

October 5, 2012

Pennsylvania Public Utility Commission  
Rosemary Chiavetta, Secretary  
Keystone Building, 2nd Floor Room N201  
Harrisburg, PA 17120

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Re: Public Power, LLC, Docket No. A-2009-2143245

Dear Secretary Chiavetta:

Public Power, LLC, a Pennsylvania limited liability company ("Public Power PA") was licensed as an Electric Generation Supplier ("EGS") in the captioned proceeding on January 28, 2010. Public Power PA is submitting this letter to comply with Section 54.34 of the regulations of the Pennsylvania Public Utility Commission (the "Commission"). Section 54.34(a) requires an EGS to inform the Commission of a material change in the information provided in the EGS's license application while the licensee is operating in the Commonwealth. Section 54.34(b) requires an EGS to notify the Commission, within thirty days, of any material changes in the EGS's organizational structure or operation.

As a result of an Exchange Transaction that closed on September 18, 2012 among Public Power PA's parent, Public Power, LLC, a Connecticut limited liability company ("Public Power CT"), Regional Energy Holdings, Inc. ("REH"), and Crius Energy LLC (Crius"), certain changes have occurred that may trigger the reporting requirements of Sections 54.34(a) and (b). This letter discloses those changes and describes the Exchange Transaction in more detail.

***Section 54.34(a)***

Turning first to Section 54.34(a), Public Power PA hereby notifies the Commission that its business address has changed, effective October 1, 2012, to 1055 Washington Blvd., 7th Floor, Stamford, CT 06901.

***Section 54.34(b)***

Turning to Section 54.34(b), Public Power PA's upstream organizational structure has changed. Specifically, on September 18, 2012, REH, Public Power CT and Crius implemented an Exchange Agreement, through which each of the members holding ownership interests in Public Power CT and the stockholders owning shares of REH contributed a portion (approximately 75 percent) of their interests in Public Power CT and REH to Crius, each in exchange for 50 percent of the ownership interests in Crius. The Public Power CT members and the REH stockholders retained 25 percent of their respective ownership interests in Public Power CT and REH. The Exchange Agreement, thus, effected a transfer of 75 percent of the ownership interests in Public Power CT to Crius, and the remaining 25 percent of Public Power CT is owned by the same entities that owned it prior to the Exchange Agreement. Charts illustrating

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the pre- and post-transaction ownership structures are attached as Attachment No. 1.

In addition, as a result of the Exchange Transaction, Public Power PA is affiliated with the following electric and natural gas suppliers who supply electricity and/or natural gas at retail in the enumerated states:

ENTITY	STATES	
	ELECTRIC	NATURAL GAS
Viridian Energy PA LLC	NJ PA MD IL DE D.C.	NJ PA NY
Viridian Energy, LLC	CT MA	---
Viridian Energy NY LLC	NY	NY
Cincinnati Bell Energy, LLC (f/k/a Viridian Energy NJ LLC)	OH	OH
FTR Energy Services, LLC (f/k/a Viridian Energy NG LLC) <sup>1</sup>	OH NY	OH NY IN
Fairpoint Energy, LLC (f/k/a Viridian Energy MD LLC)	ME NH	---
Public Power, LLC (CT)	CT OH IL NY MA D.C. RI	NY
Public Power & Utility, Inc.	MA	---
Public Power & Utility of New Jersey, LLC (NJ)	NJ	NJ
Public Power & Utility of Maryland, LLC (MD)	MD	---

<sup>1</sup> FTR Energy Services submitted an application for an Electric Generation Supplier license in Pennsylvania on July 11, 2012 in Docket No. A-2012-2314724.




THE CRIUS ENERGY FAMILY OF BRANDS

Public Power PA, Viridian Energy, Cincinnati Bell Energy, FTR Energy Services, Fairpoint Energy, Public Power & Utility, Inc., Public Power & Utility of New Jersey, LLC, Public Power & Utility of Maryland, LLC

# **Public Power**<sup>®</sup> Residential & Commercial Energy Supplier

If you have any questions concerning this update to Public Power PA's Application, please contact the undersigned at (203) 517-0130.

Respectfully submitted,



Jan L. Fox  
Senior Vice President and General Counsel

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THE CRIUS ENERGY FAMILY OF BRANDS

1000 Main Street, Suite 200, Wallingford, CT 06495 | Phone: (203) 517-0130 | Fax: (203) 517-0131

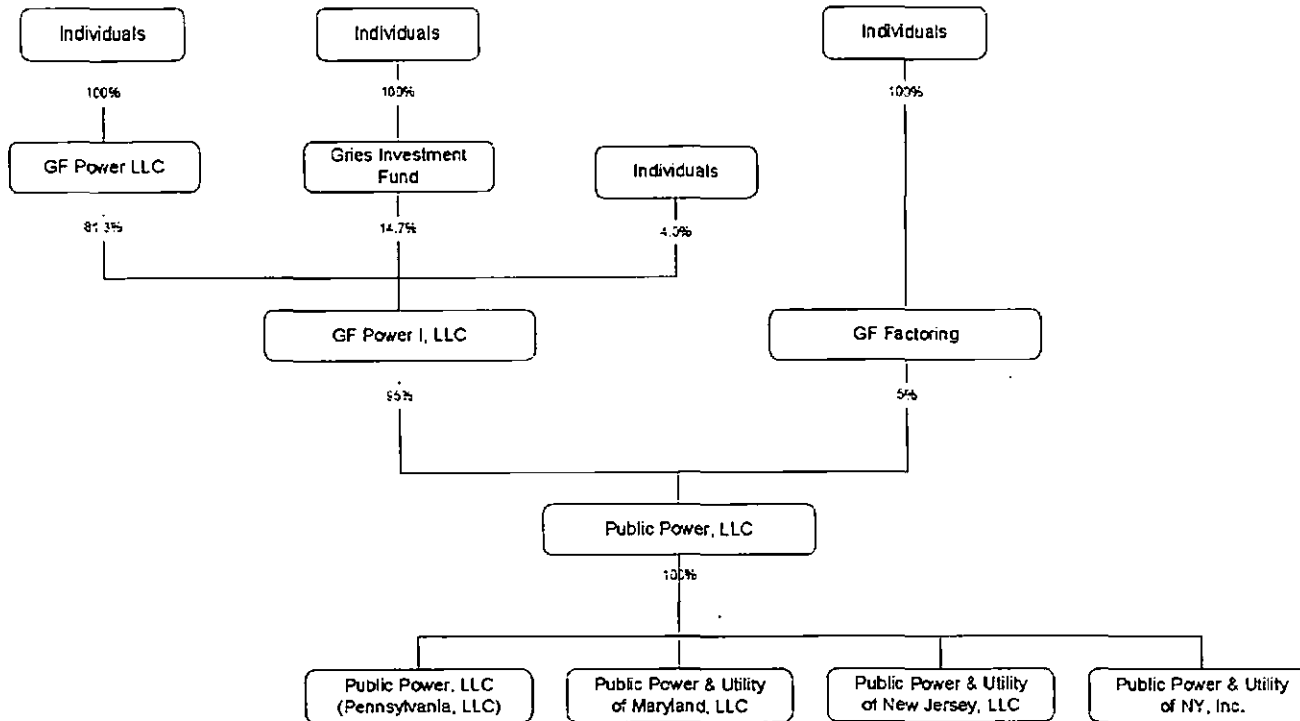
**ATTACHMENT NO. 1**

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

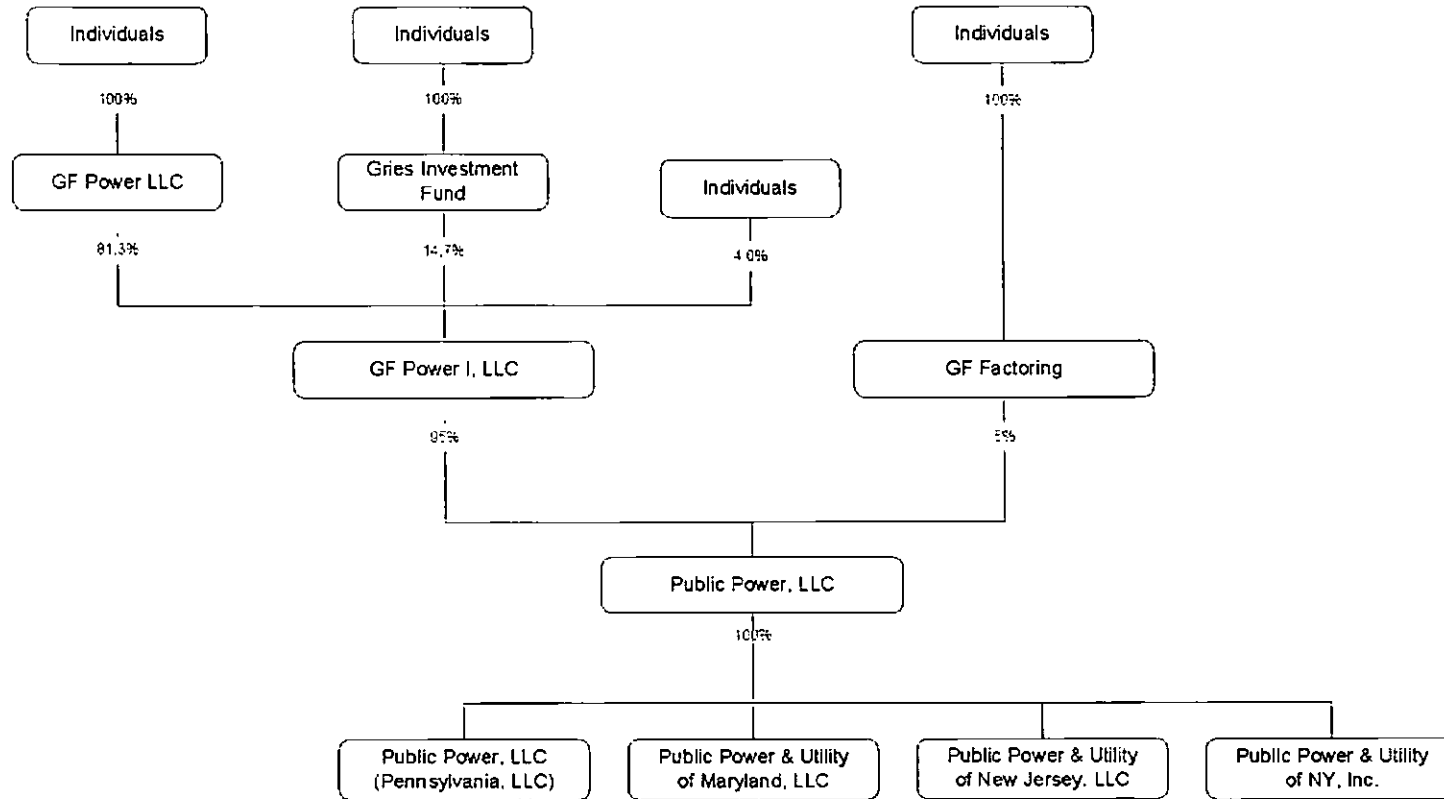
## Public Power, LLC Pre-Transaction Ownership Structure



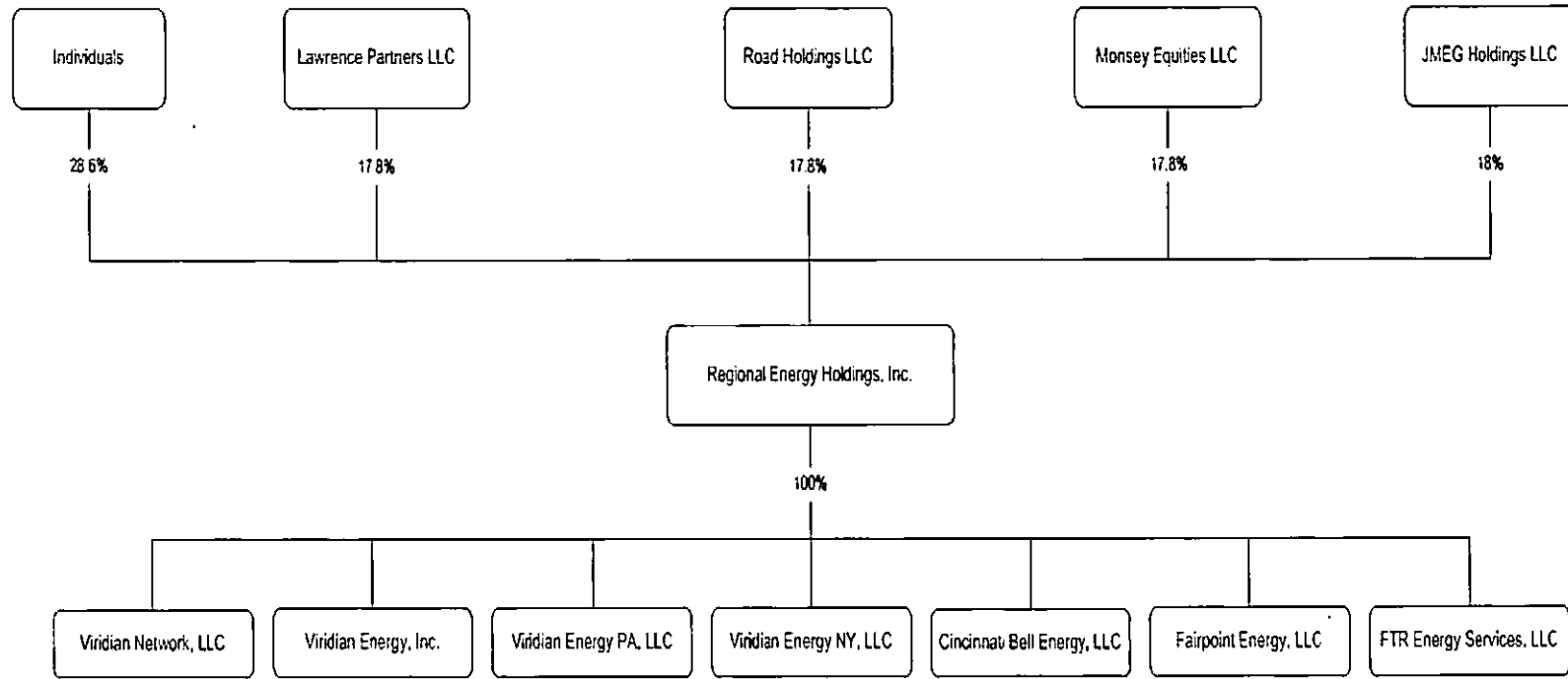
Notes:

- In each of the boxes above labeled “Individuals,” no person or entity owns 10 percent or more of the voting ownership interests in the relevant subsidiary.

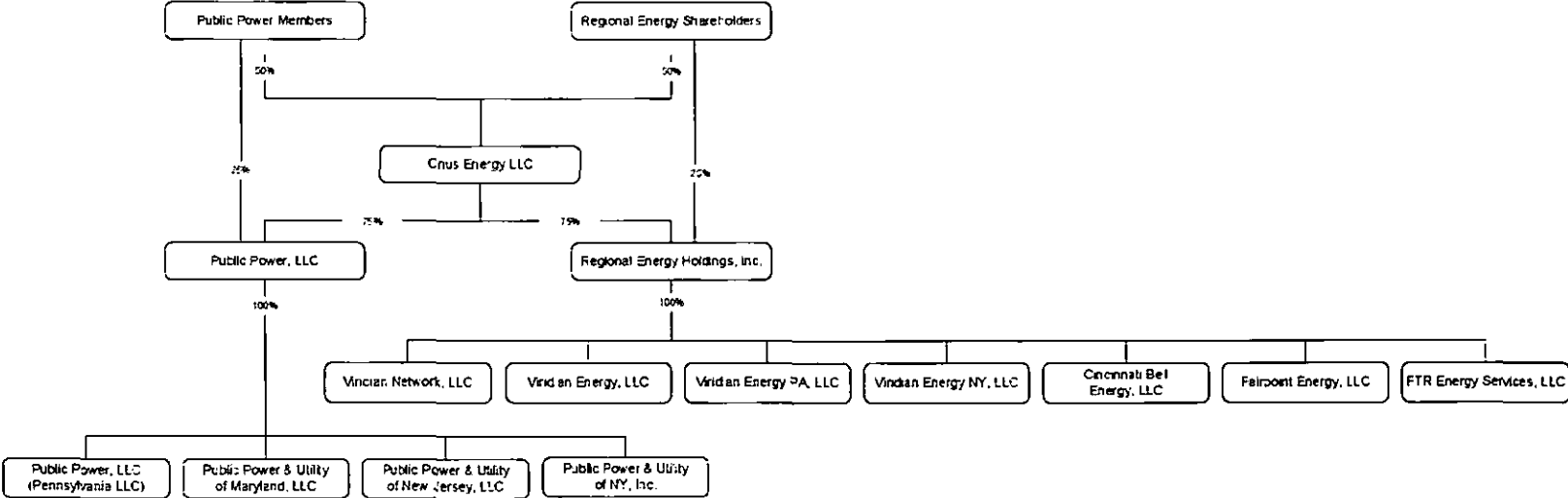
# Public Power, LLC Pre-Transaction Ownership Structure



Regional Energy Holdings, Inc.  
Pre-Transaction Ownership Structure

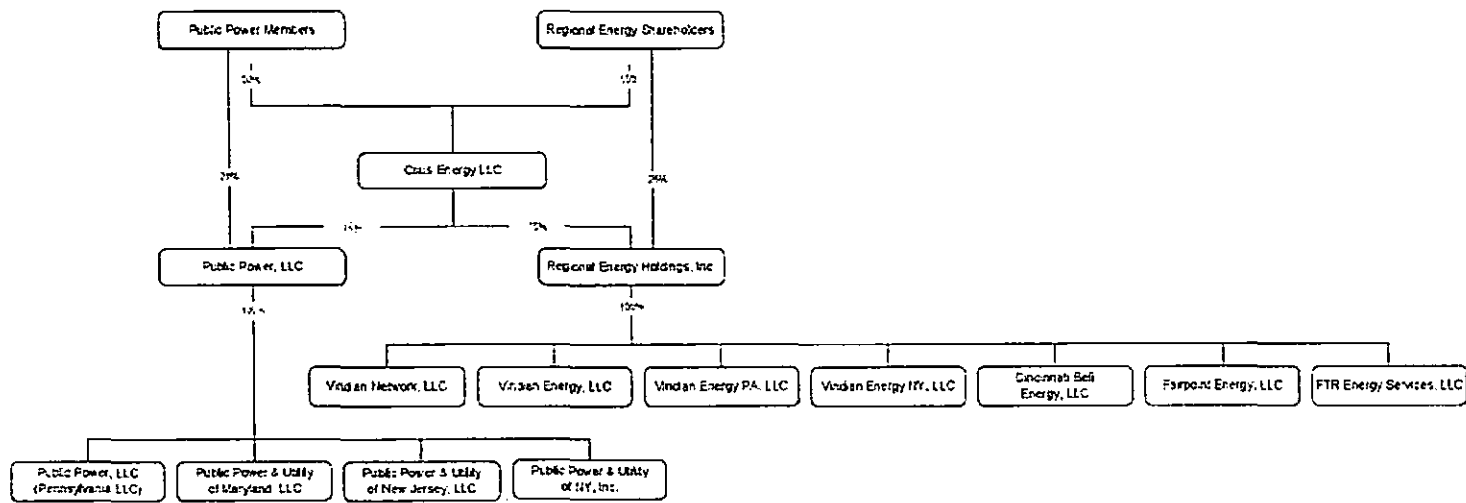


### Post-Exchange Ownership Structure





**Post-Exchange Ownership Structure  
(Stage One)**



**Notes:**

- In the box above labeled “Public Power Members,” GF Power I, LLC will own 23.75 percent of Public Power, LLC and 47.5 percent of Crus Energy LLC, but otherwise no person or entity will own 10 percent or more of the voting ownership interests in Public Power, LLC or Crus Energy LLC. The ownership of GF Power I, LLC will be the same as shown on the chart on page C-1.
- In the box above labeled “Regional Energy Shareholders,” no person or entity owns 10 percent or more of the voting shares of Regional Energy Holdings, Inc. or Crus Energy LLC.

From: (203) 663-7534  
Front Desk  
Crius Energy  
1055 Washington Blvd.,  
7th Floor  
STAMFORD, CT 06901

Origin ID: JSDA



J12201207180325

Ship Date: 05OCT12  
ActWgt: 1.0 LB  
CAD: 102546806/NET3300

Delivery Address Bar Code



SHIP TO: (203) 663-7542

BILL SENDER

**Rosemary Chiavetta, Secretary**  
**Pennsylvania Public Utility Comm.**  
**400 North St., Room N201**  
**Keystone Bldg., 2nd Floor**  
**HARRISBURG, PA 17120**

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

MON - 08 OCT A1

STANDARD OVERNIGHT

ASR

17120

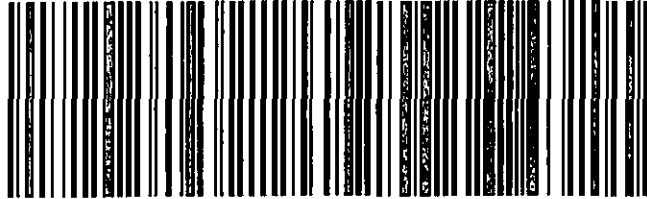
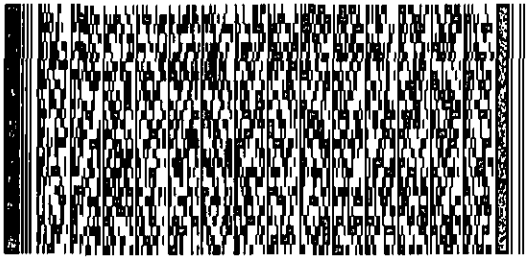
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