

FILE *nc***Ohio****Public Utilities
Commission**

PUCO USE ONLY – Version 1.08 May 2016		
Date Received	Case Number	Certification Number
	18-834 - GA-AGG	

INITIAL CERTIFICATION APPLICATION

COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-15 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

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

SECTION A - APPLICANT INFORMATION AND SERVICES

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

☒ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name Blue & Silver Energy Consulting, L.L.C.
 Address 9595 Six Pines Drive, Suite 8210, The Woodlands, TX 77380
 Telephone No. 713-651-1522 Web site Address www.prostarenergy.com

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

Name Pro-Star Energy Services
 Address 9595 Six Pines Drive, Suite 8210, The Woodlands, TX 77380
 Web site Address www.prostarenergy.com Telephone No. 713-651-1522

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

Blue & Silver Energy Consulting, L.L.C. Pro-Star Energy Services

A-5 Contact person for regulatory or emergency matters:

Name Todd Sherrod Title Vice President, Operations & Market Analytics
 Business Address 1 AT&T Way, Arlington, TX 76011
 Telephone No. 817-892-4254 Fax No. 877-8585-8533 Email Address tsherrod@pro-starenergy.com

2018 MAY -8 AM 11:40

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 I hereby certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business. Date Processed 5/8/18 Technician *[Signature]*

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

Name Cassie Kubecka Title Vice President
Business address 9595 Six Pines Drive, Suite 8210, The Woodlands, TX 77380
Telephone No. 713-651-1522 Fax No. 866-226-3442 Email Address ckubecka@pro-starenergy.com

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

Customer service address 9595 Six Pines Drive, Suite 8210, The Woodlands, TX 77380
Toll-Free Telephone No. 855-843-7778 Fax No. 866-236-1326 Email Address customerservice@pro-staren

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

Name CONGENCY GLOBAL, INC. Title Representative
Business address 3958-D Brown Park Drive, Hilliard, OH, 43026
Telephone No. 866-621-3524 Fax No. Email Address sop@cogencyglobal.com

A-9 Applicant's federal employer identification number 26-4289959

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

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

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

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

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

☐ Columbia Gas of Ohio

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

☐ Dominion East Ohio

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

☐ Duke Energy Ohio

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

☐ Vectren Energy Delivery of Ohio

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

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

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	June 1, 2018
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	June 1, 2018
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	June 1, 2018
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	June 1, 2018

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-16 Exhibit A-16 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-17 Exhibit A-17 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

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

status or ability to provide the services it is seeking to be certified to provide.

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

☒ No ☐ Yes

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

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

☒ No ☐ Yes

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

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If the applicant does not produce annual reports, the applicant should 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 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 current financial arrangements to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, 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 **NATURAL GAS 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 current 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 current 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.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

Cassie Kubecken, Vice President

Sworn and subscribed before me this ⁷

day of May

Month 2018

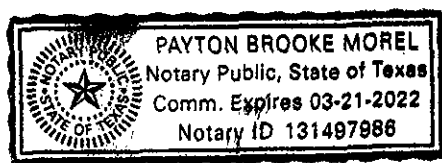
Year

Payton Morel
Signature of official administering oath

Payton Morel Notary Public
Print Name and Title

My commission expires on

03-21-2022





The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Blue & Silver Energy Consulting, L.L.C.)

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

Case No. - -GA-AGG

County of

State of

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

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

Affiant Signature & Title

Sworn and subscribed before me this

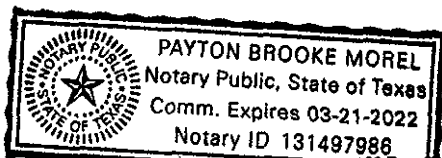
day of

Month

Year

Signature of Official Administering Oath

Print Name and Title



My commission expires on

Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

INFORMATION/EXHIBITS FOR APPLICATION FOR AGGREGATORS/POWER BROKERS

Section A – Applicant Information and Services

Exhibit A-14 “Principal Officers, Directors, and Partners”

Brian Letbetter
President
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380
713-651-1522

Steve Teaff
Vice President, Client Services
1 AT&T Way
Arlington, Texas 76011
817-892-4250

Cassie Kubecka
Vice President
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380
713-651-1522

Exhibit A-15 “Company History”

Blue & Silver Energy Consulting, L.L.C. dba Pro-Star Energy Services provides energy management consulting services to a wide range of industries and governmental entities, both nationally and internationally. The Company was formed February 2009 in the State of Texas. Currently, our team boasts a combined 400 years of experience. Our value proposition includes the following service offerings: energy procurement, utility invoice auditing, risk management, bill payment, renewable/sustainability initiatives and demand side solutions.

Exhibit A-16 “Articles of Incorporation and Bylaws”

Blue & Silver Energy Consulting, L.L.C. is a privately held company, formed February 2009 in the State of Texas. Certificate of Fact in enclosed.



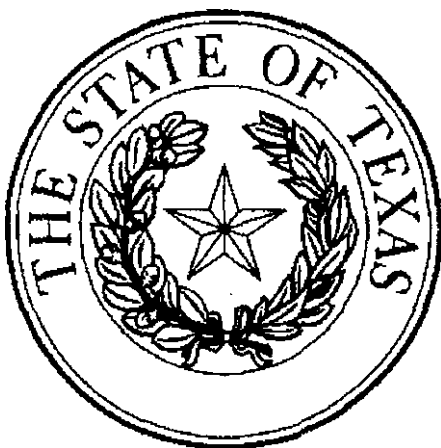
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Blue & Silver Energy Consulting, L.L.C. (file number 801088371), a Domestic Limited Liability Company (LLC), was filed in this office on February 19, 2009.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 07, 2018.



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

Exhibit A-17 "Secretary of State"

Please see enclosed entities record from the State of Ohio.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show BLUE & SILVER ENERGY CONSULTING, L.L.C., a Texas For Profit Limited Liability Company, Registration Number 2026289, filed on June 6, 2011, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 7th day of May, A.D. 2018.*

Jon Husted

Ohio Secretary of State

Validation Number: 201812702264

Section B – Applicant Managerial Capability and Experience

EXHIBIT B-1: Jurisdictions of Operation

Pro-Star does not take title to natural gas or electric, but provides energy consulting services for our clients in the current jurisdictions below:

Natural Gas: Pennsylvania, Iowa, Colorado, Georgia, Florida, New Jersey, New York, Wisconsin, Kentucky, North Carolina, Oklahoma, Texas and Maryland.

Electric: Texas, Ohio, Illinois, New Jersey, Pennsylvania, New York, California, Arizona, Connecticut, Maine and Maryland.

EXHIBIT B-2 “Experience & Plans”

The leadership team at Pro-Star has literally worked with tens of thousands of end use customers around the nation to enter in to retail electric supply agreements in multiple jurisdictions, including all competitive markets in the United States, some areas of Canada and London.

Since its inception in February 2009, Pro-Star represents over 1000 commercial and industrial clients in Texas and overseas. These clients range in size from over 100,000 MWH annually to as small as 500 MWH annually, and are located all over Texas, Ohio, Illinois, New Jersey, Pennsylvania, New York, California, Arizona, Connecticut, Maine and Maryland, as well as over-seas. Pro-Star currently serves a natural gas customer base of approximately 10 customers and contract volume of 1,080,067 Dth. These end users became clients of Pro-Star through execution of a consulting agreement which sets forth the relationships between the parties, provides contact information for both Pro-Star and the client, and includes the fees and services that Pro-Star provides to its clients.

In addition to negotiating standardized terms, the professionals at Pro-Star also used in-house developed methodologies to minimize the risk of cross-subsidies among clients. We utilize pre-negotiated contracts with potential suppliers that contain terms that are more favorable than those that are available in an “off-the-shelf” contract. For larger clients with more sophisticated needs, we provide additional contract negotiations as well as more extensive product analysis to help them determine the best product to use to manage their energy purchasing risk. Pro-Star also provides utility invoice auditing services.

Since Pro-Star provides exclusively consulting services and never takes title to electricity or natural gas, we believe that the requirements of Section 4929.22 and contained in Chapter 4901:1-29 of the Ohio Administrative Code do not apply.

EXHIBIT B-3 “Summary of Experience”

Pro-Star currently provides energy management consulting services, specific to natural gas in the following areas: Pennsylvania, Iowa, Colorado, Georgia, Florida, New Jersey, New York, Wisconsin, Kentucky, North Carolina, Oklahoma, Texas and Maryland. Currently, we serve large commercial & industrial customers securing contracts for approximately 10 customers and contract volume of 1,080,067 Dth.

Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

EXHIBIT B-4 "Disclosure of Liabilities and Investigations"

Pro-Star has *no* 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.

Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

EXHIBIT C-8 "Bankruptcy Information"

Pro-Star Energy Services has not been involved in any reorganizations, protections from creditors, bankruptcy proceedings, or any other similar proceedings.

EXHIBIT C-9 "Merger Information"

Pro-Star Energy Services has not been involved in any dissolution or merger or acquisition.

Exhibit C-10 "Corporate Structure"

Blue & Silver Energy Consulting, L.L.C. is a stand-alone entity with no affiliate or subsidiary companies.

Section D – Applicant Technical Capability

Exhibit D-1 “Operations”

ProStar was formed in 2009 by executive leadership personnel who had spent their careers in the energy supplier industry. The guiding principle behind its formation was to “level the playing for the customer”, this is something that is at the helm of every conversation ProStar has with a customer. ProStar has clients across the United States and has served deregulated customers internationally as well.

ProStar standard operations are established to help commercial & industrial customers procure their energy. In procuring retail energy via deregulated energy markets, it is paramount that procurement and risk management option discussions are vetted extensively. Energy procurement decisions come after discussion and dialogue regarding contract start date(s), and product structuring options (including, but not limited to included & passed-through cost elements) have been vetted and understood.

In addition to procurement consultation, ProStar offers invoice auditing for electricity, natural gas, and water/wastewater for commercial and industrial clients. Our auditing team is knowledgeable and proficient at detecting errors and working with utilities and suppliers to resolve.

In closing ProStar maintains an active dialogue with our clients throughout the term of their energy agreements and takes the advocacy responsibility seriously for each and every customer.

Exhibit D-2 “Operations Expertise”

About deregulated retail natural gas markets:

In regulated retail energy markets, retail natural gas service consumers were relegated to being served by designated, monopolistic, full-service utility companies. Consumers were under the protection and advocacy of a state utility commission that provided regulatory oversight of the utilities’ products, terms of service and prices.

Upon moving to deregulation of the natural gas industry, all of the decisions regarding these vital elements of natural gas service (price, terms, and services) became the sole responsibility of the consumer themselves. Deregulation was about giving consumers the ability to manage one of their major costs. Now the consumer has the ability to control one of your expenses in a way that wasn’t always available previously. Of course, with this opportunity comes the daunting task of navigating through a complex industry. In addition, the protection and advocacy of state utility commissions became lessened for commercial/industrial consumers, replaced by the terms and conditions of a contract between the supplier and customer. These contracts must be negotiated to protect the consumer against unfavorable outcomes, which could include: excess and deficiency charges, regulatory changes, early termination clauses, fair market prices and multitudes of consumer pitfalls.

The current market environment is positioned extremely advantageous for energy consumers with products having open procurement needs. For those that are locked in to full hedge positions, other avenues for opportunity benefit are available:

Energy contracting is fundamentally about risk allocation between a consumer and a supplier. This may sound simple, but with the deregulation of the industry, there are many risks that a consumer must

evaluate before entering a retail contract. Recognizing that a customer's facilities may operate in a different environment with varying requirements and demands. ProStar values discussion and listening to the risk appetite/tolerances in addition to the goals of our clients and will recommend strategies for selecting an energy supplier that fits a company's specific needs, particular product structure or a specific billing and customer service requirement. We are independent of every supplier across the country in constructing the overall strategy, product and contract terms for your situation and risk profile.

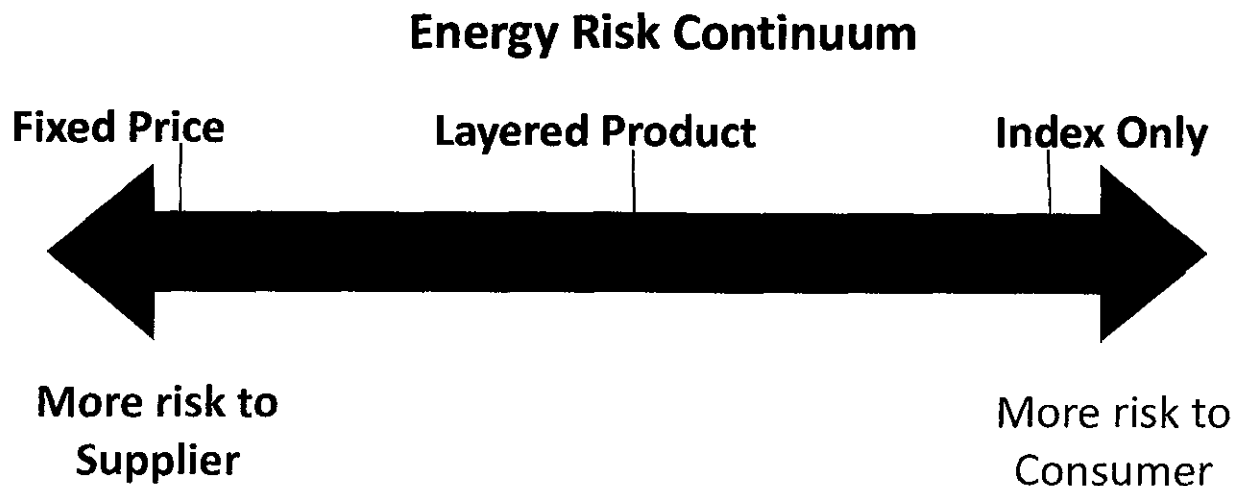
Risk management for retail energy consumers

When determining what type of retail energy product is right for your business, there are many elements that should be considered. Influencing factors include business operation characteristics, days of the week, hours of use, consistency of usage/demand, as well as other important items that play a role in deciding what is best for the energy needs of your business. There are also energy product differences that provide various degrees of risk protection. There is not a global strategy that suits all consumers associated energy risks. There is however, multiple products that will characteristically allow a consumer to align their business to what is appropriate for their business.

When evaluating risk related to energy agreements it is vital to ask yourself a few questions:

- Is cost certainty important to my business?
- Can I handle monthly cost swings in return for possibly lower operating expenses?
- Will I continue to operate in my current location for the foreseeable future?
- Are my current operational characteristics going to remain consistent?
- Am I expanding/contracting?

Each consumer is different, as are each company's risk tolerances. Depending on what the priorities are for your business, certain energy products will be better situated to align with what is important to you.



Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

Exhibit D-3 "Key Technical Personnel"

Brian Letbetter
President
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380
713-651-1522

Brian has almost 30 years of experience in the electricity industry, ranging from transmission and distribution infrastructure, to leading a state-wide sales force that grew revenues from \$120 million to over \$2.4 billion by the end of 2008. His understanding and experience in product design and upstream transactions of energy provide an ability to deliver results for his clients, making him ideally suited to lead a diverse and deeply-talented team.

Steve Teaff
Vice President
1 AT&T Way
Arlington, Texas 76011
817-892-4250

Steve possesses almost 4 decades of experience in the electric industry, ranging from journeyman lineman, commercial/industrial key account management, to daily supervision of a large team of professional account executives in the industry. Steve understands that listening to his customers and delivering on commitments, is critical to the overall customer experience, and is a cornerstone for ensuring the exceptional personal service to which Blue & Silver Energy Consulting is committed.

Cassie Kubecka
Vice President
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380
713-651-1522

Cassie has been engaged in the electric industry since 2004. Her roles and responsibilities have included managing a sales staff of approximately 15 professionals and directing the retail electric operations across a broad and diverse geographical area. In addition, she has worked with large, sophisticated industrial and commercial customers and understands that individualized attention to your needs and resolving your issues sets Blue & Silver Energy Consulting apart from other competitors. Cassie's diverse experience and education in business are vital elements for Blue & Silver Energy Consulting, making us capable of setting a "new bar" of excellence in the marketplace.

Todd Sherrod
Vice President, Operations & Market Analytics
tsherrod@pro-starenergy.com
817-892-4254 Phone

Todd has over twenty years of experience in the electric industry in both the wholesale and retail markets. He has worked in many markets in the US including PJM, NYISO, NEPOOL, ERCOT, and CAISO. He was responsible for developing products and contract language for one of the fastest growing retail energy suppliers in North America. He has helped end-use consumers negotiate contracts on advantageous terms with retailers around the nation and on an international basis as well.

Blue & Silver Energy Consulting, L.L.C.
dba Pro-Star Energy Services

Guy Roland,
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Guy has over twenty years of experience in utility bill auditing, with extensive knowledge of market rate designs and tariffs. Past roles include the over-site and successful negotiations of numerous utility bill refunds and savings resulting in millions for our clients.