas in eight states.

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

"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 – 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 – 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 #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. On January 20, 2016, PURA issued a decision finding that Public Power had instituted a series of protocols and policies to improve and better monitor operations and had largely complied with all applicable statutes and regulations, but imposed a penalty of $13,000 for the third party verifications of three customers and the general practice of documenting complaints.

Public Power LLC – Pennsylvania, Docket #M-2015-2439492 (October 2015)

When Crius Energy took over management of Public Power in January 2013, it made the decision to discontinue a legacy Public Power product ("Legacy Product"). The employee responsible for monitoring the remaining customers on the Legacy Product left his position and as a result Crius Energy was unaware that 50 customers remained on the Legacy Product. The Bureau of Investigation and Enforcement of the Pennsylvania Public Utility Commission ("BIE") opened an investigation to determine whether customers that had enrolled in the Legacy Product received its full benefit. During the investigation, Public Power discovered that 50 customers had not received the full benefit and proactively issued $6,558.21 in customer refunds. In addition, on October 21, 2015, Public Power entered into a settlement agreement of $72,500, to account for this operational oversight. The Pennsylvania Public Utility Commission must provide final approval of the settlement agreement.

TriEagle Energy LP – Texas, Docket #40241 (March 2012)

Prior to TriEagle becoming affiliated with Crius Energy, TriEagle received a compliance audit from the Oversight and Enforcement Division of the Public Utility Commission of Texas which found that TriEagle's online enrollment website, bill and contract documents were missing required elements. TriEagle fully cooperated in the audit and self-reported the majority of the noted violations. On April 27, 2012, the Public Utility Commission of Texas approved a settlement agreement containing an administrative penalty of $36,000.

TriEagle Energy LP – Texas, Docket #42783 (August 2014)

Prior to TriEagle becoming affiliated with Crius Energy, the Electric Reliability Council of Texas found that TriEagle failed to retire 89 renewable energy credits by the March 31, 2013 deadline. TriEagle fully cooperated with the Public Utility Commission of Texas's ("PUCT") investigation and on October 3, 2014 the PUCT approved an administrative penalty of $4,450 for TriEagle's oversight.

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. §16-245o(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 so that all licensed electricity suppliers uniformly apply Conn. Gen. Stat. §16-245o(h)(8). PURA requested that Viridian refund all early termination fees where it could not pinpoint the exact date that the customer cancelled, and as a gesture of goodwill Viridian refunded all early termination fees collected from the 121 customers that had cancelled automatically renewed contracts.

EXHIBIT B-4

"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.*

Please see Everyday Energy's response to Exhibit B-3.

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 filing, as stated on the aforementioned website is:

(1) MANAGEMENT'S DISCUSSION AND ANALYSIS, CRIUS ENERGY TRUST, March 15, 2016, at http://s2.q4cdn.com/717426720/files/doc_financials/2015/Q4/CET-YE-2015-MDA-3.15.16-3pm.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. As of November 13, 2012, Everyday Energy'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, 2015 and 2014, Applicant's parent entity can be found on the Crius Energy Trust Website, http://s2.q4cdn.com/717426720/files/doc_financials/2015/Q4/CET-2015-Annual-Financial-Statements.pdf

CONFIDENTIAL

EXHIBIT C-4

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

Everyday Energy'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's forecasted financial information contain confidential and proprietary information and are being submitted under seal.

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.

EXHIBIT C-7

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

Please see C-6 for a copy of Everyday Energy'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 within the two most recent years preceding the application.*

Neither Everyday Energy, 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.*

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 d/b/a Energy Rewards and Everyday Energy d/b/a 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 around 42% indirect ownership interest in Crius Energy.

EXHIBIT C-10

"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 d/b/a Value Power & Gas ("Everyday Energy") 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, Everyday Energy has the following affiliates that supply retail electricity or natural gas 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 Network, LLC; Viridian Energy LLC; Viridian Energy NY, LLC; Viridian Energy PA, LLC; FairPoint Energy, LLC; TriEagle Energy LP, and Cincinnati Bell Energy, LLC. Please see the attached diagram of the Crius corporate structure.

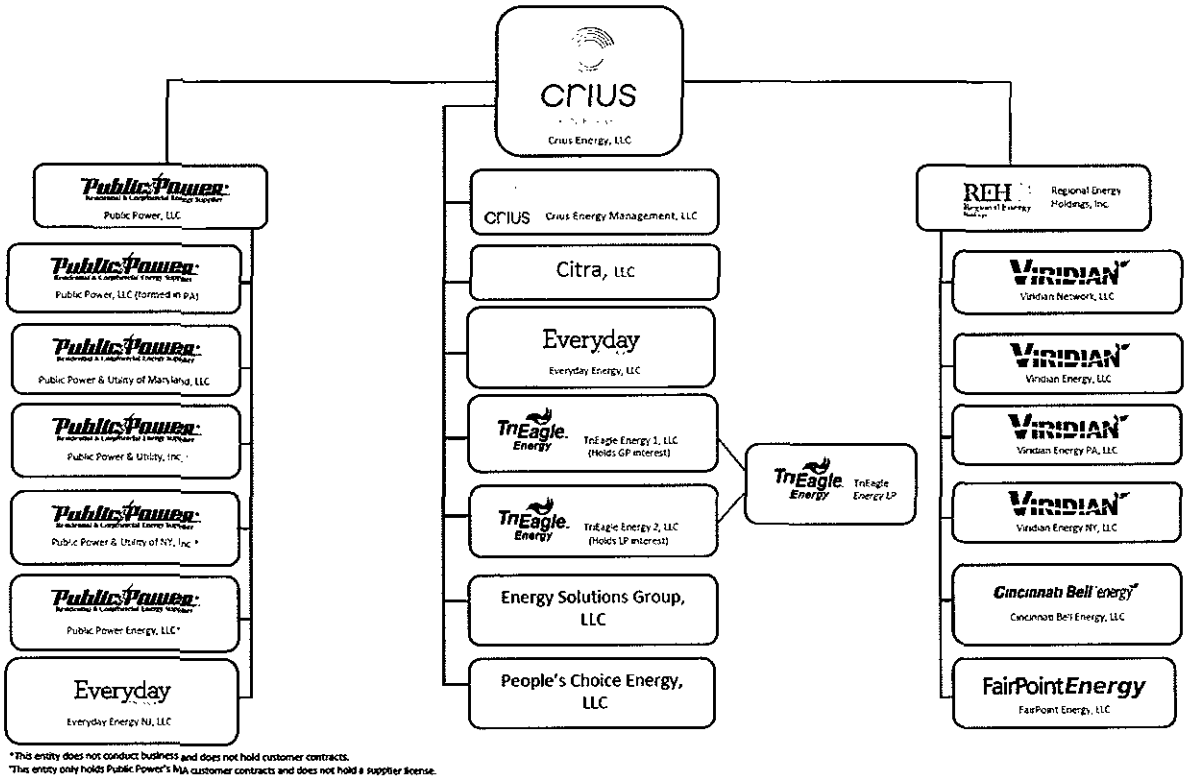

EXHIBIT D-1

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

Everyday Energy will market electricity as a licensed competitive electricity supplier in Ohio to residential, commercial and industrial customers.

Everyday Energy is a wholly owned subsidiary of Crius Energy LLC ("Crius"). Everyday Energy 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 Everyday Energy's electricity load in all markets. Macquarie is responsible for scheduling electricity on a daily basis, securing ancillary services to support the electricity load, providing collateral as required by the ISO and payment of ISO invoices.

Everyday Energy does not currently own or operate, nor does it intend to own or operate any generation, transmission, or distribution facilities. Everyday Energy 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 has the necessary operational and managerial capabilities to serve all customer classes, including residential, commercial and industrial customers. Everyday Energy'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, Everyday Energy 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 Everyday Energy to focus resources on sales, marketing, pricing, procurement, regulatory and administrative functions.

Everyday Energy 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., 7th Fl. Stamford, CT 06901	203-663-5089
Roop Bhullar	CFO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Chaitu Parikh	COO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Cami Boehme	CSO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Christian McArthur	EVP, Procurement, Pricing and Product Engineering	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Barbara Clay	CLO	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5089
Robert Cantrell	EVP Sales	2620 Technology Forest Blvd., The Woodlands, TX 77381	713-907-2892
Patrick McCamley	EVP, Corporate Development	1055 Washington Blvd., 7th Fl. Stamford, CT 06901	203-663-5217

EXHIBIT D-4

"FERC Power Marketer License Number," *provide a statement disclosing the applicant's FERC Power Marketer License Number. (Power Marketers only).*

Everyday Energy received approval to be a Power Marketer at Docket or Case Number: Docket ER15-1161-000.

DNBi Risk Management

Printed By: Michelle Prosek
Date Printed: April 29, 2016

Application : EVERYDAY ENERGY, LLC

D-U-N-S® Number: 07-030-7263 - FTR ENERGY SERVICES, LLC
Application Number: FC9M5WJDB
Trade Names: (SUBSIDIARY OF REGIONAL ENERGY HOLDINGS, INC., STAMFORD, CT) - (FORMERLY: FTR ENERGY SERVICES, LLC)
Endorsement/Billing Reference: mprosek@criusenergy.com

D&B Address

Address	1055 Washington Blvd Fl 7 Stamford, CT, US - 06901
Phone	877 811-7023
Fax	
Location Type	Single (Subsidiary)
Web	www.viridian.com

Application Address

Address	1055 WASHINGTON BLVD FL 7 STAMFORD, CT, US - 069012252
Phone	877-811-7023
Fax	

Assigned to: Credit Department
Application Submitted: 04/29/2016
Endorsement : mprosek@criusenergy.com

Company Summary

Currency: Shown in USD unless otherwise indicated

Score Bar

PAYDEX®	**Unavailable**	
Commercial Credit Score Percentile	**80**	Low to Moderate Risk of severe payment delinquency.
Financial Stress Score National Percentile	**5**	Moderate to High Risk of severe financial stress.
D&B Viability Rating	[redacted]	View More Details
Bankruptcy Found	**No**	
D&B Rating	--	Unavailable.

Application Decision Reasons

Status: Further Review Required **Pending:** An automated decision resulted in a "Pending" outcome on 04/29/2016. D&B was your source of business information to make this decision.

The **"TriEagle Review 3P3 to 4P6"** rule triggered this review because of the following conditions:

Condition	Value
TriEagle scorecard Is Between 3.3 AND 4.6	4.45

Based on the "Pending" rule the credit terms recommended are :

Credit Limit	Not Set
Payment Terms	Not Set
Early Payment Discount	Not Set
Analyst Instructions	Review application and require a 2.4 months deposit.

Status: Further Review Required ***Pending:*** An automated decision resulted in a "Pending" outcome on 04/29/2016. D&B was your source of business information to make this decision.

The **"TriEagle Review 3P3 to 4P6"** rule triggered this review because of the following conditions:

Condition	Value
TriEagle scorecard Is Between 3.3 AND 4.6	4.45

Based on the "Pending" rule the credit terms recommended are :

Credit Limit	Not Set
Payment Terms	Not Set
Early Payment Discount	Not Set
Analyst Instructions	Review application and require a 2.4 months deposit.

The recommended credit terms were based on the following:

Condition	Value
Application DecisionRule	Pending Rule

Recommended Credit Terms

Recommended Credit Limit	*Not Set*
Recommended Payment Terms	Not Set
Recommended Early Payment Discount	Not Set
Recommended Term Status	Pending

Detailed Trade Risk Insight™

Days Beyond Terms Past 3 Months
There is not sufficient reporting trading activity to generate 3 months Days Beyond Terms (a minimum of 3 trade experiences from at least 2 suppliers

Recent Derogatory Events

	Feb-16	Mar-16	Apr-16
Placed for Collection	-	-	-
Bad Debt Written Off	-	-	-

D&B Viability Rating

Viability Score: 5

Portfolio Comparison: 2

Data Depth Indicator: C

Company Profile: Z

Subsidiary

Company Overview

This is a single (subsidiary) location

Chief Executive	MICHAEL FALLQUIST, MNG MBR-CEO
Year Started	*2011*
Employees	32
SIC	4911 , 4922
Line of business	Electric services, natural gas transmission
NAICS	221121
History Status	CLEAR

FirstRain Company News

This Company is not currently tracked for Company News

Powered by FirstRain

Public Filings

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

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	41	11/23/15

The public record items contained herein may have been

paid, terminated, vacated or released prior to today's date.

Corporate Linkage

This is a **Single (Subsidiary)** location

EVERYDAY ENERGY, LLC
Stamford , CT
D-U-N-S® Number 07-030-7263

The Domestic Ultimate is
CRIUS ENERGY CORPORATION
STAMFORD
D-U-N-S® Number 07-921-6047

The Parent Company is
REGIONAL ENERGY HOLDINGS, INC.
Connecticut
D-U-N-S® Number 83-044-8515

Predictive Scores

Currency: Shown in USD unless otherwise indicated

D&B Viability Rating Summary

The D&B Viability Rating uses D&B's proprietary analytics to compare the most predictive business risk indicators and deliver a highly reliable assessment of the probability that a company will go out of business, become dormant/inactive, or file for bankruptcy/insolvency within the next 12 months. The D&B Viability Rating is made up of 4 components:

Viability Score	Lowest Risk:1	Highest Risk:9

Compared to All US Businesses within the D&B Database:

- Level of Risk: **Low Risk**
- Businesses ranked 5 have a probability of becoming no longer viable: **7 %**
- Percentage of businesses ranked 5: **14 %**
- Across all US businesses, the average probability of becoming no longer viable: **14 %**

Portfolio Comparison	Lowest Risk:1	Highest Risk:9

Compared to All US Businesses within the same MODEL SEGMENT:

- Model Segment : **Limited Trade Payments**
- Level of Risk: **Low Risk**
- Businesses ranked 2 within this model segment have a probability of becoming no longer viable: **6 %**
- Percentage of businesses ranked 2 with this model segment: **12 %**
- Within this model segment, the average probability of becoming no longer viable: **11 %**

Data Depth Indicator

Predictive Data:A Descriptive Data:G

Data Depth Indicator:

- ✓ Rich Firmographics
- ✓ Extensive Commercial Trading Activity
- ✗ No Financial Attributes

Greater data depth can increase the precision of the D&B Viability Rating assessment.

Company Profile

Subsidiary

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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.

- Founded Regional Energy Holdings, Inc. in 2009
- Developed concept for the company and wrote the business plan
- Successfully raised equity and debt capital in a difficult economic environment
- 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

- 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
- 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
- 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
- Offered a position by Universal Energy Group to manage remaining US business as Senior Vice President, Commerce Energy

Operating Responsibilities
- 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
- 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
- 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:
    - Rationalize headcount: Saved $7.4 million by reducing headcount by 81 FTEs, replacing consultants with FTEs and closing two offices (Boston, Houston)
    - 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
    - Instituted operating controls: Saved $1.1 million by implementing controls over travel & entertainment, dues & subscriptions, office expenses, insurance policies and telephones
    - Renegotiated key contracts: $0.7 million by renegotiating key IT, regulatory, and facilities contracts
- 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
- 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
- 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
- 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
- Reduced bad debt exposure by more than $2 million by implementing bad debt collection processes that were tailored to the specific market rules

MACQUARIE BANK LIMITED **Los Angeles, CA**

2004 - 2008 *Senior Manager, Energy Markets Division*

- 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.
- 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).
    - 34 billion cubic foot, multi cycle natural gas storage facility in Northern California (Bid / runner up)
    - 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)
    - 12 billion cubic foot, multi cycle natural gas storage facility in Mississippi (Bid / runner up)
- 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
- 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

- 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
- 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**

- Part of a four person team that was responsible for advising the CEO and Executive Committee on bank-wide strategic issues
- 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
- Conducted due diligence on significant transactions and new products prior to submission to Executive Committee for final approval
- 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)

- 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

- 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

- 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
- 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
- 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 **Ithaca, NY**
Johnson Graduate School of Management
Master of Business Administration, May 2004

COLGATE UNIVERSITY **Hamilton, NY**
Bachelor of Arts, May 1999
Concentration: Economics

PERSONAL

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

ROOP S. BHULLAR

203-883-9900 rbhullar@criusenergy.com

EXPERIENCE

CRIUS ENERGY, LLC Stamford, CT
Chief Financial Officer 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 Costa Mesa, CA
Director, Finance 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 New Zealand
Finance Manager / Controller 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 — Los Angeles, CA
M.B.A., Finance & Strategy — ***GPA 3.9/4.0*** — 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 — Hamilton, New Zealand
Bachelor of Management Studies, (B.M.S. Hon), Accounting — ***GPA 8.1/9.0*** — March 1993 - December 1997
Bachelor of Laws, (LLB), Commercial/Corporate Law — ***GPA 7.4/9.0***

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

CHAITU PARIKH, CPA, CA

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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

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

Cytec Industries Inc. (NYSE: CYT) *1994-1998*
Law Clerk

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. D-3

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

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 Crius' 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

FORECASTING, BUSINESS INTELLIGENCE, AND ANALYTICS

- Managed customer load behaviour analysis and modeling 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, Crius 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

- MASc. Electrical Engineering, University of Waterloo — 2003
- BASc. Engineering Physics, Queen's University — 2001

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

PATRICK MCCAMLEY

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Denver, CO 80210
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Summary

Executive with operations, finance and business development experience in telecommunications, infrastructure and software. Significant experience and track record with global companies in entrepreneurial roles, early stage/start-up, capital formation and corporate development.

Employment History / Experience

CRIUS ENERGY, LLC *(2016 - present)*
EVP, Corporate Development

- North American independent energy retailer.
- Responsible for all corporate and new business development initiatives for company
- Actively identified, negotiated and manage key channel partner relationships; Comcast, Cincinnati Bell, and FairPoint Communications.
- P&L and corporate officer responsibilities.

SKYLINE PARTNERS, LLC *(2009 - 2016)*
Partner

- Private equity firm focused on converged media and telecommunications.
- Responsible for corporate and operational growth strategies including: corporate funding, channel alliances, delivery partnerships, etc.
- Actively worked with portfolio company leaderships to formulate growth initiatives and strategies.
- Portfolio companies and investments; include; Acuity Mobile, Crius Energy, eSoft, JumpLinc, Spring Mobile Solutions and TowerSource.

CONVERGYS, INC *(2009 – 2012)*
Executive Director of Business Development

- International technology and software firm.
- Drove large CRM and ERP Billing engagements for the Utility and Connected Device verticals
- Closed significant deals with Duke Energy and E.ON Energy.
- Responsible the corporate and operational growth strategies including: client engagement, channel alliances, delivery partnerships, etc.
- Speaker at conferences and events about emerging utility trends, commercially viable business models, etc.

CIVITIUM, LLC *(2005 – 2008)*
Senior Partner

- The market-leading "Digital Community" consulting firm.
- Identified, developed and executed "go-to-market" strategies with private entities interested in pursuing "Digital Community" initiatives.
- Lead Partner for municipal and commercial customers including, City of Vancouver BC, City of Rosario Argentina, City of Phoenix, City of Corpus Christi, World Bank, Intel and Telefonica, Brazil.
- Responsible the corporate and operational growth strategies including: venture funding, channel alliances, delivery partnerships, etc.
- Speaker at conferences and events about emerging communication trends, commercially viable business models, etc.

SIEMENS, AG *(2000 - 2005)*
Director of Business Development

- International engineering and technology conglomerate headquarted in Munich, Germany.
- Drove large enterprise and technology infrastructure opportunities for Siemens in North America, with particular emphasis in the communication sector.
- Consistently attained 100+% of corporate performance goals.
- Responsible for leading next generation "technology" initiatives in North America including activities with: Janus Mutual Funds, Level 3 Communications, AOL, EchoStar, DirecTV & Earthlink Communications.
- Additional duties included: international strategic partnership development, direct customer attainment and Siemens representation for national and regional events.
- Actively worked with CXO's to formulate value add solutions and joint 'go-to-market strategies'.
- Worked closely with Siemens Venture Capital (SVC) on portfolio opportunities and investment decisions.

MENDELSON ASSOCIATES, LLP *(1996 – 2000)*
Managing Director

- International management consulting firm headquarted in San Francisco, California.
- Successfully executed business strategies targeted to increase service revenues by 300% in the area business process operations, online commerce and supply chain management.
- Advised Fortune 500 and "Internet Start-up" clients on new and existing information technology solutions, strengthening and managing relationships.
- Developed and negotiated key partnerships; Microsoft, Oracle, IBM, BEA, KPMG, and EMC.

INACOM, INC *(1994 – 1996)*
Analyst

- Multi-billion dollar integrator acquired by Compaq Computer.
- Responsibilities consisted of supporting key decision-makers with financial analysis on procuring network systems integration, distributed computing, and software products.
- Customized corporate programs to meet client requirements.

Education

BS International Economics, *Pennsylvania State University* *(1994)*

Special Achievements/Activities

Board of Directors, JumpLinc, LLC (2013 – present)

- Board Member for early stage telecom infrastructure start-up.

Board of Directors, TowerSource, LLC (2009-2014)

- Board Member for the leading tower exchange.
- Successfully sold to Mosaik Solutions in 2014.

Board of Directors, eSoft, Inc (2011-2013)

- Board Member for a leading software appliance company.
- Successfully sold to Untangle, Inc in 2013.

Advisory Board Member, Acuity Mobile, Inc (2007-2009)

- Advisor for leading mobility marketing and LBS firm.
- Successfully sold to NAVTEQ in 2009.

International Speaker on Broadband and Telecommunications:

- Sponsoring organizations including: 802.11-Planet, Muniwireless, IWCE, W2i, WiMAX World, Interop, Strategy Institute –Wireless Cities Summit, CTIA, PCIA, NAB, and others.

Member of the University of Colorado Telecommunications Working Group

- Represents interests of the "Digital Community" Industry, supporting educational curriculum for graduate students and faculty.
- Regular speaker and participant in student/faculty events.