

7. EC Infosystems Inc. Service Center Agreement and EC Infosystems Billing System Agreement with Verde Energy Savings, Inc.*

*Verde Energy Savings, Inc. was the previous name of Verde Energy USA, Inc. on July 7, 2009 as evidenced by the Verde Energy Savings, Inc. Certificate of Amendment annexed.

EC Infosystems Inc. Service Center Agreement and EC Infosystems Billing System Agreement with Verde Energy Savings, Inc.		
PAGE/SECTION	TITLE OF SECTION	DEMONSTRATES RELATIONSHIP BETWEEN VERDE ENERGY USA, INC. AND EC INFOSYSTEMS, INC.

Attachment
11

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ec info

INC

200 Garden City Plaza, Suite 210 Garden City NY 11530 Tel: (516) 739-1001

EDI Service Center Agreement

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Schedule A

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EDI Service Center Agreement

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EC Infosystems Billing System Agreement

This Contract is a part of the EC Infosystems Billing System Agreement

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EC Infosystems Billing System Agreement

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AMENDMENT TO AGREEMENTS

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERDE ENERGY SAVINGS, INC.", CHANGING ITS NAME FROM "VERDE ENERGY SAVINGS, INC." TO "VERDE ENERGY USA, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2009, AT 4:17 O'CLOCK P.M.

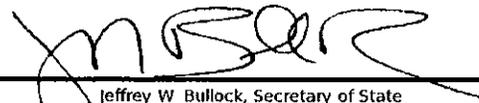
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4680239 8100

090679457



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7405171

DATE: 07-07-09

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:20 PM 07/07/2009
FILED 04:17 PM 07/07/2009
SRV 090679457 - 4680239 FILE

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VERDE ENERGY SAVINGS, INC.

(Under Section 242 of the Delaware General Corporation Law)

The undersigned, being the President and CEO of Verde Energy Savings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The present name of the Corporation is Verde Energy Savings, Inc., which is the name under which the Corporation was originally incorporated; the original Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of Delaware pursuant to the General Corporation Law on May 12, 2009; and an Amended and Restated Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of Delaware pursuant to the General Corporation Law on June 4, 2009.

2. In accordance with the applicable provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

WHEREAS, it is deemed to be in the best interests of the Corporation and its stockholders that Article First of the Corporation's Amended and Restated Certificate of Incorporation be further amended to read in its entirety as set forth below.

NOW, THEREFORE, BE IT RESOLVED, that Article First of the Amended and Restated Certificate of Incorporation of the Corporation be and is hereby amended to read in its entirety as follows:

FIRST: The name of this corporation is Verde Energy USA, Inc. (the "Corporation").

3. The foregoing amendment of the Amended and Restated Certificate of Incorporation was duly adopted by the stockholders of the Corporation, in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned, being the President and CEO of the Corporation, does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to Amended and Restated Certificate of Incorporation this 7th day of July, 2009.

VERDE ENERGY SAVINGS, INC.

By: /s/ Thomas FitzGerald

Thomas FitzGerald
President and CEO

Verde Energy USA Illinois, LLC

Attachment 12 - Managerial Qualifications

Managerial Requirements

Verde Energy USA Illinois, LLC meets the Managerial Qualifications set forth in Part 451.340, as evidenced by the experience of its managerial team. This team includes:

- Thomas FitzGerald, who has experience which satisfies the following requirement:
 1. Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

<i>Thomas FitzGerald, President and Chief Executive Officer, Verde Energy USA Group of Companies</i>				
Company	Title	Dates	Job Description	Satisfies Requirement
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	President and Chief Executive Officer	2009-Present	Founder of group of companies operating across three jurisdictions, approves all business decisions	1.
LifeMed Media, Inc. d/b/a dLife www.dlife.com	Financial Advisor	2005 - 2010	Raised initial startup capital and two additional rounds of equity totaling \$18MM. Provided financial and CFO advisory services.	
TnT Expense Management www.tntem.com	Board of Director	2006 -2010	Provided governance and business oversight	
ArmorStruxx www.armorstruxx.com	Financial Advisor	2007 - 2008	Raised initial startup capital of \$5MM. Provided financial and CFO advisory services.	
Goodrich Capital/Accrete Partners	Managing Director	2003 - 2009	Provided investment banking advisory services to buy/sell side clients. Managed transaction volume of over \$500MM.	
Home-Link Services, Inc.	Chief Financial Officer	2002-2003	Recruited by private equity investors to turnaround distressed	

			company and evaluate strategic alternatives which ultimately lead to the sale of the company's assets	
BrandDirect Marketing, Inc.	Chief Financial Officer	1999-2002	Led successful turnaround of the company, which resulted in revenue growth of 42% (\$30 million) and improved net income by more than \$63 million in 2001	
Engelhard Corporation (a BASF company)	Director of Corporate Audit	1998-1999	Recruited to startup and lead the audit and security functions in support of its global risk assessment and mitigation strategies. Principal responsibilities included identifying, monitoring, and mitigating business risks worldwide, ensuring the adequacy of the system of internal controls and integrity of its financial statements.	
The Dun & Bradstreet Corporation/ ACNielsen/ RH Donnelley	Vice President, Financial Planning & Control	1985-1998	Gained international business experience through mentored finance career and promotions with increasing responsibilities across multiple industries and business	

			environments,	
Total Experience: 26 years				

- Lance Lundberg, who has experience which satisfies the following requirement:
 1. Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

<i>Lance Lundberg, Board of Directors - Chairman, Verde Energy USA Group of Companies</i>				
Company	Title	Dates	Job Description	Satisfies Requirement
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	Chairman	2009 – Present	Chairman of The Board	1.
Icon International	Founder and Chairman	1986 - 2002	Founded Icon a global corporate trading firm engaged in the business of helping corporations restructure sub-par assets. Sold Icon to Omnicom Group, a publicly traded media holding company	
iSolve Incorporated	Founder and Chairman		Secured initial and secondary funding totaling \$40 million from various investors. Assembled senior management team that created the first full-service B2B e-commerce marketplace for managing surplus inventory and excess assets, using corporate barter as a settlement option	
Total Experience: 25 years				

- Anthony Menchaca, who has experience which satisfies the following requirement:
 1. Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

Anthony Menchaca, Chief Marketing Officer

Company	Title	Dates	Job Description	Satisfies Requirement
Verde Energy USA Holdings, LLC/ Verde Energy USA, Inc.	Chief Marketing Officer	2009 - Present	Responsible for marketing and sales functions	1.
	Angel Investor and Advisor	2000 - Present	<ul style="list-style-type: none"> ▪ Led angel round investment in four start-up companies in 2000 and 2001; ▪ Ran one of the four companies, Media Space Solutions, for 19 months during initial start-up and continues to serve in an active role as Chairman 	
Main Street Direct	Managing Director	2003-2007	Assisted two founders with overall management of \$30 million plus revenue direct marketing company	
TnT Expense Management	Board Member/ Advisor	2006 - 2010	Assists Chief Executive Officer with monthly review of business performance and development of growth strategies	
Clarus Marketing Group	Board Member/ Advisor	2006-present	Assists Chief Executive Officer with monthly review of business performance and development of	

			growth strategies	
Cendant Corporation	Director of Operations	1985-1999	Developed company's internal operations and call centers which totaled 12 centers with over 3,000 employees; Direct management responsibility for approximately half of overall operations through 1988	
Experience = 26 years				

- Jennifer Hartnett, who has experience which satisfies the following requirement:
 1. Four years experience buying and selling power and energy in wholesale markets.
 2. Four years experience electric system operational experience.

<i>Jennifer Hartnett, Operations & Real Time Trading Manager, Shell Energy North America (U.S.), L.P.</i>				
Company	Title	Dates	Job Description	Satisfies Requirement
Shell Energy North America (U.S.), L.P.	Operations & Real Time Trading Manager	2002- Present	Supervisory role managing Power Schedulers and Real Time Traders covering the Northeast markets.	1 and 2.
Niagara Mohawk Energy Marketing	Power Scheduler	1999-2002	Performed power scheduling functions in Northeast US Markets	
Total Experience: 13 years in the wholesale energy markets at various companies, including scheduling and/or trading short term power in PJM, NYISO, ISONE, IESO, and MISO				

- Gabriel Phillips, who has experience which satisfies the following requirement:
 1. Four years experience buying and selling power and energy in wholesale markets.
 2. Four years electric system operational experience.

<i>Gabriel Phillips, President, GP Renewables & Trading</i>				
Company	Title	Dates	Job Description	Satisfies Requirement
GP Renewables & Trading	President & CEO	May 2010 – Present	GP Renewables & Trading is a multifaceted Renewable Energy Services company that combines Consulting, Commodity Risk and Operations Management, and Project Development to provide a full array of services to clients in the North American wholesale, retail, and renewable power and natural gas industries.	GP Renewables & Trading 2.
Sempro Energy Trading	Term Power Trader/Assistant Trader	Sept. 2007 - May 2010	Traded a portfolio of short and long term financial and physical power and natural gas positions spanning four ISO territories, the NYISO, ISO-NE, PJM and the Ontario IMO	1. 2.
Sempro Energy Trading	Real Time Power Trader	Sept. 2006 - Sept. 2007	Traded day-ahead and hour-ahead financial and physical power in the WECC region, including the California Independent	1. 2.

			System Operator (CAISO) and the Alberta Electric System Operator (AESO).	
Sempro Energy Trading	Day-Ahead Power Scheduler	July 2006 - Sept. 2006	Coordinated the flow of long term and day-ahead physical power transaction for the West Coast Power Desk in the WECC region.	2.
Sempro Energy Trading	Collateral Analyst	Dec. 2005 - July 2006	Processed and executed all collateral requests made by and on Sempra Energy Trading Corp., Sempra Energy Europe Ltd. and Sempra Oil Trading Sarl., covering all counter parties worldwide.	2.
Sempro Energy Trading	Business Analyst	Sept. 2005 - Dec. 2005	Supported the trading floor by interpreting the intricacies of how SET's internal trading and reporting system (Affinity) calculates the value of various deals and stores/displays information for the entire trading staff in Stamford, CT alongside only two other Business Analysts.	2.
Total Experience: 6 years				

- Guy Feemster, who has experience which satisfies the following requirement:
Four years electric system operational experience.
 1. Four years electric system operational experience and
 2. Four years experience buying and selling power and energy in wholesale markets.

<i>Guy Feemster, Director - Senior Sales Representative, Shell Energy North America (U.S.), L.P.</i>				
Company	Title	Dates	Job Description	Satisfies Requirement
Shell Energy North America (U.S.), L.P.	Director - Senior Sales Representative	2007 - Present	Initiates and maintains long term business relationships with retail energy companies structuring specialized supply/credit facilities.	2.
STGP - South Term Power	Term Power Trader	2003 - 2007	Term trader in ERCOT, SPP and SERC. Responsible for pricing/hedging dynamic customer deals including fixed price and heat rate products	1.
Coral Power	Director Short Term Power	2000-2002	Managed a group of five traders responsible for prompt/cash month tolling asset management and spec trading all Eastern power markets	2.
Coral Power	Power Trader	1998-1999	Responsible for trade and marketing in SPP and ECAR. Managed prompt/cash month trading of the Western Farmers alliance	1
Coral Power	Trading Coordinator	1996-1997	Trained and led 24 hour trading and scheduling	2.

Enron Corp.	Hourly Trader	1995-1996	group Responsible for trading hourly power and scheduling of the Eastern grid. Managed the economic dispatch of power generation owned by the Oglethorpe Power Corp.	1.
Total experience: 16 years				

Managerial Support Organizational Chart

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Verde Energy USA Illinois, LLC

Attachment 13 - Contractor Qualifications

Verde Energy USA Illinois, LLC's - Qualifications of Contractors Pursuant to Section 451.350.

Contractor who will satisfy Technical Requirements under Section 451.330:

Jennifer Hartnett, Shell Energy North America (US), L.P.: At least four years experience buying and selling power and energy in wholesale market and one year of scheduling experience for an entity that is a member of PJM, a market participant in MISO, or has a system operator certificate from NERC, or has earned Certified Energy Procurement Professional status by the Association of Energy Engineers or equivalent certification.

Contractors who will satisfy Managerial Requirements under Section 451.340:

Thomas FitzGerald, Verde Energy USA, Inc.: Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

Lance Lundberg, Verde Energy USA, Inc.: Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

Anthony Menchaca: Four or more years experience with enterprise financial and administration responsibilities including profit and loss responsibilities.

Jennifer Hartnett, Shell Energy North America (US), L.P.: Four years experience buying and selling power and energy in wholesale markets.

Gabriel Phillips, GP Renewables & Trading: Four years experience buying and selling power and energy in wholesale markets.

Guy Feemster, Shell Energy North America (US), L.P.: Four years experience buying and selling power and energy in wholesale markets and four years electric system operational experience.

Gabriel Phillips

Professional History:

Sempra Energy Trading; Term Power Trader/Assistant Trader— September 2007 – May 2010; Stamford, CT

- Traded a portfolio of short and long term financial and physical power and natural gas positions spanning four ISO territories, the NYISO, ISO-NE, PJM and the Ontario IMO.
- Priced deals to service customer flow business with an average duration of less than 2 years.
- Managed basis risk to 75 different locations using over the counter basis markets and Financial Transmission Rights (FTR) markets to hedge exposure.
- Managed financial tolling deals for two NY power plants totaling 600mws modeled as options driven by various fuel prices and internal option models.
- Utilized the virtual market to diversify risk between the day ahead and real time as well as take incremental risk.
- Gained proficiency in managing and mitigating the financial impact of doing physical and financial direct customer and cleared speculative business in various regions by initiating transactions to reduce ancillary services costs generated by carrying large physical positions and to reduce Original Margin requirements with various exchanges including NYMEX and ICE.
- Built various stack and transmission models for Day Ahead and Term trading; including calibrating the model DAYZER to run in conjunction with internal systems for PJM, and two excel based stack models for NYISO and ISO-NE respectively.

Sempra Energy Trading; Real Time Power Trader— September 2006 – September 2007; Stamford, CT

- Traded day-ahead and hour-ahead financial and physical power in the WECC region, including the California Independent System Operator (CAISO) and the Alberta Electric System Operator (AESO).
- Built and capitalized on customer relationships in taking advantage of arbitrage and spread opportunities.
- Took day-ahead transmission positions to be utilized in real time.
- Gained proficiency in creating NERC required tags to represent the flow of energy in Real Time.
- Studied the fundamentals of the power industry as they relate Hour Ahead and Day Ahead trading; including the affect of the generation stack, transmission constraints, congestion, load forecasts and weather on prices at the various trading hubs in the WECC.

Sempra Energy Trading; Day-Ahead Power Scheduler— July 2006 – September 2006; Stamford, CT

- Coordinated the flow of long term and day-ahead physical power transactions for the West Coast Power Desk in the WECC region.
- Communicated with a large number of customers daily to search for Bookout opportunities in order to reduce overhead in each of the profit centers on the desk.
- Provided the desk with market intelligence gathered during communication with customers and the scheduling/tagging process.
- Learned to make NERC required tags to represent the flow of energy from generator to sink anywhere in the WECC region.

Sempra Energy Trading; Collateral Analyst— December 2005 – July 2006; Stamford, CT

- Processed and executed all collateral requests made by and on Sempra Energy Trading Corp, Sempra Energy Europe Ltd and Sempra Oil Trading Sarl., covering all counter parties worldwide.
- Assisted in managing basic liquidity needs by coordinating with CCO and Treasury department in the deployment of cash collateral and letters of credit.
- Reconciled the value of all types of transactions in all of SET's portfolios against the counter party's for the purpose of increasing the coverage of our credit exposure during a margin call dispute resolution. This process must be accomplished in a timely fashion without divulging sensitive information.
- Consistently work towards improved process efficiency and accuracy by increasing automation and enhancing the features of the Java application used as the Margin System.

Sempra Energy Trading; Business Analyst— September 2005 –December 2005; Stamford, CT

- Supported the trading floor by interpreting the intricacies of how SET's internal trading and reporting system (Affinity) calculates the value of various deals and stores/displays information for the entire trading staff in Stamford, CT alongside only two other Business Analysts.
- Translated elements of the trading business from settlements and trade entry to P&L calculation to aid the development staff in creating more efficient and accurate systems.
- Coordinated and ensured the accuracy of pricing feeds and reporting, updated our systems' information feeds from the nation's ISO's as well as maintained connectivity with data providers such as Reuters and LIM.

Guy Feemster

Start : Oct/2007 End : To date Position : Director –Sr. Sales Representative Employing company : Shell Energy North America	Highlights: Responsible for initiating and maintaining long term business relationships with retail energy companies structuring specialized supply/credit facilities.
Start : Jan/2003 End : Oct/2007 Position : Term Power Trader Employing company : STGP - South Term Power	Highlights: Term trader in ERCOT, SPP and SERC. Responsible for pricing/hedging dynamic customer deals including fixed price and heat rate products.
Start : Jan/2000 End : Dec/2002 Position : Director Short Term Power Employing company : Coral Power	Highlights: Managed a group of five traders responsible for prompt/cash month tolling asset management and spec trading all Eastern power markets.
Start : Jan/1998 End : Dec/1999 Position : Power Trader Employing company : Coral Power	Highlights: Responsible for trading and marketing in SPP and ECAR. Managed Prompt/Cash month trading of the Western Farmers alliance.
Start : Oct/1996 End : Dec/1997 Position : Trading Coordinator Employing company : Coral Power	Highlights: Trained and led 24 hour trading and scheduling group.
Start : Dec/1995 End : Sep/1996 Position : Hourly Trader Employing company : Enron Corp.	Highlights: Responsible for trading hourly power and scheduling for the Eastern grid. Managed the economic dispatch of power generation owned by Oglethorpe Power Corp.
Start : Sep/1994 End : Dec/1995 Position : Utility Financial Analyst Employing company : Real Estate Tax Services	Highlights: Appraised industrial/utility company assets and negotiated with taxing authorities to reduce property taxes.
Start : Jan/1994 End : Sep/1994 Position : Staff Accountant Employing company : Aegon USA	Highlights: Produced monthly financial statements.

Education: University of Texas at Arlington - B.B.A. Accounting 1993 (Passed CPA Exam)

Jennifer Hartnett

Start : Jan/2010 End : To date Position : Director –Real Time Trading and Operations Employing company : Shell Energy North America	Highlights: Manage Northeast Real Time Power Trading and Northeast Power Scheduling teams. Northeast includes ISONE, NYISO, PJM, MISO and IESO markets.
Start : March/2008 End : Dec/2009 Position : Director Generation Logistics Employing company : Shell Energy North America	Highlights: Managed a group of Traders and Analysts responsible for Cash month tolling asset management and spec trading in Northeast power markets.
Start : May/2007 End : March/2008 Position : Manager Generation Logistics Employing company : Shell Energy North America	Highlights: Responsible for Cash month tolling asset management for Plants in Northeast power markets.
Start : May/2002 End : May/2007 Position : Manager Employing company : Coral Power	Highlights: Managed Northeast Power Scheduling team and performed Power Scheduling functions in Northeast US Markets.
Start : 1999 End : May/2002 Position : Power Scheduler Employing company : Niagara Mohawk Energy Marketing	Highlights: Performed Power Scheduling functions in Northeast US Markets.
Start : 1998 End : 1999 Position : Contract Administrator Employing company : Niagara Mohawk Energy Marketing	Highlights: Managed Contract negotiations for Wholesale Power Contracts

Education: Syracuse University - B.S. Retailing

Mohan Wanchoo

200 Garden City Plaza, Suite 210, Garden City, NY 11530

EC Infosystems Inc., Garden City, NY
President & CEO

Aug 1995 to Present

- Provided executive leadership to EC Infosystems, a Nationwide EDI Transaction Management and Integrated Billing Service provider to the Energy Industry. My focus areas are Management, Business Development and Software Architecture. Have provided leadership at a strategic and systems level in shaping the company's product lines in the energy industry. My vision has led to a robust suite of product offerings including EC Central for EDI Transaction Processing, UtiliPort for EDI Transaction Management, UtiliBill for Retail Energy Billing & CIS, UtiliForecast for Load Forecasting services in the electric and gas industries.
- Provided leadership to the company across many facets of the energy industry including deregulated retail markets, wholesale markets and ISOs. I have a grass root understanding of deregulated and regulated utilities, energy cooperatives and municipal utility districts. My keen understanding about energy marketers, aggregators and service providers has catapulted EC Infosystems into a market leader position in the energy service provider industry. Responsible for creating the architecture for the company's EDI processing systems.

MTV Networks, New York, NY
Sterling Software, New York, NY
HSBC, New York, NY
J. P. Morgan Chase, New York, NY
Granada Systems Design, New York, NY

Sept 1981 – July 1995

- Responsible for Project Management, Systems Analysis, Design, Development, Testing, Implementation, Delivery and Support of various EDI generator, interpreter, mapping, investment banking, foreign exchange, retail banking, broadcasting, audio response and communication systems at the above companies. Also responsible for developing device driver software for printers, modems and communication cards.
- Directed the design and production of client-centered databases, quality service management systems, continuous quality improvement programs.
- Established processing standards, hardware platforms, software technologies, performance benchmarks, turn around times.
- Setting and enforcing design and development standards, mentoring and leading multiple development teams, and translating business requirements into detailed technical specifications.

Education:

M.S. Computer Science, New York, 1986

Publications:

Mohan Wanchoo, EDI Technology in Deregulated Utility Industry, Energy Pulse, 1.30.03, 2003

Mohan Wanchoo has spoken at several Industry Conferences

Thomas F. FitzGerald

17 Equestrian Ridge, Newtown, CT 04670 • 203.947.5561 • tfitzgerald@goodcap.com

EXECUTIVE PROFILE

Highly successful senior financial executive with start up, investment banking, and operating experience in multiple industries and internationally. A high-energy impact player with an outstanding history leading businesses and finance functions leading to improved performance and financial targets.

Selected Achievements

- At **Goodrich Capital**, from 2005-present as Managing Director co-led efforts with CEO to restructure firm and implement focused business model resulting in a 10x increase in closed transaction dollar volume (\$270M) in 2007.
- At **Accrete Partners**, from 2003-present co-founded financial and advisory venture and successfully developed and built client base through personal network. Successfully merged Accrete with Goodrich Capital LLC in an effort to expand services offered to its client's base.
- At **Home-Link Services, Inc.**, as CFO from 2002 to 2003, recruited by private equity investors to spearhead late stage turnaround of this distressed company and evaluate strategic alternatives which ultimately lead to the sale of the company's assets.
- At **BrandDirect Marketing, Inc.**, as CFO from 1999 to 2002, created and led successful turnaround of the company, which resulted in revenue growth of 42% (\$30 million) and improved net income by more than \$63 million in 2001.
- At **Engelhard Corporation**, as Director of Corporate Audit from 1998 to 1999, led efforts to realign audit and security function of this \$6.0B company. Introduced and implemented best practices; conducted more than 60 first-time operational and financial audits resulting in more than 400 recommendations that improved corporate governance and internal controls.
- At **The Dun & Bradstreet Corporation**, from 1985 to 1996 gained international business experience through mentored finance career and promotions with increasing responsibilities across multiple industries and business environments, including Vice President, Financial Planning & Control and Director, Business Reengineering with ACNielsen International, Audit Manager with D&B Corporate and Senior Accountant with Reuben H. Donnelly.

Areas of Expertise and Strength

Financing / Capital Raising / IPOs * Financial Reporting * International Financial Reporting * Mergers / Acquisitions / Divestitures * Internal Controls / Business Risk Assessment * Turnaround / Crisis Management * Management Information & Accounting Systems * Corporate Governance * Strategic Planning & Implementation * Auditing and Fraud Investigation

20 YEAR EXECUTIVE EXPERIENCE

Goodrich Capital LLC / Accrete Partners, New York, NY
(Corporate and Financial Advisory Firm)

Managing Director - Goodrich Capital LLC

8/05 - Present

Managing Director working with a group of experienced business and investment banking professionals who evaluate, analyze and execute equity financings, including follow-on offerings, private placements, advisory assignments and merger and acquisition transactions, focused on private and public middle market companies.

- Co-led efforts with CEO to restructure firm and implement focused business model that resulted in a 10x increase in closed transaction dollar volume (\$270M) in 2007.
- Oversee the firm's financial activities to support various complex transactions including, LBO, MBO, private placements, merger and debt financings.
- Oversee the firm's industry research efforts in soliciting and engaging clients and subsequently executing engaged transactions.

Accountant with Reuben H. Donnelly. Key assignments and accomplishments included:

Thomas F. FitzGerald

17 Equestrian Ridge, Newtown, CT 04670 • 203.947.5561 • tfitzgerald@goodcap.com

ACNielsen Corporation, Stamford, CT

10/96 - 7/97

(NYSE-traded market and consumer research company with \$1.4 billion in annual sales in 70 countries. Spun off from The Dun & Bradstreet Corporation via IPO in 10/96)

Director - Budgets and Financial Analysis

Led financial planning and analysis function and in support of the company's IPO and turnaround strategies. Developed global financial and management reporting strategy and implementation of key financial projects for more than 200 reporting entities in 70 countries.

- Prepared historical and pro-forma statements that supported IPO and turnaround strategies, as well as SEC filings, road show presentations, external communications and press releases.
- Repatriated more than \$30 million in cash; significantly reduced pre-IPO effective tax rate and secured a 3-year \$125 million senior revolving credit facility.
- Designed and implemented multi-currency financial and management reporting for consolidating and reporting financial results in accordance with US GAAP for more than 200 reporting entities in 70 countries.

ACNielsen International, Waterloo, Belgium

4/93 - 10/96

Vice President, Financial Planning and Control

Responsible for financial and management reporting, accounting controls, coordination of corporate treasury and tax planning activities, business planning and analysis and capital budgeting for European, Asian and Latin American divisions. Led and mentored 15 multilingual finance professionals; designed and implemented multi-currency financial and management reporting system for reporting financial results in accordance US GAAP for more than 180 reporting entities in 65 countries; and conducted due diligence and financial integration of 13 acquisitions resulting in incremental \$300 million annual revenue.

Finance Director

Coordinated comprehensive business re-engineering project with McKinsey & Company resulting in the identification and implementation of more than 100 projects with annual cost saving totaling over \$60 million.

The Dun & Bradstreet Corporation, New York, NY

6/87 - 4/93

Audit Manager, Corporate Audit

Directed and led multiple global assignments with audit teams comprised of 2-25 individuals. Conducted and managed more than 100 audits in 35 countries that resulted in over 1,500 recommendations that strengthened internal controls; ensured the accuracy of financial statements; and improved efficiency of operations.

Reuben H. Donnelley, Chicago, IL

6/85 - 6/87

Senior Accounting Manager

EDUCATION

BBA degree, May 1985, Loyola University Chicago

Tony Menchaca
7 Meadowview Drive South
Westport, CT 06880

Work Experience

1. Angel investor and advisor: 2000 to Present
 - Led angel round investment in four start-up companies in 2000 and 2001. Ran one of the four companies, Media Space Solutions (MSS), for 18 months during initial start up and continue to serve in an active role as Chairman. MSS has grown to over \$50mm in annual revenues and has been profitable since 2002. Two of the startups were sold to strategic buyers in 2002 and 2003, and one to a financial buyer in 2003.
 - Managing Director at Main Street Direct from 2003 to 2007. Assisted two founders with overall management of \$30mm+ revenue direct marketing company.
 - Board member and/or advisor to two CT based companies since 2006. TnT Expense Management provides IT outsourcing and Clarus Marketing Group operates several consumer services businesses. Assist CEO of each company with monthly review of business performance and development of growth strategies.

2. Cendant Corporation: 1985 to 1999 (served as consultant into 2001)
 - Hired as Director of Operations, developed the company's internal operations and call centers which eventually totaled 12 centers with over 3,000 employees. Direct management responsibility for approximately half of overall operations thru 1988.
 - From 1988 thru 1997 served as President of several business units including the sixth largest U.S. consumer travel company with over \$400mm in annual bookings.
 - In 1997 was appointed Executive VP over all of the direct marketing business units with total annual revenues in excess of \$1 billion.
 - Served as Vice Chairman over all the prior CUC companies from 1998 thru 1999.

3. General Motors Corporation: 1974 to 1985
 - Co-op student at Buick Motor Division from 1974 thru graduation in June 1979. Work experience primarily focused on manufacturing management, served as assembly line foreman during junior and senior years.
 - Returned to GM at Treasurers Office in New York after graduation from Stanford as an operations planning analyst and manager.

Education and Personal

1. BS Industrial Management 1979, General Motors Institute, Flint MI
MBA Stanford University 1981, Palo Alto CA

2. Married with 3 boys. Active in Westport, CT community and several non-profits

Lance Lundberg has an impressive track record in starting and building successful businesses. Mr. Lundberg was the founder and Chairman of Icon International, a \$400 million per year global corporate trading firm engaged in the business of helping corporations restructure sub-par assets. Mr. Lundberg founded Icon in 1986 and built the business into one of the largest and most respected trading firms; twice featured on the Inc Magazine 500 list. More than half of Icon's business has been in corporate real estate assets in the US and abroad. Mr. Lundberg sold Icon in 2002 to the Omnicom Group (OMC-NYSE), a publicly traded media holding company with 2003 revenues of \$8.6 billion.

As the founder and Chairman of iSolve Incorporated, Mr. Lundberg was instrumental in providing strategic direction for a start-up internet company and securing initial and secondary funding totaling \$40 million from investors such as Technology Crossover Ventures, Whitney & Co., Canaan Partners, ITOCHU and others. He assembled a senior management team that created the first full-service B2B e-commerce marketplace for managing surplus inventory and excess assets, using corporate barter as a settlement option to help companies reduce their SG&A expense. In less than six months, iSolve grew to 80 employees and \$350 million in site listings.

Prior to forming Icon, Mr. Lundberg was a consultant with Booz, Allen & Hamilton, specializing in manufacturing operations.

He was named 1991 Entrepreneur of the Year for the Greater New York Metropolitan area by Ernst & Young, Inc Magazine and Merrill Lynch and was subsequently a judge for the competition for six years. He currently serves on a number of corporate and philanthropic boards, such as Triad Media Services and JHW Greentree Capital, L.P. Triad invests media time and space in return for equity participation in growth companies. He also sits on the Investment Committee of Greentree Capital, a \$165 million SBIC affiliated with Whitney & Company.

He is a summa cum laude graduate of Yale University and received an MBA from Harvard University. He is a member of YPO.

Mr. Lundberg brings a wealth of real estate experience and contacts in both the US and International real estate capital communities. He is primarily involved in raising capital for the Prospect funds and is a member of the investment committee.

Verde Energy USA Illinois, LLC

Attachment 14 - Affidavits

AFFIDAVIT

State of Connecticut

Norwalk : ss.

County of Fairfield

Thomas FitzGerald, Affiant, being duly sworn according to law, deposes and says that:

He is the President and Chief Executive Officer of Verde Energy USA Illinois, LLC, the Applicant herein

That he is authorized to and does make this affidavit for said Applicant:

That Verde Energy USA Illinois, LLC, the Applicant herein, certifies that any marketing materials it provides that make statements concerning prices, terms and conditions of service shall contain information in plain language that adequately discloses the prices, terms and conditions of the products or services that Verde Energy USA Illinois, LLC is offering or selling to the customer pursuant to Section 451.310(d)(1).

That Verde Energy USA Illinois, LLC, the Applicant herein, will give the customer written information that adequately discloses, in plain language, the prices, terms and conditions of the products and services being offered and sold to the customer before any customer is switched from another supplier pursuant to Section 451.310(d)(2).

That Verde Energy USA Illinois, LLC, the Applicant herein, shall provide documentation to the Commission and to customers that substantiates any claims made by Verde Energy USA Illinois, LLC regarding the technologies and fuel types used to generate the electricity offered or sold to customers pursuant to Section 451.310(d)(3).

That Verde Energy USA Illinois, LLC, the Applicant herein, shall provide to the customer itemized billing statements that describe the products and services provided to the customer and their prices and provide an additional statement, at least annually, that adequately discloses the average monthly prices and the terms and conditions of the products and services sold to the customer pursuant to Section 451.310(d)(4).

That Verde Energy USA Illinois, LLC, the Applicant herein, will include materials in all initial mailings to potential residential and small commercial customers which will comprise of the consumer education program described in Section 16-117 of the Act, before executing any agreements or contracts with such customers pursuant to Section 451.310(e).

That Verde Energy USA Illinois, LLC, the Applicant herein, will provide the consumer education program materials at no charge to residential and small commercial retail customers upon request pursuant to Section 451.310(e) and (f).

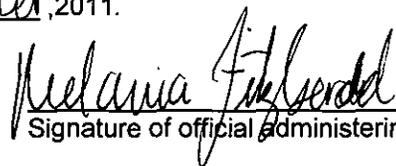
That Verde Energy USA Illinois, LLC, the Applicant herein, will provide to residential and small commercial retail customers on a semiannual basis, information on how to obtain a list of alternative retail electric suppliers that have been found in the last three (3) years by the Commission to have failed to provide service in accordance with the terms of their contract pursuant to Section 10-108 of the Act.

That the facts above set forth are true and correct to the best of his knowledge, information and belief.


Thomas FitzGerald

Sworn and subscribed before me this 14 day of September, 2011.

MELANIA FITZGERALD
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 8/31/2016


Signature of official administering oath

My commission expires _____.