

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
VOLUNTEER ENERGY SERVICES, INC.,)	Case No. 22-50804
)	Judge C. Kathryn Preston
Debtor. ¹)	Hearing: May 24, 2022 at 9:30 a.m. ET
)	Objection Deadline: May 22, 2022

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND
APPROVING THE RETENTION AND EMPLOYMENT OF DUNDON
ADVISERS LLC AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF THE APRIL 6, 2022**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned case (this “Chapter 11 Case”), hereby submits this application (this “Application”), pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Ohio (the “Local Rules”), for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), authorizing the Committee to retain and employ Dundon Advisers LLC (“Dundon”) as the Committee’s financial advisor effective as of April 6, 2022. In making this Application, the Committee relies upon the *Declaration of Matthew Dundon in Support of the Application* (the “Dundon Declaration”), attached hereto as Exhibit B, and respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Ohio (the “Court”)

¹ The last four digits of the Debtor’s federal tax identification are (2693), and the address of the Debtor’s corporate headquarters is 790 Windmill Drive, Pickerington, Ohio 43147.

has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference entered in this District. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Local Rules 2014-1 and 2016-1, and *General Order No. 30-4* (the “**General Order**”), entered by the Court on February 24, 2021, which implemented and made effective the *Procedures for Complex Chapter 11 Cases* (the “**Complex 11 Procedures**”) attached thereto.

BACKGROUND

4. On March 25, 2022 (the “**Petition Date**”), the Debtor commenced this Chapter 11 Case by filing a petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtor is a supplier of retail electricity and natural gas to various commercial, industrial, and residential customers across Ohio, Michigan, Pennsylvania, and Kentucky. The Debtor currently has approximately 212,000 customers that consume approximately 25 billion cubic feet of annualized gas and approximately 500,000 megawatt hours of annualized power. The Debtor is continuing to operate this business and manage its property as a debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

6. No trustee, or examiner has been appointed in this Chapter 11 Case. On April 1, 2022, the United States Trustee (the “**U.S. Trustee**”) appointed the Committee. The following unsecured creditors were appointed to the Committee: Sequent Energy Management LLC, Eco-Energy Natural Gas, LLC, Snyder Brothers, Trebel LLC, and Adam N. Girard f/k/a EGC Ltd. [Dkt. No. 83] (collectively, the “**Committee Members**”).

7. Heather Paxton of Eco-Energy Natural Gas, LLC, has been identified as the chairperson for the Committee.

8. Pursuant to section 1103 of the Bankruptcy Code, the Committee is empowered to do, among other things, the following:

- a. consult with the trustee or debtor in possession concerning the administration of the case;
- b. investigate the acts, conduct, assets, liabilities and financial condition of the debtor, the operation of the debtor's business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan;
- c. participate in the formulation of a plan, advise those represented by such committee of such committee's determination as to any plan formulated and collect and file with the court acceptances or rejections of a plan;
- d. request the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code; and
- e. perform such other services as are in the interest of those represented.

11 U.S.C. § 1103(c).

RELIEF REQUESTED

9. The Committee seeks entry of the Proposed Order authorizing the Committee to (a) retain and employ Dundon as its financial advisor in this Chapter 11 Case, effective as of April 6, 2022 and (b) granting certain related relief.

STANDARD FOR RETENTION

10. The Committee seeks approval of the engagement pursuant to sections 328(a) and 1103 of the Bankruptcy Code. Section 1103(a) of the Bankruptcy Code provides that an official creditors' committee "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a).

11. Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1 set forth the requirements for an application seeking authority to employ a professional under Bankruptcy Code section 328(a). In any such application, the applicant must:

- a. show that the employment is necessary and describe the reasons for selecting the professional, Fed. R. Bankr. P. 2014(a);
- b. describe the professional services to be rendered, *id.*;
- c. describe the proposed arrangement for compensation of the professional, *id.*;
- d. disclose any connections of the professional to the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, *id.*;
- e. disclose the professional's customary and proposed hourly rates, LBR 2014-1(b)(1);
- f. disclose the amount, date paid, and source of any fees paid to the professional from a period of one (1) year prior to the filing of the petition through the time of the application, LBR 2014-1(b)(2)
- g. disclose the amount, date paid, and source of any retainer sought or received by the professional within such period, LBR 2014-1(b)(3).

11. In addition to the above, the application must also be accompanied by a declaration, affidavit, or verified statement of the person to be employed:

- a. setting forth the professional's connections with the debtor, the trustee, any creditors, any equity security holder of the debtor, any other party in interest, their respective attorneys and accountants, the United States Trustee, and any person employed in the Office of the United States Trustee, Fed. R. Bankr. P. 2014(a); LBR 2014-1(c)(1);
- b. establishing the lack of any adverse interest to the estate, LBR 2014-1(c)(2); and
- c. establishing that the proposed employment is not prohibited by or improper under Bankruptcy Rule 5002, LBR 2014-1(c)(3).

BASIS FOR RETENTION

12. In consideration of the size and complexity of the Debtor's business, as well as the exigencies of the circumstances, the Committee has determined that the services of an experienced financial advisor will substantially enhance its attempts to maximize the value of the Debtor's estate.

13. Dundon is a financial advisory firm whose professionals' experience with distressed assets and the bankruptcy process goes back to the 1990s. Dundon presently acts or recently acted as financial adviser to: Official Committees of Unsecured Creditors of 1 Global (SD FL), Agera Energy (SDNY), Alamo Drafthouse (Delaware), All American Oil and Gas (WD TX), Alpha Entertainment (Delaware), Alpha Media (ED VA), Aralez Pharmaceuticals (SDNY), Aztec Shaeffer (WD TX), BeavEx (Delaware), Celadon (Delaware), Comcar (Delaware), Franks' Theatres (New Jersey), Fuse Media (Delaware), Glostation USA (CD CA), Gold's Gym (ND TX), Goodrich Quality Theaters (WD MI), Impresa Aerospace (Delaware), In-Shape (Delaware), iPic (Delaware), Jagged Peak/Trade Global (Nevada), Juno USA (Delaware), K&W Cafeterias (MD NC), Kwok Ho Wan (CT), LaSalle Group (ND TX), LBI Media (Delaware), Loot Crate (Delaware), Maines Paper & Food (Delaware), Mallinckrodt (Delaware), McClatchy (this Court), NG Purvis Farms (ED VA), Open Road Films (Delaware), Pipeline Foods (Delaware), Platinum Corral (ED NC), Proteus Heath (Delaware), Remnant Oil Company (WD Texas), Renovate America (Delaware), SIW Holdings (Delaware), Slidebelts (ED CA), Studio Movie Grill (ND TX), Sunergy (ED CA), Sungard (SD TX), Valmiera Glass (ND GA), Vector Launch (Delaware), Video Corporation of America (D NJ), Volunteer Energy (SD OH), Wave Technologies (ND CA), YogaWorks (ND TX), and YouFit (Delaware), and the Ad Hoc Noteholder Group in the Woodbridge Group of Companies (Delaware), the Ad Hoc Group of Consumer and Worker Litigation Claimants in Hertz (Delaware), the Official Committee of Tort Claimants in PG&E (ND

CA), the Ad Hoc Group of Individual Victims in Purdue (SDNY), the Official Committee of Unsecured Commercial Creditors of the Roman Catholic Archdiocese of New Orleans (ED LA), and the Ad Hoc Group of Equity Security Holders in RAIT (Delaware). All of the foregoing are highly complex Chapter 11 cases. In addition to its service as a financial adviser to Committees, Dundon Advisers' clients have been appointed to scores of Official Committees of Unsecured Creditors in many Districts since April, 2016, and Dundon Advisers has taken an active role in the activities of many of those Committees. Dundon Advisers also provides financial advisory and investment management services in other bankruptcy and non-bankruptcy contexts.

14. Dundon team members have extensive additional and relevant energy industry experience. Firm founder and principal Matthew Dundon has extensive prior energy industry investment and restructuring experience going back to the early 2000s, perhaps most notably in his leadership of a critical ad hoc investor group in the Energy Future Holdings bankruptcy case. More recently, Eric Reubel played a primary role in Dundon's engagement as financial advisor to the Official Committee of Unsecured Creditors in the *In re Agera Energy LLC, et. al.* chapter 11 bankruptcy case in the United States Bankruptcy Court for the Southern District of New York. Firm Managing Director Alex Mazier has been an energy analyst and investor for over two decades and, co-led the *In re Agera Energy LLC* bankruptcy engagement, as well as firm engagements for creditors of numerous other energy bankruptcy Chapter 11s and out-of-court restructuring processes.

15. The Committee requires the services of Dundon to provide financial advisory and bankruptcy consulting services, as further detailed below. The Committee is familiar with the professional standing and reputation of Dundon. The Committee understands and recognizes that Dundon has a wealth of experience in providing financial advisory services in restructurings and

reorganizations across the United States and has exemplary qualifications to perform the services required by the Committee in this Chapter 11 Case.

RELIEF REQUESTED

16. Pursuant to this Application, Bankruptcy Code Section 1103(a), and Bankruptcy Rule 2014, the Committee requests entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of Dundon Advisers as its financial advisor, effective as of April 6, 2022, in connection with the Debtor's chapter 11 case.

A. Services to be Provided

17. The Committee requests that this Court approve the employment of Dundon Advisers to perform advisory services consistent with the mandate of the Committee to provide for fair and lawful treatment of all unsecured creditors.

18. Dundon Advisers' scope will necessarily involve sub-tasks and related tasks, including but not limited to the following:

- a. Assisting in the analysis, review, and monitoring of the restructuring process, including but not limited to an assessment of the unsecured claims pool and potential recoveries for unsecured creditors;
- b. Developing a complete understanding of the Debtor's business and its valuations;
- c. Becoming familiar with and analyzing the Debtor's DIP budget, weekly cash flow performance, assets and liabilities, and overall financial condition;
- d. Reviewing financial and operational information furnished by the Debtor to the Committee;
- e. Scrutinizing the economic terms of various agreements, including, but not limited to, the Debtor's first day motions and various professional retentions;
- f. Analyzing the Debtor's proposed business plans and developing alternative scenarios, if necessary;

- g. Assessing the Debtor's various pleadings and proposed treatment of unsecured creditor claims therefrom;
- h. Preparing, or reviewing as applicable, avoidance action and claim analyses;
- i. Assisting the Committee in reviewing the Debtor's financial reports, including, but not limited to, SOFAs, schedules, cash budgets, and Monthly Operating Reports;
- j. Advising the Committee on the current state of this Chapter 11 case;
- k. Representing the Committee in negotiations with the Debtor and third parties, as necessary;
- l. If necessary, participating as a witness in hearings before the Bankruptcy Court with respect to matters upon which Dundon has provided advice;
- m. Providing appropriate and non-duplicative support to any investment banker retained by the Committee in the execution of its scope of work pertaining to asset valuation, asset sales, and financing matters;
- n. Assisting the Committee in identifying, valuing and pursuing estate causes of action, including but not limited to relating to pre-petition transactions, control person liability and lender liability;
- o. Reviewing and providing analysis of any proposed disclosure statement and Chapter 11 plan, and if appropriate, assist the Committee in developing an alternative Plan of Reorganization and disclosure statement therefor; and
- p. Any other activities as are approved by the Committee, the Committee's counsel, and as agreed to by Dundon.

B. Compensation

19. Bankruptcy Code Section 328(a) provides, in relevant part, that a committee appointed under Bankruptcy Code Section 1102 "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title... on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a).

20. Subject to the Court's approval, and in accordance with Bankruptcy Code Section 328(a), Dundon proposed to render its services on an hourly fee basis according to its customary

hourly rates in effect when the services are rendered. Dundon's professionals will be bill at their respective standard hourly rates as set forth below:

Professional	Standard Hourly Rate
Mathew Dundon	\$790
Eric Reubel	\$730
Alex Mazier	\$730
April Kimm	\$550
Michael Whalen	\$350

Eric Reubel is presently assigned to manage the engagement for the Committee and will render a significant portion of billable services as such. Dundon may add or substitute professionals to the above list, at rates set forth in paragraph 29, as the Committee's requirements dictate.

21. Dundon's rate schedule is revised each twelve months with the next such revisions scheduled to take effect on July 1, 2022.

22. Dundon will be reimbursed for its reasonable and necessary out-of-pocket expenses, which shall be charged at cost, incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger and telephone charges. Dundon will charge for these expenses at rates consistent with or discounted to charges made to other Dundon clients, and subject to the guidelines of the United States Trustee.

23. Dundon will maintain detailed records of fees and expenses incurred in connection with the rendering of the financial advisory services described above, in accordance with applicable rules and guidelines.

24. In light of the foregoing, the Committee believes that Dundon's fee structure is reasonable, market-based, and designed to fairly compensate Dundon for its work in this chapter 11 case.

DUNDON'S DISINTERESTEDNESS; LACK OF ADVERSE INTEREST

25. To the best of the Committee's knowledge, and based on the Dundon Declaration, the Committee submits that Dundon is a "disinterested person" as that term is defined in Bankruptcy Code Section 101(14). The Committee submits that Dundon currently neither holds nor represents any interest adverse to the Debtor's estate or the Committee, except as set forth in the Dundon Declaration.

26. Further, as set forth in the Dundon Declaration, Dundon is not related to or connected with any judge of this Court, any judge of the United States District Court for the Southern District of Ohio, or the United States Trustee for the region serving this District, such that the Committee's employment of Dundon would be improper under Bankruptcy Rule 5002.

27. Accordingly, the Committee believes that Dundon is a "disinterested person" as such term is defined in Bankruptcy Code section 101(14), and that such employment is otherwise proper under Bankruptcy Code section 328(a) and Bankruptcy Rule 5002.

28. Dundon will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered or arise, then Dundon will supplement its disclosure to the Court

29. Dundon has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with this Chapter 11 Case.

TERMS OF RETENTION

12. Dundon is not owed any amounts with respect to prepetition fees and expenses. The Committee understands that Dundon intends to apply to the Court for allowances of compensation

and reimbursement of expenses for financial advisory support services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court, and the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330 in (1) Larger Chapter 11 Cases by Those Seeking Compensation who are not Attorneys, (2) All Chapter 11 Cases Below the Larger Case Thresholds, and (3) Cases Under Other Chapters of the Bankruptcy Code*. The customary hourly rates, subject to periodic adjustments, charged by Dundon professionals anticipated to be assigned to this matter are as follows:

Professional Level	Per Hour (USD)
Principal	\$790
Managing Director	\$730
Senior Director	\$650
Director	\$550
Associate Director	\$500
Senior Associate	\$450
Associate	\$350

30. The hourly rate schedule took effect July 1, 2021 and as set forth above is scheduled for annual adjustment with effect July 1, 2022. Dundon bills non-working travel time, if any, at 50% of the otherwise applicable rate, but as an accommodation to the Committee and other stakeholders in this case will waive any non-working travel billing for travel between its offices in New York and Ohio. Dundon intends to provide notice to the Debtor, the Committee and the U.S. Trustee before implementing any increases in Dundon's rates for professionals working on this Chapter 11 Case. In addition, Dundon will bill for all out-of-pocket expenses reasonably incurred by Dundon in service to the Committee.

31. Unless otherwise ordered by the Court, the Complex 11 Procedures will govern the payment and application process for the professional fees and expenses that Dundon will incur

during this Chapter 11 Case. Subject to the terms and requirements set forth in the Complex 11 Procedures, Dundon will be paid, on a provisional basis, ninety percent (90%) of its undisputed fees, and one hundred percent (100%) of its undisputed expenses, which will be identified on each Monthly Statement (as such term is defined in the Complex 11 Procedures), prior to entry of an interim or final order allowing or awarding Dundon such fees and expenses. Dundon will also file timely applications to the Court for allowance of compensation and reimbursement of expenses in accordance with the Complex 11 Procedures and any orders of the Court, and all such applications will comply with the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, orders of this Court, and the guidelines established by the United States Trustee.

I. Approval of Retention Terms

32. Bankruptcy Code section 328(a) and 1103 provide, in pertinent part, that an official creditors' committee "may select and authorize the employment of such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a).

33. Section 328 of the Bankruptcy Code provides, in relevant part, that an official creditors' committee, "with the court's approval, may employ or authorize the employment of a professional person under section 327 . . . on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a). Dundon shall be compensated for its services and reimbursed for any related expenses in accordance with sections 330 and 331 of the Bankruptcy Code and any other applicable Bankruptcy Rules, Local Bankruptcy Rules, the U.S. Trustee Guidelines, and any other applicable orders or procedures of this Court.

34. Accordingly, the Committee submits that the relief requested in this Application is in the best interests of the Debtor's estate, its creditors and all parties-in-interest in this Chapter 11 Case and the Court should approve the retention and employment of Dundon as applied for hereunder.

MOTION PRACTICE

35. This Application includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Application. Accordingly, the Committee submits that this Application satisfies Local Rule 9013-1(a).

NOTICE

36. The Committee will provide notice of the Application to: (a) the United States Trustee; (b) the Debtor; (c) the Internal Revenue Service and all other relevant taxing authorities; (d) the United States Attorney's Office for the Southern District of Ohio; (e) counsel to PNC; (f) the offices of the attorneys general for the states in which the Debtor operates; (g) the Public Utilities Commission of Ohio and similar state agencies for states in which the Debtor operates; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice is required.

NO PRIOR REQUEST

37. No prior motion or application for the relief requested herein has been made in this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: May 6, 2022

Respectfully submitted,

/s/ Heather Paxton

*Chairperson of the Official Committee of
Unsecured Creditors for Volunteer Energy
Services, Inc.*

ELECTRONICALLY FILED BY:

/s/ Christopher B. Wick

Christopher B. Wick (0073126)

Rocco I. Debitetto (0073878)

Hahn Loeser & Parks LLP

200 Public Square, Suite 2800

Cleveland, Ohio 44114

Telephone: (216) 621-0150

Facsimile: (216) 241-2824

Email: cwick@hahnlaw.com
ridebitetto@hahnlaw.com

*Proposed Counsel for the Official Committee
of Unsecured Creditors for Volunteer Energy
Services, Inc.*

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
VOLUNTEER ENERGY SERVICES, INC.,)	Case No. 22-50804
)	Judge C. Kathryn Preston
Debtor. ¹)	Hearing: May 24, 2022 at 9:30 a.m. ET
)	Objection Deadline: May 22, 2022

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF DUNDON
ADVISERS, LLC AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF APRIL 6 2022
[RELATED TO DOCKET NO. 265]**

Upon the application [Doc. 265] (the “Application”)² of the Committee for entry of an order (this “Order”), pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United

¹ The last four digits of the Debtor’s federal tax identification are (2693), and the address of the Debtor’s corporate headquarters is 790 Windmill Drive, Pickerington, Ohio 43147.

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

States Bankruptcy Court for the Southern District of Ohio (the “Local Rules”), authorizing the Committee to employ and retain Dundon Advisers, LLC (“Dundon”) as the Committee’s financial advisor, effective as of April 6, 2022, all as more fully described in the Application; and upon consideration of the Dundon Declaration in support of the Application; and the Court being satisfied that Dundon is a “disinterested person” as such term is defined in Bankruptcy Code section 101(14); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference entered in this District; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and adequate notice of the Application having been given; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Application is in the best interests of the Debtor, its estate, creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code sections 328(a) and 1103, the Committee is hereby authorized to retain Dundon as its financial advisor in this Chapter 11 Case effective as of April 6, 2022 on the terms and conditions set forth in the Application, which is hereby approved in all respects.
3. Dundon shall make timely applications for allowance of compensation and reimbursement of expenses in accordance with the *Procedures for Complex Chapter 11 Cases* (the “Complex 11 Procedures”) implemented and made effective by *General Order No. 30-4* entered by the Court on February 24, 2021 and any orders of the Court, and all such applications will

comply with the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of this Court.

4. The Complex 11 Procedures shall govern the payment and application process for the professional fees and expenses billed by Dundon. Subject to the terms and requirements set forth in the Complex 11 Procedures, Dundon shall be entitled to the provisional payment of ninety (90%) of the undisputed fees and one hundred percent (100%) of the undisputed expenses identified on each Monthly Statement (as such term is defined in the Complex 11 Procedures), prior to entry of an interim or final order allowing or awarding Dundon such fees and expenses.

5. Notwithstanding anything to the contrary contained herein, all parties in interest shall have the right to object to Dundon's interim and final applications for compensation and reimbursement of out-of-pocket expenses based on the reasonableness standard set forth in Bankruptcy Code section 330.

6. The Committee and Dundon are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The Committee shall serve this Order in accordance with the Complex 11 Procedures and the Case Management Procedures attached as Exhibit 1 to the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 15].

8. Notwithstanding anything to the contrary in the Application, this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

SO ORDERED.

Copies to: Default List

Exhibit A

Dundon Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
VOLUNTEER ENERGY SERVICES, INC.,)	Case No. 22-50804
)	Judge C. Kathryn Preston
Debtor. ¹)	Hearing: May 24, 2022 at 9:30 a.m ET
)	Objection Deadline: May 22, 2022

**DECLARATION OF MATTHEW J. DUNDON IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF DUNDON ADVISERS LLC AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF APRIL 6, 2022**

I, Matthew J. Dundon, hereby declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury under the laws of the United States of America, that to the best of my knowledge, information and belief, the following is true and correct:

1. I am more than 21 years of age and am competent and authorized to make this declaration.
2. I am a principal of Dundon Advisers LLC ("Dundon"), which is a financial advisory firm with its principal office located at Ten Bank Street, Suite 1100, White Plains NY 10606 USA. I submit this declaration (this "Declaration") on behalf of Dundon in support of the *Application for an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employee Dundon Advisers LLC as Financial Advisor to the Official Committee of Unsecured*

¹ The last four digits of the Debtor's federal tax identification are (2693), and the address of the Debtor's corporate headquarters is 790 Windmill Drive, Pickerington, Ohio 43147.

Creditors Effective as of April 6, 2022 (the “**Application**”)². Except as otherwise noted, I have personal knowledge of the matters set forth herein³.

DISINTERESTEDNESS AND ELIGIBILITY

3. Dundon’s vertical and horizontal corporate structure, including its parent entities, affiliates, and subsidiaries is as follows: Matthew Dundon directly owns 99.75% of the issued and outstanding equity of Dundon, and directly owns 99.75% of the authorized voting equity of Dundon. Peter Hurwitz holds 0.25% of such issued, outstanding and voting equity and an option to acquire an additional non-voting minority equity position in Dundon. Dundon has entered into a binding term sheet with a financial institution with no connection or interest in this Chapter 11 case to issue such institution warrants to purchase a minority equity position. The warrants to be issued do not provide any voting rights, nor any right to receive any confidential client information or participate in any way in Dundon’s services to the Committee or any other clients. The shares to be issued upon exercise of such warrants are voting, but similarly bear no right to receive any confidential client information or participate in any way in Dundon’s services to the Committee or any other clients. The identity of the financial institution is confidential pursuant to the terms of the binding term sheet. Upon information and belief, the financial institution has no connection with this Chapter 11 Case. Dundon and Island Capital Advisor LLC (“**Island Capital**”) each own 50% of IslandDundon Real Estate, a joint venture established February 1, 2021 to seek a real-estate focused restructuring advisory business (“**IslandDundon**”). Island Capital’s indirect controlling owner is Andrew Farkas. None of Island Capital nor any of its affiliates other than IslandDundon is an affiliate of Dundon. IslandDundon has no interest in or connected to this

² Capitalized terms used but not expressly defined herein shall have the meaning given in the Application.

³ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at Dundon and are based on information provided to me by them

Chapter 11 Case. Island Capital and its affiliates other than IslandDundon may have interests in this Chapter 11 Case, but none of Dundon or its officers, directors, members, or affiliates, including IslandDundon, has any knowledge of the same nor any beneficial or detrimental exposure to such hypothetical interests of Island Capital and/or its affiliates other than IslandDundon. IslandDundon is Dundon's only affiliate.

4. Dundon was established in February 2016 with an investment advisory practice and continues to operate such practice. This practice is not presently required to be registered with the SEC or any state securities regulator and is not registered. Dundon may and shall seek registration with, or otherwise submit to regulation by, any such agency if and as it determines the same to proper or required. Dundon in this practice solely advises professional and institutional clients and primarily advises them with respect to illiquid and complex assets. Dundon through this practice does not custody client assets, nor seek or accept trading discretion for client securities holdings. Dundon through this practice does not presently act as the general partner or equivalent primary investment advisor to any mutual fund, hedge fund or other commingled investment vehicle, but may at any time seek or accept such a role.

5. In June 2016, Dundon established a transactional advisory practice, excluding services which would require registration as a securities broker-dealer, and continues to operate such practice.

6. In February 2018, Dundon established a restructuring practice, and continues to operate such practice.

7. Each of the foregoing practices is carried out through a single legal entity (Dundon) with common personnel. As a matter of policy, only one of the foregoing practices will be engaged by client(s) with respect to any single or group of affiliated debtors, issuers or other objects of our

services, and the other practices will be considered conflicted from seeking or accepting client engagement in relation to the same issuer, debtor or group of issuers or debtors. (For example, when acting as a financial advisor to an Official Committee of Unsecured Creditors, Dundon would not provide investment advice concerning any obligation or equity of the debtor or transactional advice to institutions interested in the assets or liabilities of such debtor, and *vice versa*.)

8. Dundon has approximately 30 professional personnel including full-time employees, part-time employees, and part-time independent contractors. Dundon contemplates the involvement in the Committee engagement only of certain of its full-time employees.

9. Dundon professionals' experience with distressed assets and the bankruptcy process goes back to the 1990s. Dundon presently acts or recently acted as financial adviser to: Official Committees of Unsecured Creditors of 1 Global (SD FL), Agera Energy (SDNY), Alamo Drafthouse (Delaware), All American Oil and Gas (WD TX), Alpha Entertainment (Delaware), Alpha Media (ED VA), Aralez Pharmaceuticals (SDNY), Aztec Shaeffer (WD TX), BeavEx (Delaware), Celadon (Delaware), Comcar (Delaware), Franks' Theatres (New Jersey), Fuse Media (Delaware), Glostation USA (CD CA), Gold's Gym (ND TX), Goodrich Quality Theaters (WD MI), Impresa Aerospace (Delaware), In-Shape (Delaware), iPic (Delaware), Jagged Peak/Trade Global (Nevada), Juno USA (Delaware), K&W Cafeterias (MD NC), Kwok Ho Wan (CT), LaSalle Group (ND TX), LBI Media (Delaware), Loot Crate (Delaware), Maines Paper & Food (Delaware), Mallinckrodt (Delaware), McClatchy (this Court), NG Purvis Farms (ED VA), Open Road Films (Delaware), Pipeline Foods (Delaware), Platinum Corral (ED NC), Proteus Heath (Delaware), Remnant Oil Company (WD Texas), Renovate America (Delaware), SIW Holdings (Delaware), Slidebelts (ED CA), Studio Movie Grill (ND TX), Sunergy (ED CA), Sungard (SD

TX), Valmiera Glass (ND GA), Vector Launch (Delaware), Video Corporation of America (D NJ), Volunteer Energy (SD OH), Wave Technologies (ND CA), YogaWorks (ND TX), and YouFit (Delaware), and the Ad Hoc Noteholder Group in the Woodbridge Group of Companies (Delaware), the Ad Hoc Group of Consumer and Worker Litigation Claimants in Hertz (Delaware), the Official Committee of Tort Claimants in PG&E (ND CA), the Ad Hoc Group of Individual Victims in Purdue (SDNY), the Official Committee of Unsecured Commercial Creditors of the Roman Catholic Archdiocese of New Orleans (ED LA), and the Ad Hoc Group of Equity Security Holders in RAIT (Delaware). . All of the foregoing are highly complex Chapter 11 cases. In addition to its service as a financial adviser to Committees, Dundon's clients have been appointed to scores of Official Committees of Unsecured Creditors in this and other Districts since April 2016, and Dundon has taken an active role in the activities of many of those Committees. As noted above, Dundon also provides financial advisory and investment management services in other bankruptcy and non-bankruptcy contexts.

10. Dundon team members have extensive additional and relevant energy industry experience. I have extensive prior energy industry investment and restructuring experience going back to the early 2000s, perhaps most notably in my leadership of a critical ad hoc investor group in the *Energy Future Holdings* bankruptcy case. More recently, Eric Reubel played a primary role in Dundon's engagement as financial advisor to the Official Committee of Unsecured Creditors in the *In re Agera Energy LLC*, et. al. chapter 11 bankruptcy case in the United States Bankruptcy Court for the Southern District of New York. Firm Managing Director Alex Mazier has been an energy analyst and investor for over two decades and, co-led the *In re Agera Energy LLC* bankruptcy engagement, as well as firm engagements for creditors of numerous other energy bankruptcy Chapter 11s and out-of-court restructuring processes.

11. As a part of Dundon's financial advisory practice, Dundon's clientele includes debtors, creditors and other statutory committees, institutional creditors, asset purchasers, venture capitalists, secured parties, lessors, contract parties, equity holders, directors and officers, court-appointed fiduciaries, plan sponsors, indenture trustees, and other interested parties. The Debtor has numerous creditors and other parties-in-interest. Dundon may have in the past advised, and may presently or in the future advise, represent or be deemed adverse to, in matters unrelated to this Chapter 11 Case, creditors or parties-in-interest in this Chapter 11 Case. Dundon believes that its representation of such creditors or other parties in such other matters has not affected and will not affect its representation of the Committee in these proceedings.

12. None of Dundon, I, or any other employee, affiliate or associated person (within the meanings of the securities laws) of Dundon, insofar as I have been able to ascertain having made due inquiry⁴, holds any claim against or is otherwise a creditor or equity security holder of the Debtor, or has any connection with any of the interested parties identified in the list provided to Dundon by the Debtor and reproduced as Schedule 1 hereto, or any other person known by me to be a Debtor or to be an officer, director, creditor, or equity security holder, except as follows, none of which individually or in the aggregate presents any conflict of interest or otherwise impedes Dundon from carrying out its duties to the Committee:

a. Eric Reubel, Harry Tucker (a Dundon employee not expected to be employed in this engagement) and I each were employed by Miller Tabak Roberts Securities, LLC, a predecessor of StoneX Group's North American institutional fixed income business.

b. Dundon receives securities data services from an affiliate of Ice US OTC

⁴ I have reviewed the list of parties in question, and the list was circulated for review to all employees of Dundon, with a request for responses to me.

Commodity Markets and ICE Intercontinental Exchange in the ordinary course of its and Dundon's businesses.

13. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor other employee, affiliate or associated person of Dundon, insofar as I have been able to ascertain, is related to the bankruptcy judge assigned to this Chapter 11 Case.

14. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor any principal, associate or staff member of Dundon, insofar as I have been able to ascertain, has a connection to the United States Trustee or any person employed in the office of the United States Trustee.

15. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties-in-interest in these cases, neither I nor Dundon is able to identify conclusively all potential relationships or state with absolute certainty that every client engagement or other connection of Dundon has been disclosed. To the extent Dundon discovers any facts or additional information during the period of Dundon's retention that requires disclosure, Dundon will supplement this Declaration to disclose such information.

16. To the best of my knowledge, Dundon is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, considering the foregoing and that Dundon:

- (a) is not a creditor, an equity security holder, or an insider of the Debtor
- (b) is not and was not, within two years before the date of the filing of the petition, a director, officer or employee of the Debtor; and
- (c) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

16. In addition, to the best of my knowledge and based upon the results of the

relationship search described above and disclosed herein, Dundon neither holds nor represents an interest adverse to the Committee within the meaning of section 328 of the Bankruptcy Code.

PROFESSIONAL COMPENSATION

17. Subject to the Court's approval, and in accordance with Bankruptcy Code Section 328(a), Dundon proposed to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered. Dundon's professionals will be bill at their respective standard hourly rates as set forth below:

Professional	Standard Hourly Rate
Mathew Dundon	\$790
Eric Reubel	\$730
Alex Mazier	\$730
April Kimm	\$550
Michael Whalen	\$350

Eric Reubel is presently assigned to manage the engagement for the Committee and will render a significant portion of billable services as such. Dundon may add or substitute professionals to the above list, at rates set forth in paragraph 20, as the Committee's requirements dictate.

17. Dundon's rate schedule is revised each twelve months with the next such revisions scheduled to take effect on July 1, 2022.

18. Dundon will be reimbursed for its reasonable and necessary out-of-pocket expenses, which shall be charged at cost, incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger and telephone charges. Dundon will charge for these expenses at rates consistent with or discounted to charges made to other Dundon clients, and subject to the guidelines of the United States Trustee.

19. Dundon Advisers will maintain detailed records of fees and expenses incurred in connection with the rendering of the financial advisory services described above, in accordance with applicable rules and guidelines.

20. The Committee understands that Dundon intends to apply to the Court for allowances of compensation and reimbursement of expenses for financial advisory support services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court and the U.S. Trustee Guidelines. The customary hourly rates, subject to periodic adjustments, charged by Dundon professionals anticipated to be assigned to this matter are as follows:

Professional Level	Per Hour (USD)
Principal	\$790
Managing Director	\$730
Senior Director	\$650
Director	\$550
Associate Director	\$500
Senior Associate	\$450
Associate	\$350

21. The hourly rate schedule took effect July1, 2021 and is scheduled for annual adjustment with effect July 1, 2022. Dundon bills non-working travel time, if any, at 50% of the otherwise applicable rate, but as an accommodation to the Committee and other stakeholders in this case will waive any non-working travel billing for travel between its offices in New York and Ohio. Dundon intends to provide ten (10) business days' notice to the Debtor, the Committee and the U.S. Trustee before implementing any increases in Dundon's rates for professionals working on this Chapter 11 Case. In addition, Dundon will bill for all out-of-pocket expenses reasonably incurred by Dundon in service to the Committee.

22. Dundon will maintain detailed records of fees and expenses incurred in connection

with the rendering of the services described above, in accordance with the applicable rules and guidelines, and will seek payment of such fees and expenses by the Debtor's estate to the extent permitted by such rules and guidelines.

23. To the best of my knowledge, (a) no commitments have been made or received by Dundon with respect to compensation or payment in connection with this Chapter 11 Case other than in accordance with the provisions of the Bankruptcy Code, and (b) Dundon has no agreement with any other entity to share any compensation received by Dundon in connection with this Chapter 11 Case.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 6, 2022

/s/ Matthew J. Dundon

Matthew J. Dundon

Managing Director, Dundon Advisers, LLC

Schedule 1

List of Interested Parties

Schedule 1(a)

Debtor

Volunteer Energy Services, Inc.

Schedule 1(b)

Debtor's Equity Security Holder

Richard A. Curnutte, Sr.

Schedule 1(c)

Bankruptcy Judges and Staff

Chief Judge John E. Hoffman, Jr.
Judge Jeffery P. Hopkins
Judge C. Kathryn Preston
Judge Guy R. Humphrey
Judge Beth A. Buchanan
Judge Mina Nami Khorami
Kristie Vickers
Brian Gifford
Susan Thompson
Karli Fisher
Laura Atack
Benedict Wiesner
Tom Kisor
Konrad Starostka
Neil Berman
Elizabeth Rogers
A. Ryan Cunningham
Colleen Militello
Heather Gilliam
Rebecca Hess
Kristin Wehrmann
Susie Cioffi

Schedule 1(d)

Bankruptcy and Other Professionals

AEG Affiliated Energy Group
B. Riley Financial, Inc.
Blank Rome LLP
Boehm Kurtz & Lowry
Carlile Patchen & Murphy LLP
Clark Schaeffer Hackett
Dentons Cohen & Grigsby PC
Epiq Corporate Restructuring LLC
Gallagher Law
Ice Miller LLP
Isaac Wiles & Burkholder, LLC
The Keystone Group
McDermott Will & Emery LLP
McDonald Hopkins LLC
McNees Wallace & Nurick LLC
Sidley Austin LLP
Standley Law Group LLP
Tidwell Group
Wilke & Associates LLP

Schedule 1(e)

Banks and Lenders

PNC Bank, National Association
PNC Capital Markets LLC

Schedule 1(f)

Current and Former Directors and Officers

Richard A. Curnutte
John L. Einstein
David Warner
Anthony Digioia, Jr.
Richard A. Curnutte, Jr.
Jeffrey M. Horsley
Marc C. Runck

Schedule 1(g)

Energy – Utility/LDC Counterparties

AEP Ohio Power
AES Corporation
American Electric
Columbia Gas of Kentucky
Columbia Gas of Ohio
Columbia Gas of Pennsylvania
Consumers Energy Co
Dominion Energy - Ohio
DPL - Dayton Power & Light Company
DTE Gas Company
Duke Energy
First Energy
MGU - Michigan Gas Utilities
Ohio Power Co - Distribution
Peoples Natural Gas Co
Semco Central
The East Ohio Gas Company
Vectren aka Centerpoint Energy
WE Energies

Schedule 1(h)

Energy – Hedges

Bank of America
Nextera Energy Marketing LLC
StoneX Group (FC Stone)
Interactive Brokers
Ice US OTC Commodity Markets LLC

Schedule 1(i)

Energy – Supplier

Arm Energy

BP

CarbonBetter LLC

DTE Energy Trading Inc

ECO-Energy

ICE - Intercontinental Exchange

Sequent Energy Management

Shell Energy North America (US) LP

Snyder Brothers

Texla Energy Management Inc

Schedule 1(j)

Energy – Pipeline/Transmission

ANR Pipeline Company
Columbia Gas Transmission Corp.
Dominion Energy Transmission, Inc. aka Eastern Gas Transmission
Nexus Gas Transmission LLCX (US)
Panhandle Eastern Pipe Line
Rockies Express Pipeline
Tennessee Gas Pipeline Company
Texas Eastern Transmission LP
Trunkline Gas Company LLC
Transco Gas PipeLine

Schedule 1(k)

Energy – ISO

PJM Settlement Inc.

Schedule 1(l)

Energy – Utility/LDC Other

American Electric Power
Dominion East Ohio Gas
Ohio Edison Company
The Illuminating Company
Toledo Edison Company

Schedule 1(m)

Energy – RECs

Spectron Energy Inc.
ICAP
3Degrees Group Inc.

Schedule 1(n)

Energy – Supplier (Local)

American Energy Services
B & E Resources LLC
Beardmore Producing Co
Big Sand Drilling Company Inc
Blessing Acres Properties LLC
Bruce Maendel
C&D Oil and Gas LLC
Cambrian Hunter, Inc.
Cedar Valley
Don Bandy
G & O Resources, LTD
Gress Oil & Gas
JD Gas & Oil Inc
John Campton
Oil Field Service, Inc
OOGA - Ohio Oil & Gas Association
Ohio Oil & Gas Energy Education Program - OOGEEP
Pete & Violet Schoeni
Red Hill Development Co
S & S Energy Corporation
T & F Exploration
Triple B, LLC
Zoran Oil & Gas

Schedule 1(o)

Energy – Surety Bond

Capital Indemnity
Cincinnati Insurance
Great American Insurance
Trimble Insurance Agency
USI insurance

Schedule 1(p)

Broker/Channel Partners

ABA Energy Partners Inc.	Commercial & Industrial Energy
Abba Enterprises Unlimited LLC	Commercial Service Broker
Ablahad Salmo	Community Energy Advisers
Academy Utility Consultants	Compass Enterprises
Action Business Services LLC	Consumer Energy Solutions Inc.
Adam N Girard	Consumers Energy Options
AES - Huck Hayes	Curago Energy LLC
Alternate Energy Suppliers	CVC Co LLC
Alternative Gas & Electric Solutions, LLC	Dan Gheesling
Alternative Utility Services, Inc. (AUS)	Dave Erich
Amerex	David Donahue
AMPO Inc.	David Printup
AMT Telecom	David Tomlin
Amy Avery	Daybreak Energy
Andrew Skedo	Dena Leginski
Antoinette Weathers	Dennis Giancola
Aspen Energy	Derrick Parker
Asset Energy LLC	Diversified Energy
Athens Area Chamber of Commerce	Dyna Flow LLC
Baroda Group LLC	ECOVA Tharaldson Group
BHP Energy LLC GEM Energy	Electric & Gas Savings LLC
Blue Flame	Elizabeth Young
Blue Hook Systems LLC	Emuna Energy
Blue Print Energy Group	Enel X North America, Inc.
Bradley Lewis	EnerCom Inc
Broker Online Exchange	Enerconnex LLC
Buckeye Energy Brokers, Inc.	Energen Inc.
Burton Energy Group	Energy Alliances, Inc.
Cambridge Area Chamber of Commerce	Energy Auction Exchange LLC
CCAOSC Energy Solutions, LLC.	Energy Choice LLC
CEH Consulting LLC	Energy Cost Savers
Chamber Energy Solutions, LLC.	Energy Edge Strategic Solutions
Chase Tek Corporation	Energy Impact
Cherrydale	Energy Professionals
Cherrydale dba Commercial Services	Energy Revenue
Brokers	Enstar Energy LLC
Choice Energy Services Retail	ERC Services LLC
City of Gallipolis	Executive Assistant Service
City of Pickerington - Reinvestment	FirstEnergy Solutions DbA The E Group
City of Reynoldsburg	Five Gems
City of St Clairsville	Fred Holmes
Clifford Walker III	Global Deregulation Services Inc

Good Energy L.P.
Green Power Source
Greenlight Marketing LLC
Growers Energy Solutions, LLC.
GSA Group
Habes LLC
HealthTrust Purchasing Group
Heartland Energy
HPS LLC
Huck Hayes
Ice Solutions Inc
Independent Energy Consultants Inc
Industrial and Commercial Energy Cons.
Insight Sourcing Group
Integrity Energy
Irish Energy
JAC Technologies
Jackson Area Chamber of Commerce
Jamie Warner
JARSCO LLC
Jeff Brandt
Jieun Yoon
JME Leadership Committee LLC
Joel Heron
John C. Costa
John R Wiles
John Urmetz
Jon Dunbar
Jon Jurhs
Jonathan Firetage
KBK Group
Kristine Mahan
Lakepoint Energy LLC
Landmark Real Estate
Larry Hughes
Lawrence Popiel
LCI Networking LTD
Lights Out Energy
Logan-Hocking Chamber of Commerce
Logical Communication Services, LLC
Lyons Consulting LLC
M&S SpeedForce, LLC.
Madison Blair and Co.
Magic Diamond Tools, Inc.
Marc Sosnowski
Mark Brickley

Mark Coffey
Mark Gahn
Matthews Marketing
Michael Capuano
Michigan 4 Energy LLC
Michigan Retailers Association
Midwest Energy Inc.
Midwest Utility Consultants , Inc.
Mike Kennedy
Monumental Energy LLC
MSI Utilities Inc
Muirfield Energy
Natalie Girard
National Energy Experts, Inc
National Sales Systems, LLC.
Nelsonville Area Chamber
New American Power
New River Group, LLC.
Nick Barlow
Nicolas Andreasson
North Shore Energy Consulting
OGW Energy Resources
OHIO EIC
Ohio Energy Management LLC
Ohio Industrials
On-Demand Energy, LP
One Source
Onyx Power & Gas Consulting
Open Energy LLC
Options Consulting Services
Palmer Energy Company, Inc.
Patricia Hancz
Paul Pickell
Performance Group of America LLC
Pickerington Area Chamber of Commerce
Power Bid
Pure Energy Source
RD Energy Inc.
Regor Energy Corporation
Revenue Group Salesloft Division
Rick Ebaugh
S J Cobb & Associates
SCEW
Schneider Electric fka Summit Energy Ser.
SCioto Energy
Shamie Development, Inc

Sheree Hill
Simple Energy
South East Energy Consultants LLC
Southern Energy Alliance & Holding
Steve Mintz
Strategic Energy Service
Sun Heating & Cooling Inc
Supernova Partners, LLC
Svetlana Newberry
Tacuma Swanson
Taylor Energy Partners LLC
Taylor Marketing Group
TEF Energy Solutions
Telecom Consulting
TES Energy Services
The Eagles Nest Worldwide
The Pragma Company LLC
Thomas Haefner
Tiffany Maholm
Tim O'Brien
Timothy C. Hall Jr
Tom Kozak
TPI Efficiency
Trajectory Services, LLC

Trane Energy Choice
Trebel LLC
Triple S Energy Management LLC
Triumph Purchasing Network Inc
Ty Branscum
URC Energy
USave Utilities LLC
Utilities Group
Utility Choice International
Utility Research Inc
Utility Savings Assn
VERB Energy LLC
Vibrant Energy Company
Vikron Energy
Village of Albany
Village of Barnesville
Village of Bethesda
Village of Bridgeport
Village Of Cadiz-
Village of Fredericktown
Village of Warsaw
WMS Inc.
Worthington Energy Consultants

Schedule 1(q)

Payroll & Benefits

Ameriflex Business Solutions
Guardian Insurance
Paylocity
Transamerica Retirement Services
Crest Retirement

Schedule 1(r)

SG&A

Aetna
Westfield Insurance
Call Insurance Agency, Inc.
Ohio BWC
CompManagement Health Systems, Inc. – Sedgwick
Everest Indemnity Insurance Company
Cobbs Allen Capital, LLC dba CAC Specialty
Astute Technology Management
AT&T U-verse
Cognitive Energy LLC.
Computer Voice Systems
EC Infosystems, Inc
Ice US OTC Commodity Markets LLC
Key Internet Systems
Quadient Leasing
Volli Communications
Hopkins Printing
Portfolio Creative, LLC.
Touchpoint Strategies
US Postmaster
American Express
Buckeye Culligan
Canon Financial Services
Cintas Corporation
Continental Message Solutions Inc
Crest Retirement
Local Waste Services LLC
Public Storage
Staples Business Credit
Columbia Gas of Ohio
Guardian Protection Services
Local Waste Services
South Central Power
LJC Real Estate Holdings, LLC
Ohio State Tax Department
PA UC Fund

Schedule 1(s)

Customers

Adams Township	German Township
Berlin Township	Green Township
Bethel Township	Greenville Township
Board of Commissioners Stark Co	Hamilton Township
Board of Erie County Commissioners	Harlem Township
Brown Township	Harrison Township
Cambridge Township	Jackson Township
Canfield Township	Jefferson Township
City of Ashland	Lawrence Township
City of Bellefontaine	Liberty Township (Hancock Co)
City of Bowling Green	Mad River Township
City of Canfield	Madison Township (Clark Co)
City of Celina	Madison Township (Franklin County)
City of Clyde	Marion Township
City of Columbiana	Medina County
City of Findlay	Mill Township
City of Fremont	Monroe Township
City of Gallipolis	Morgan Township
City of Greenville	Orange Township
City of Marion	Pease Township
City of North Canton	Perrysburg Township
City of Ontario	Pierce Township
City of Pickerington	Pike Township
City of Reynoldsburg	Prairie Township
City of Salem	Richland Township
City of Shelby	Salem Township
City of Sidney	Saline Township
City of St. Clairsville	Sandy Township (Stark County)
City of St. Marys	Sandy Township (Tuscarawas County)
City of Uhrichsville	Scioto Township
City of Washington Court House	Springfield Township
City of Willard	Steubenville Township
City of Wilmington	Sugar Creek Township (Tuscarawas County)
City of Xenia	Troy Township
Clay Township	Tuscarawas Township
Cross Creek Township	Viillage of Shawnee Hills
Delaware Township	Village of Albany
Etna Township	Village of Ansonia
Franklin Township (Coshocton Co)	Village of Ashville
Franklin Township (Tuscarawasa Co)	Village of Barnesville
Franklin Township (Warren County)	Village of Bellville
Genoa Township	

Village of Bethesda	Lawrence Township
Village of Bradford	Madison Township (Franklin Co)
Village of Bradner	Mill Township
Village of Brewster	Mingo Junction
Village of Bridgeport	Montgomery Township
Village of Cadiz	Orange Township
Village of Corwin	Prairie Township
Village of Covington	Sandusky Township
Village of Elmore	Springfield Township
Village of Fort Loramie	Steubenville Township
Village of Fredericktown	Sugarcreek Township (Stark Co)
Village of Grafton	Townsend Township
Village of Greenfield	Union Township (Licking Co)
Village of Jeffersonville	Village of Cadiz
Village of Killbuck	Village of Elida
Village of Magnolia	Village of Minerva
Village of McConnelsville	Village of Polk
Village of Milan	Village of Rayland
Village of Navarre	Village of Sunbury
Village of New Waterford	Village of St. Henry
Village of Pomeroy	Village of Tiltonsville
Village of Russia	Village of Wintersville
Village of Silverton	Village of Yorkville
Village of Sunbury	Washington Township (Richland Co)
Village of Warsaw	Washington Township (Sandusky Co)
Village of West Lafayette	Weller Township
Village of West Milton	York Township
Warren Township	2727 Brice Road LLC aka Lindsay
Washington Township (Richland Co)	A and K Enterprises, Inc.
Wayne County East Union Twp	Atrium Real Estate II, LLC
Wayne Township (Jefferson County)	Big Lots Stores, Inc. -1
Wayne Township (Warren County)	Big Lots Stores, Inc. -1
Ballville Township	Big Lots Stores, Inc. -2
Blooming Grove Township	Big Lots Stores, Inc. -2
Butler Township (Richland Co)	Broad-Third Partners, Inc.
City of Campbell	Bryce Hill, Inc. (Build-A-Bear)
City of Girard	Build-A-Bear
City of Marietta	Central Ohio Farmers Co-Op, Inc.
City of Uhrichsville	Central Ohio Farmers Co-Op, Inc.
Concord Township	Central Ohio Farmers Co-Op, Inc.
Cross Creek Township	Central Ohio Farmers Co-Op, Inc.
Green Creek Township	Central Ohio Farmers Co-Op, Inc.
Green Township	Central Ohio Farmers Co-Op, Inc.
Harrison Township	Central Ohio Farmers Co-Op, Inc.
Jackson Township	Central Ohio Farmers Co-Op, Inc.
Jefferson Township (Richland Co)	Central Ohio Farmers Co-Op, Inc.

Central Ohio Farmers Co-Op, Inc.
Central Ohio Farmers Co-Op, Inc.
Central Ohio Farmers Co-Op, Inc.
Central Ohio Farmers Co-Op, Inc.
Central Ohio Farmers Co-Op, Inc.
Champaign Family YMCA
Columbus International Aircenter
Columbus International Aircenter
County Line Co-Op Inc.
County Line Co-Op Inc.
C.O.W. Industries
CSX Transportation, Inc.
Det Norske Veritas
DRIV Automotive, Inc./Tenneco
Automotive Operating Co.
Galion YMCA
IBC Inc.
Industrial Nut Corporation
Lucas Metropolitan Housing Authority
Lucas Metropolitan Housing Authority
The Mango Tree, Inc.
Marion YMCA
Marion YMCA
Morrall Companies, LLC
Morrall Companies, LLC
Morrall Companies, LLC
Morrall Companies, LLC

Sandusky County YMCA
Scioto Country Club
Shelby YMCA
Sigma Tube Co.
Toledo Gaming Ventures, LLC dba
Hollywood Casino
Tumbleweed Restaurant's, Inc.
Uni-Grip, Inc.
United Fiberglass of America, Inc.
United Fiberglass of America, Inc.
US Tsubaki Power Transmission
US Tsubaki Power Transmission
Walgreen Co.
YMCA of Ross County
The Zimmerman Companies, LLC
Ascension of Our Lord Church
David Lassalle/Colonial Hall Apartments
Great Lakes Cold Logistics
Argonne Residence Inn LLC
Unarco Material Handling fka Clymer
Enterprises
Cleveland Heights Recreation Ctr
Energy Cooperative of Ohio
Formall Rubber Company
Parker Hannifin Corp.
Sunrise Cooperative Inc
Village of Oakwood, Ohio

Schedule 1(t)

Taxing Authorities

Adams County Treasurer Office
Allegheny County Treasurer Office
Allen County Treasurer Office
Ashland County Treasurer Office
Ashtabula County Treasurer Office
Athens County Treasurer Office
Auglaize County Treasurer Office
Belmont County Treasurer Office
Brown County Treasurer Office
Butler County Treasurer Office
Carrol County Treasurer Office
Champaign County Treasurer Office
Clark County Treasurer Office
Clermont County Treasurer Office
Clinton County Treasurer Office
City of Pickerington
Columbiana County Treasurer Office
Coshocton County Treasurer Office
Crawford County Treasurer Office
Cuyahoga County Treasurer Office
Defiance County Treasurer Office
Delaware County Treasurer Office
Drake County Treasurer Office
Erie County Treasurer Office
Fairfield County Treasurer Office
Fayette County Treasurer Office
Franklin County Treasurer Office
Fulton County Treasurer Office
Gallia County Treasurer Office
Geauga County Treasurer Office
Greene County Treasurer Office
Guernsey County Treasurer Office
Hamilton County Treasurer Office
Hancock County Treasurer Office
Hardin County Treasurer Office
Harrison County Assessor
Harrison County Treasurer Office
Henry County Treasurer Office
Highland County Treasurer Office
Hocking County Treasurer Office
Holmes County Treasurer Office
Huron County Treasurer Office

Internal Revenue Service
Jackson County Assessor's Office
Jackson County Treasurer Office
Jefferson County Treasurer Office
Kanawha County Office of the Assessor
Knox County Treasurer Office
Lake County Treasurer Office
Lawrence County Treasurer Office
Licking County Treasurer Office
Logan County Treasurer Office
Lorain County Auditor Office
Lucas County Treasurer Office
Madison County Treasurer Office
Mahoning County Treasurer Office
Marion County Treasurer Office
Marshall County Assessor's Office
Medina County Treasurer Office
Meigs County Treasurer Office
Mercer County Treasurer Office
Miami County Treasurer Office
Monroe County Treasurer Office
Montgomery County Treasurer Office
Morgan County Treasurer Office
Morrow County Treasurer Office
Muskingum County Treasurer Office
Noble County Treasurer Office
Ohio Department of Taxation
Ohio State Tax Department
Ottawa County Treasurer Office
Paulding County Treasurer Office
Pennsylvania Department of Revenue
Perry County Treasurer Office
Pickaway County Treasurer Office
Pike County Auditor Office
Pocahontas County Assessor's Office
Portage County Treasurer Office
Preble County Auditor Office
Preston County Assessor
Putnam County Assessor
Putman County Treasurer Office
Randolph County Assessor's Office
Richland County Treasurer Office

Ross County Treasurer Office
Sandusky County Treasurer Office
Schoit County Treasurer Office
Seneca County Treasurer Office
Shelby County Treasurer Office
Stark County Treasurer Office
Summit County Fiscal Office
Trumbull County Treasurer Office
Tuscarawas County Treasurer Office
Union County Treasurer Office
Van Wert County Treasurer Office

Vinton County Treasurer Office
Warren County Treasurer Office
Washington County Treasurer Office
Wayne County Treasurer Office
Wetzel County Assessor
Williams County Treasurer Office
Wirt County Assessor's Office
Wood County Assessor
Wood County Treasurer Office
Wyandot County Treasurer Office

Schedule 1(u)

Regulatory Authorities

Federal Energy Regulatory Commission
Kentucky Public Service Commission
Michigan Public Service Commission
Pennsylvania Public Utilities Commission
Public Utilities Commission of Ohio
U.S. Environmental Protection Agency

Schedule 1(v)

Insurance

Everest Indemnity Insurance Company
Westfield Insurance Company
Aetna
Westfield Insurance
Call Insurance Agency, Inc.

Schedule 1(w)

U.S. Trustee Office

Pamela Arndt
Kambria Bechstein
Kim Caton
Dianna Dirr
Jeremy Flannery
Matthew McDonald
Jodi Mulvaine
Jeff Pfriem
Peter N. Sergakis
Melody Shade
Janet Smith
Jacquelyn A. Snyder
Erik Van Bramer
MaryAnne Wilsbacher

Schedule 1(x)

Potential Buyers

NRG Energy, Inc.