

Viridian Energy PA, LLC

## Attachment 3

To Whom It May Concern:

Viridian Energy PA LLC intends to fulfill the requirements of *451.320 Financial Qualifications Under Subpart D*, via section 451.320 (a) (3) of the revised (Emergency) rules. The requirements of this section are:

*“ (a) An applicant shall be deemed to possess sufficient financial resources to be certified as an ARES able to serve all retail customers if it meets any of the following criteria:*

*...*

*(3) The applicant demonstrates and certifies it is a member of one or more RTOs and purchases 100% of its physical electric energy from the RTOs for delivery to the service territories of the utilities for which the applicant is seeking a certificate.”*

I hereby verify that Viridian Energy PA LLC will procure 100% of its electric energy from the appropriate RTO, for delivery to the service territories of the utilities for which Viridian Energy PA LLC is seeking a certificate.

The Applicant, Viridian Energy PA LLC, is a member of PJM. Please see attached for evidence of membership.

The Applicant also has a contractual agreement with its affiliate, Cincinnati Bell Energy LLC, who is a member of MISO. Under this contractual agreement, Cincinnati Bell Energy LLC is obligated to purchase 100% of the energy from MISO that Viridian Energy PA LLC is obligated to serve to its customers in Ameren. Please find a copy of this agreement attached. Additionally, please note that Cincinnati Bell Energy LLC was formally known as Viridian Energy NJ LLC, per the attached amendment.

Please note that for accounting and financial reporting purposes, both Viridian Energy PA LLC and Cincinnati Bell Energy LLC book revenues and expenses under their parent company, Regional Energy Holdings, Inc. Consequently, it is Regional Energy Holdings, Inc. who is responsible for making payments to both PJM and MISO.

Sincerely,

Raphael Jacobs  
Corporate Secretary  
Viridian Energy PA LLC

## Raphael Jacobs

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**From:** burnlh@pjm.com  
**Sent:** Friday, February 12, 2010 12:58 PM  
**To:** Raphael Jacobs  
**Cc:** pmft@pjm.com  
**Subject:** FW: Viridian Energy PA LLC - Membership Confirmation

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

*Helen M. Burnley*

*Client Manager, Member Relations*

*Phone: 610.635.3468*

*Fax: 610.666.4379*

*Email: [burnlh@pjm.com](mailto:burnlh@pjm.com)*

*Team Email: [pmft@pjm.com](mailto:pmft@pjm.com)*

*PJM Interconnection | 955 Jefferson Avenue | Norristown, PA 19403 | [www.pjm.com](http://www.pjm.com)*

How am I doing?



**We have a responsibility to the environment. Before printing this e-mail or any other document, let's ask ourselves whether we need a hard copy.**

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**From:** Fagerland, Joyce  
**Sent:** Friday, February 12, 2010 11:05 AM  
**To:** Michael Fallquist  
**Cc:** Burnley, Helen M.; Snyder, Virginia J.  
**Subject:** Viridian Energy PA LLC - Membership Confirmation

Dear Mr. Fallquist,

In response to your request for information regarding the membership status of Viridian Energy PA LLC. I am providing the following:

Viridian Energy PA LLC became a Member of PJM Interconnection, LLC (PJM) on January 6, 2010.

ORG ID: 16,627

Short Name: VIRDPA

Viridian Energy PA LLC is a signatory on the Reliability Assurance Agreement. PJM also has an Attachment F-1 Transmission Service Agreement on file for Viridian Energy PA LLC.

If you need any additional information, please let me know.

Sincerely,

*Joyce Fagerland*  
PJM Interconnection

955 Jefferson Avenue  
Valley Forge Corporate Center  
Norristown, PA 19403  
Phone: 610-666-4349  
Fax: 610-666-4379  
E-mail: [fagerj@pjm.com](mailto:fagerj@pjm.com)

This Agreement (the "Agreement"), dated as of July 26 2011, is executed and delivered by Cincinnati Bell Energy LLC ("CBE") and Viridian Energy PA LLC ("VEPA").

WITNESSETH:

WHEREAS, VEPA, an affiliate entity of CBE, has applied for a license to supply electricity to customers in the state of Illinois and the utility territory of Ameren, which application requires, among other things, the applicant to be a participant and show membership with the The Midwest Independent Transmission System Operator, Inc ("MISO") or show that it will conduct transactions through a contractual agreement with an entity that is a participant in the MISO electricity market.

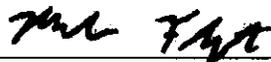
WHEREAS, CBE is a participant in the MISO electricity market and a MISO member. NOW, THEREFORE, based upon the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CBE and VEPA hereby agree as follows:

1. CBE hereby affirms and guarantees to support all operations and business activities of VEPA as they relate to procuring power from and within the MISO control area.

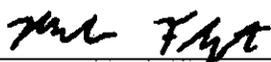
2. This Agreement shall terminate and be of no further force and effect upon the expiration or termination of CBE's membership in MISO. VEPA will notify all pertinent parties, including the Illinois Commerce Commission, 30 days in advance of said expiration or termination of CBE's membership in MISO.

IN WITNESS WHEREOF, CBE and VEPA have executed and delivered this Agreement to be effective as of the date first written above.

Cincinnati Bell Energy LLC

By:   
Name: Michael Fallquist  
Title: Chief executive Officer

Viridian Energy PA LLC

By:   
Name: Michael Fallquist  
Title: Chief executive Officer



**MIDWEST INDEPENDENT TRANSMISSION SYSTEM OPERATOR, INC.**

► Anastasia M. Heinzelman  
Director, Customer Services

Office: 317-249-5432  
Fax: 317-249-5361  
Email address: aheinzelman@midwestiso.org

February 23, 2011

VIRIDIAN ENERGY NJ LLC  
64 North Main Street  
Norwalk, CT 06854

Dear Mr. Rafi Jacobs:

Thank you for submitting your Market Participant Application. The processing of your Registration packet has been completed and the Midwest Independent Transmission System Operator, Inc. (Midwest ISO) is pleased to welcome you as a Market Participant. Please review your Market Participant obligations as outlined in Section 38.2.5 of the Tariff. This welcome packet includes the following:

- A counter-executed copy of the Market Participant Agreement, also known as Attachment W.
- A counter-executed copy of Section XI- XIV of the Market Participant Application, if applicable.
- FTP Download Instructions and password information.

For additional information on the Midwest ISO and the Midwest ISO Market, please visit the Documents tab of the following web address: [www.midwestmarket.org](http://www.midwestmarket.org). This website will provide you with the following resources:

- [Educational Material](#) or contact [training@midwestiso.org](mailto:training@midwestiso.org)
- [Local Security Administrator Policy](#)
- [Local Security Administrator Guide](#)
- [FTR Information](#)
- [MISO Committee Meetings and Presentations](#)
- [Market procedures documents and technical manuals](#)
- [News](#)
- [ASM Announcements](#)
- Non-disclosures and confidentiality
- Settlements
- [FTP User Guide](#)
- [Market Participant Obligations \(Section 38.2.5 of Tariff\)](#)

Further, the Portal, which is located at <https://markets.midwestiso.org/MISO>, provides Market Participants the ability to partake in market activities including but not limited to the submission of bids and offers, download FTR allocations, and access to settlement statements. As a Market Participant, you also have the ability to submit a Service Request or Dispute through the Portal. Service Requests and Disputes are managed daily by both the Customer Service and Market Quality Departments at the Midwest ISO.

Should you have any questions or concerns, please do not hesitate to contact the Midwest ISO's Client Relations Department at 1.866.296.6476, and press option 1. Questions or concerns regarding Information Technology (IT) are addressed 24 hours a day by contacting 1.866.296.6476, and press option 2.

Welcome to the Midwest ISO!

Regards,

Anastasia M. Heinzelman  
Director of Customer Services  
Midwest Independent Transmission System Operator, Inc



STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

April 15, 2011

**Job Number:** C20110415-2206  
**Reference Number:** 00003084860-99  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20110283632-78	Amendment	1 Pages/1 Copies



Respectfully,

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

ROSS MILLER  
Secretary of State

Certified By: Diana Speltz  
Certificate Number: C20110415-2206  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-6708  
 Website: www.nvsos.gov



\*091201\*

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

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

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Organization**  
**For a Nevada Limited-Liability Company**  
 (Pursuant to NRS 86.221)

1. Name of limited-liability company:

VIRIDIAN ENERGY NJ LLC

2. The company is managed by:  Managers OR  Members  
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)\*

1. Name of Limited Liability Company:

CINCINNATI BELL ENERGY LLC

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

By: REGIONAL ENERGY HOLDINGS INC., Managing Member

**X** By: Michael Fallquist  
 Signature  
 Michael Fallquist, CEO

\* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."

2) If adding managers, provide names and addresses.

**FILING FEE: \$175.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*