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ATTACHMENT F

FINANCIAL QUALIFICATIONS

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[REDACTED]

[REDACTED]

[REDACTED]

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CONSOLIDATED FINANCIAL STATEMENTS

**Regional Energy Holdings, Inc.
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors**

Regional Energy Holdings, Inc.

Consolidated Financial Statements

Years Ended December 31, 2011 and 2010

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Report of Independent Auditors

The Board of Directors and Stockholders
Regional Energy Holdings, Inc.

We have audited the accompanying consolidated balance sheets of Regional Energy Holdings, Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Regional Energy Holdings, Inc. at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

May 9, 2012

Regional Energy Holdings, Inc.

Consolidated Balance Sheets

(In thousands, except share and per share amounts)

	December 31	
	2011	2010
Assets		
Current assets:		
Cash and cash equivalents	\$	\$
Restricted cash and cash equivalents		
Collateral deposits		
Accounts receivable, net		
Other current assets		
Total current assets	\$	\$
Property and equipment, net		
Restricted cash and cash equivalents		
Other assets		
Total assets	\$	\$
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$	\$
Accrued liabilities		
Total current liabilities	\$	\$
Other long-term liabilities		
Stockholders' equity:		
Series A convertible preferred stock—225,000 shares authorized with \$0.001 par value and 128,826 and 39,316 shares issued and outstanding for 2011 and 2010 respectively		
Common stock—299,925,000 shares authorized with \$0.001 par value and 1,158,548 shares issued and outstanding for 2011 and 2010		
Additional paid-in-capital		
Accumulated deficit		
Total stockholders' equity	\$	\$
Total liabilities and stockholders' equity	\$	\$

See accompanying notes.

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Regional Energy Holdings, Inc.

Consolidated Statements of Operations

(In thousands)

	Year Ended December 31	
	2011	2010
Revenue		
Cost of sales		
Gross profit		
Selling and marketing expenses		
General and administrative expenses		
Operating expenses		
Income (loss) from operations		
Interest expense, net		
Other expense		
Income (loss) before income taxes		
Provision for income taxes		
Net income (loss)	\$	\$

See accompanying notes.

Regional Energy Holdings, Inc.

Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2011 and 2010

(In thousands except share amounts)

	Series A Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Stockholders' Equity
	Shares	Par Value	Shares	Par Value			
Balance at December 31, 2009							
Issuance of common stock							
Stock-based compensation							
Issuance of Series A convertible preferred stock							
Dividend distributions							
Net loss and comprehensive loss							
Balance at December 31, 2010							
Issuance of Warrants							
Issuance of Series A convertible preferred stock							
Dividend distributions							
Net income and comprehensive income							
Balance at December 31, 2011							

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See accompanying notes.

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Regional Energy Holdings, Inc.

Consolidated Statements of Cash Flows

(In thousands)

	Year Ended December 31	
	2011	2010
Cash flows from operating activities		
Net income (loss)	\$	
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation		
Loss on disposal of property and equipment		
Unrealized loss on derivative contracts		
Bad debt expense		
Stock-based compensation		
Fair value adjustment on warrant liability		
Changes in operating assets and liabilities:		
Accounts receivable		
Collateral deposits		
Other assets		
Accounts payable and accrued liabilities		
Other long-term liabilities		
Net cash provided by (used in) operating activities		
Cash flows from investing activities		
Purchases of property and equipment		
Net cash used in investing activities		
Cash flows from financing activities		
Issuance of common stock		
Issuance of Series A convertible preferred stock		
Dividends on Series A convertible preferred stock		
Proceeds from short term borrowings		
Repayment of short term borrowings		
Change in restricted cash		
Net cash provided by financing activities		
Increase in cash and cash equivalents		
Cash and cash equivalents at beginning of year		
Cash and cash equivalents at end of year	\$	\$
Cash paid for:		
Interest	\$	
Income taxes		

See accompanying notes.

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements

December 31, 2011

(In thousands, except share amounts and Megawatt hours (MWh))

1. Nature of Business

Regional Energy Holdings, Inc., ("REH"), is an independent energy marketer of retail electricity and natural gas to residential and commercial customers. REH is a holding company that operates through its wholly-owned operating subsidiaries: Viridian Energy Inc., Viridian Energy PA LLC, Viridian Energy NY LLC, Viridian Energy MD LLC, Cincinnati Bell Energy LLC (formerly, Viridian Energy NJ LLC), Viridian Network LLC and Viridian Energy NG, LLC.

REH and its subsidiaries (collectively, the "Company"), provide retail electricity to its customers in the Connecticut, Pennsylvania, New Jersey, Maryland, New York, Ohio and Illinois markets. The Company is licensed by the Federal Energy Regulatory Commission ("FERC"), as a power marketer. In addition to the states in which the Company currently operates, REH is also licensed, certified, or otherwise qualified by applicable state agencies to supply retail electricity in Massachusetts, Maine, New Hampshire, Washington DC and to supply retail natural gas in Ohio, Pennsylvania, New Jersey and New York.

2. Summary of Significant Accounting Policies

Basis of Consolidation

The Company's consolidated financial statements include its wholly-owned operating subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenue and expenses, the reported amounts and classification of assets and liabilities, and the disclosure of contingent assets and liabilities. These estimates and assumptions are based on the Company's historical experience as well as management's future expectations. As a result, actual results could materially differ from management's estimates and assumptions. The Company's management believes that its most critical estimates herein relate to revenue recognition and costs associated therewith, allowance for doubtful accounts, tax-related reserves, stock-based compensation, and legal matters.

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Reclassification

Revenue Recognition

Energy Sales

Cost of Sales

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Network Revenue

[REDACTED]

Collections of Sales Tax

[REDACTED]

Major Customers and Suppliers

[REDACTED]

Operating Expenses

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

[REDACTED]

Stock-Based Compensation

[REDACTED]

Cash and Cash Equivalents

[REDACTED]

Accounts Receivable, Net

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Credit Risk and Allowance for Doubtful Accounts

[REDACTED]

[REDACTED]

Deferred Income Taxes

[REDACTED]

Restricted Cash and Cash Equivalents

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Collateral Deposits

[REDACTED]

Property and Equipment

[REDACTED]

Impairment of Long-Lived Assets

[REDACTED]

Fair Value of Financial Instruments

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Accounting for Derivative Instruments and Hedging Activities

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Pronouncements

Fair Value Measurements

[REDACTED]

Regional Energy Holdings, Inc.

Notes to Consolidated Financial Statements (continued)

(In thousands, except share amounts and Megawatt hours (MWh))

2. Summary of Significant Accounting Policies (continued)

[REDACTED]