



Jan L. Fox
Vice President and General Counsel
jfox@viridian.com | Viridian.com

April 3, 2012

Pennsylvania Public Utility Commission
Secretary's Bureau
400 North Street
Harrisburg, PA 17120

RECEIVED

APR 3 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: *Viridian Energy PA, LLC Report of Non-Material Changes (Case No. A-2009-2145794)*

Dear Sirs:

Viridian Energy PA, LLC ("Viridian PA") was licensed as an "electric generation supplier" ("EGS") by the Pennsylvania Public Utility Commission ("PPUC") in Case No. A-2009-2145794. As required by 52 Pa. Code § 52.34, Viridian PA presents this letter as a report of changes that have occurred since the license was issued. However, Viridian PA does not believe that any of the changes are material changes or affect Viridian PA's operations in Pennsylvania. The non-material changes to the information previously filed are detailed below:

Section 1 b – Registered Agent:

National Registered Agents Inc.
600 North Second Street, Suite 401
Harrisburg, PA 17101
Telephone: (800) 767-1553
Fax: (609) 716-0820

c – Regulatory Contact:

Betsy Webb, Vice President Regulatory Affairs
64 North Main Street
Norwalk, Connecticut 06854
Telephone: (203) 663-7523
Fax: (203) 663-7544
E-Mail: bwebb@viridian.com

64 N. Main St., Norwalk, Connecticut 06854

d – Attorney:

Jan L. Fox
Vice President and General Counsel
64 North Main Street
Norwalk, Connecticut 06854
Telephone: (203) 517-0130
Fax: (203) 663-7544
E-Mail: jfox@viridian.com

RECEIVED

APR 3 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Section 3 a. Affiliates:

Viridian PA is engaged in the retail sale of electricity or natural gas under its corporate name in the States of Pennsylvania, Maryland, New Jersey, and Illinois. While it is licensed in the District of Columbia, Viridian PA has not yet begun to sell in the District of Columbia. Additionally, Viridian PA has a pending application to provide electric supply service in the State of Delaware. The company name and business address remain unchanged. The state license/registration/certification numbers are as follows:

- Pennsylvania – Docket No. A-2009-2145794 (Electricity)
Docket No. A-2010-2203042 (Gas)
- Maryland – IR - 1840
- New Jersey – ESL - 0084
- Illinois – Docket No. 11-0348
- District of Columbia – Case No. EA 11-19
- Delaware – Docket 12-109

Additionally, affiliates that sell electricity or natural gas at retail to the public in other jurisdictions are as follows:

Viridian Energy, Inc. 64 North Main Street Norwalk, CT 06854	Viridian Energy NY, LLC 64 North Main Street Norwalk, CT 06854
States – Connecticut, Massachusetts*	State – New York
Viridian Energy MD, LLC 64 North Main Street Norwalk, CT 06854	Cincinnati Bell Energy, LLC 64 North Main Street Norwalk, CT 06854
States – Maine,* New Hampshire*	State - Ohio

* Not yet launched.

64 N. Main St., Norwalk, Connecticut 06854

Question 8 b. Officers:

Viridian PA's current officers are listed below. They may be contacted at the following address: 64 North Main Street, Norwalk, Connecticut, 06854.

- Michael Fallquist, President, CEO
- Roop Bhullar, CFO, Treasurer
- Mike Chester, VP Operations
- Betsy Webb, Vice President Regulatory Affairs
- Jan Fox, Vice President, General Counsel, Secretary

In addition to the above referenced affiliates, Viridian PA discloses that, by virtue of certain positions of common control held by two individuals who previously served on the Board of Directors of Viridian PA's parent company, Regional Energy Holdings, Inc. ("REH"), and the Board of Directors of Viridian Energy Inc. an affiliate relationship may have existed between REH and Glacial Energy Holdings ("Glacial Holdings") during certain discrete past periods. Upon learning of the board of directors positions held by these individuals, REH immediately acted to eliminate any possibility of an affiliate relationship. Specifically, on March 6 and 8, 2012, the individuals involved resigned from the board of directors positions that created the apparent affiliation. Additionally, an affiliate relationship may have existed during the past period due to other individual's indirect ownership of REH and simultaneous ownership and/or control of more than 5 percent of Glacial Holdings. Note that REH has no direct or operational relationship with Glacial Holdings.

To the extent necessary, and out of an abundance of caution, Viridian PA submits notice of this past relationship to the PPUC. REH is a parent company that owns operating entities, including Viridian PA, that engage in the retail supply of electricity to end-use customers in a number of Mid-Atlantic, Northeast, New England and Midwest states. The affiliate relationship between REH and Glacial Holdings, if any, arises from ownership interests and/or control positions held by David Levy, Isaac Barber, the Huberfeld Family and the Nordlicht Family at various times during the pertinent period. The pertinent period began in August 2010 and ended on March 8, 2012 (the "pertinent period"), when Mr. Levy resigned from the Board of Directors and Executive Committee of REH and Mr. Barber resigned from the Board of Directors of Glacial Holdings. On March 6, 2012, Messrs. Levy and Barber resigned from the Board of Directors of an REH subsidiary, Viridian Energy, Inc. The pertinent period for the Huberfeld Family began on December 21, 2010 and ended on December 31, 2010 and for the Nordlicht Family it began on December 21, 2010 and ended on May 2, 2011.

As to REH, during the pertinent period, Messrs. Levy and Barber were on the Boards of Directors of REH and also were members of the Executive Committee of the Board, which was formed for the purpose of carrying out the duties of the Board and, as such, had authority to manage and administer the affairs of REH and indirect authority over the affairs of REH subsidiaries, including the Viridian entities. Messrs. Levy and Barber also sat on the Board of Directors of one of these entities, Viridian Energy, Inc. It should be noted that Messrs. Levy and Barber each owned less than two percent of the stock in REH, and thus are not in a position to exercise ownership control over REH.

64 N. Main St., Norwalk, Connecticut 06854

The control relationships of Messrs. Levy and Barber with respect to Glacial Holdings were more complicated. Throughout the pertinent period—that is, from August 18, 2010 to March 8, 2012—Hasbro Management LLC (“Hasbro”) and Photon Management LLC (“Photon”) owned 11 percent and 9 percent, respectively, of Glacial Holdings, but otherwise had no ownership interests in any other entities. During that period, there were three slightly different situations in place during periods ranging from four months to ten months in duration. It appears that, during these time frames, Messrs. Levy and Barber were capable of exercising control over the Photon and Hasbro stock interests in Glacial Holdings several months at a time. In addition, during the entire time span, they were on the Board of Directors of Glacial Holdings. However, combined Messrs. Levy and Barber did not have sufficient votes to control the Board of Directors of Glacial Holdings.

First, during the four-month period from August 18, 2010 to December 21, 2010, Mr. Levy owned 10 percent of the ownership interests in Photon and 10 percent of the ownership interests in Hasbro, and was a Managing Member of each. Likewise, from August 18, 2010 until December 21, 2010, Mr. Barber owned 10 percent of such interests in Photon and Hasbro, and was a Managing Member of each.¹ (Thus, Messrs. Levy and Barber each owned 2 percent of Glacial Holdings.) David Levy Grantor Trust No. 2 (“Trust”) owned the remaining 80 percent of Hasbro and Photon. Second, during the five-month period from December 21, 2010 until May 2, 2011, neither Mr. Levy nor Mr. Barber had any ownership interests in, nor was a Managing Member of Hasbro or Photon. Hasbro was 100 percent owned by Cobblestone Holdings LLC (“Cobblestone”), and Photon was 100 percent owned by Platinum Partners Credit Opportunities Master Fund LP, f/k/a Centurion Credit Group Master Fund LP (“Centurion”). Third, during the ten-month period from May 2, 2011 to the present, Mr. Levy has owned one percent of Hasbro and Photon, and has been Managing Member of each of these entities. As Managing Member Mr. Levy controls Photon and Hasbro and, despite owning only 1 percent of each entity, he cannot be removed or replaced by the owners of the other 99 percent of the respective entities. During the period starting May 2, 2011 to March 9, 2012, Cobblestone owned the remaining 99 percent of Hasbro and Centurion owned the remaining 99 percent of Photon.

Assuming Mr. Levy’s and Mr. Barber’s position as Managing Member of Hasbro and Photon enabled them to control the 11 percent and 9 percent of the stock of Glacial Holdings, it is arguable that an affiliate relationship between REH and Glacial Holdings briefly existed during the four-month period between August 18, 2010 and December 21, 2010, and, by virtue of Mr. Levy’s Managing Member position, the ten-month period between May 2, 2011 and March 8, 2012. During the first of those periods, it is arguable that Messrs. Levy and Barber also were capable of exercising control over REH and indirect control over its subsidiaries by virtue of their serving on the Executive Committee of REH. During the second period, the same may be said of Mr. Levy, but not Mr. Barber, who had ceased being Managing Member of Photon and Hasbro, and had, thus, ceased exercising any control over such stock beginning on December 21, 2010. As noted above, Messrs. Levy and Barber have minimal ownership interests in REH, as each owns less than two percent of the stock of REH.

During the pertinent periods, the Huberfeld and Nordlicht Families indirectly owned, and continue to indirectly own, 17.84 percent of REH. The Huberfeld and Nordlicht Families did not have, and do not have, any director position or management position that would allow either of them to control REH.

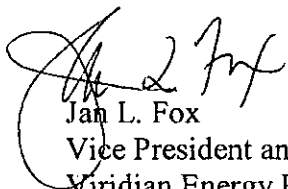
¹ During this same period, August 18, 2010 to December 21, 2010, the Huberfeld Family, the Nordlicht Family, and the Bodner Family each indirectly owned 17.84 percent of REH and also indirectly owned 5.06 percent of Glacial Holdings, although they exercised no control over either entity.

During the period from December 21, 2010 through December 31, 2010, the Huberfeld Family had a small ownership interest and control over Photon, which owned 9% of Glacial. Additionally, during the period from December 21, 2010 to May 2, 2011, the Nordlicht Family directly and/or indirectly owned and/or had control over the Photon and Hasbro entities that own 20 percent of Glacial Holdings. Arguably during this period of time, REH and Glacial Holdings could have been considered affiliates due to the Huberfeld and/or Nordlicht Families' simultaneous indirect ownership of REH and control of more than 5 percent of Glacial Holdings. Any deemed affiliation ended on May 2, 2011 when Mr. Levy assumed control of the entities owning interests in Glacial Holdings. The Huberfeld and Nordlicht Families currently have direct or indirect ownership of less than 2 percent of Glacial Holdings and neither controls the equity of Glacial Holdings.

While it is unlikely that the foregoing positions and relationships satisfy the Pennsylvania definition of "affiliate", Viridian PA is willing to assume, in the interest of presenting a complete record to the PPUC, that an affiliate relationship may have existed. Viridian PA was unaware of the relationships that existed with certain individuals and Glacial Holdings that, in retrospect, may have created an affiliate relationship until very recently, and so did not report this matter earlier. In the interest of presenting a complete record to the PPUC, Viridian PA provides this information on past potential affiliate relationships. Moreover, even assuming that an affiliate relationship existed during the past periods identified above, it had no material effect on Viridian PA's activities in Pennsylvania and, more importantly, it no longer exists.

Please contact me at the address and telephone number below if you have any questions pertaining to this report.

Sincerely,



Jan L. Fox
Vice President and General Counsel
Viridian Energy PA, LLC
64 North Main Street
Norwalk, Connecticut 06854
Telephone: (203) 517-0130
jfox@viridian.com

RECEIVED

APR 3 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

64 N. Main St., Norwalk, Connecticut 06854

From: (203) 663-7534
 Front Desk
 Veridian Energy
 64 N MAIN ST

Origin ID: BDRA



J12101112190225

NORWALK, CT 06854

Ship Date: 03APR12
 ActWgt: 1.0 LB
 CAD: 102548806/NET3250

Delivery Address Bar Code



SHIP TO: (203) 663-7523

BILL SENDER

Secretary Bureau
 Pennsylvania Public Commission
 400 NORTH ST FL 2
 COMMONWEALTH KEYSTONE BUILDING
 HARRISBURG, PA 17120

Ref # Legal - A. Martino
 Invoice #
 PO #
 Dept #

1 of 2

WED - 04 APR A1
 FIRST OVERNIGHT

TRK# 7934 1137 0786

0201

MASTER

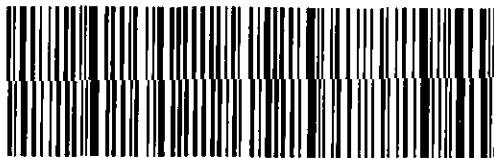
ASR

17120

PA-US

MDT

E9 MDTA



512G1UC44DA278