

COMPETITIVE RETAIL ELECTRIC SERVICE

(check all that apply):

AGGREGATOR

RETAIL ELECTRIC GENERATION PROVIDER

GOVERNMENTAL AGGREGATOR

POWER BROKER

POWER MARKETER

INTRASTATE ANNUAL REPORT

OF

CINCINNATI BELL ENERGY LLC

(Exact legal name of respondent)

If name was changed during the year, show also the
previous name and date of change.

64 N Main St Norwalk, CT 06854

(Address of principal business office at end of year)

TO THE
PUBLIC UTILITIES COMMISSION OF OHIO



FOR THE
YEAR ENDED DECEMBER 31, 2011

Name, title address and telephone number (including area code) of the person to be contacted concerning this report.

Andrea Martino, Paralegal, 64 North Main Street, Norwalk, CT 06854

Email: amartino@viridian.com, Phone: (203) 663-7542, Fax:

IDENTITY OF RESPONDENT

1. State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

Limited liability company

2. Identify names of affiliate and subsidiary companies of the respondent.

Since the submission of Cincinnati Bell's initial application to the Commission, it has become affiliated with other retail supply companies. Cincinnati Bell is one of seven, wholly owned subsidiaries of Regional Energy Holdings, Inc. ("REH"). Those affiliates are: Viridian Network, LLC; Viridian Energy PA, LLC; Viridian Energy NY, LLC; Viridian Energy MD, LLC; Viridian Energy NG, LLC; and Viridian Energy, Inc.

In addition to the above referenced affiliates, Cincinnati Bell discloses that, by virtue of certain positions of common control held by two individuals who previously served on the Board of Directors of Cincinnati Bell'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 a third individual's indirect ownership of REH and simultaneous control of more than 10 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, Cincinnati Bell submits notice of this past relationship to the Commission. REH is a parent company that owns operating entities, including Cincinnati Bell, 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, and Mark Nordlicht 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 Mr. Nordlicht 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.

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. (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, Mr. Nordlicht indirectly owned, and continues to indirectly own, 17.84 percent of REH. Mr. Nordlicht did not have, and does not have, any director position or management position that would allow him to control REH. Additionally, during the period from December 21, 2010 to May 2, 2011, Mr. Nordlicht 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 Mr. Nordlicht’s simultaneous indirect ownership of REH and control of more than 10 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. Mr. Nordlicht currently has direct or indirect ownership of less than 2 percent of Glacial Holdings and does not control the equity of Glacial Holdings.

While it is unlikely that the foregoing positions and relationships satisfy the Commission’s definition of “affiliate”, Cincinnati Bell is willing to assume, in the interest of presenting a complete record to the Commission, that an affiliate relationship may have existed. Cincinnati Bell 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 Commission, Cincinnati Bell provides this information with this Continuing Compliance Report. Moreover, even assuming that an affiliate relationship existed during the past periods identified above, it had no material effect on Cincinnati Bell’s activities in Ohio and, more importantly, it no longer exists.

3. Date when respondent began operations in Ohio.

June 01, 2011

4. If a consolidated or merged company, give names of each such incident, date, and Commission authority. If a reorganized company, give name of original corporation.

N/A

5. If incorporated specify:
 - a. Date of filing of articles of incorporation: January 26, 2010
 - b. State in which incorporated: Nevada

6. Ohio certificate number, case number granting authority and date issued.

Cert.# 11-319E(1)

Case # 10-2909-EL-CRS

1/3/11

7. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown on Title Page. If so, give full particulars.

Cincinnati Bell Energy, LLC

Names changed with the PUC on 5/13/11

8. Description of Ohio service territory served by respondent.

Duke

STATEMENT OF INTRASTATE GROSS RECEIPTS AND KWH SALES

<u>Customer Class</u>	<u>Sales (kWh)</u>	<u>Earnings (\$)</u>
Residential	21,198,825	\$1,325,021
Commercial	0	0
Industrial	0	0
Other	0	0
Total	21,198,825	\$1,325,021

Instructions:

This information is used for PUCO annual assessment purposes pursuant to Section 4905.10, Revised Code. The reporting company shall report its intrastate gross earnings for the provision of retail services (e.g. Retail Electric Generation, Broker, Marketer, Governmental Aggregator) for which it is subject to certification by the PUCO under Section 4928, Revised Code. In addition, power providers please provide all corresponding sales of kilowatt hours of electricity. Sales of kilowatt hours of electricity are deemed to occur at the meter of the retail customer.

The reporting company shall maintain supporting and/or subsidiary records to separately record receipts and sales of electricity derived from operations other than in Ohio. Information presented herein is subject to audit by the PUCO.

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE/INVOICES IS/ARE DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, E-mail, Address, and Phone Number of the Company's Contact Persons

Jan L. Fox
Name

Vice President and General Counsel
Title

jfox@viridian.com
E-mail

64 North Main Street Norwalk, CT 06854
Address

203-517-0130
Phone Number (Including Area Code)

**Name, Title, E-mail, Address, and Phone Number of Person to whom Invoice
should be Directed**

Roop Bhullar
Name

Chief Financial Officer
Title

rbhullar
E-mail

64 North Main Street Norwalk, CT 06854
Address

203-883-9900
Phone Number (Including Area Code)

Name and Address of the President

Michael Fallquist
Name

64 North Main Street Norwalk, CT 06854
Address

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company.

OATH

State of Connecticut
County of Fairfield

makes oath and says that Roop Bhullar

s/he is Chief Financial Officer

of CINCINNATI BELL ENERGY LLC

that s/he has examined the foregoing report; that to the best of her/his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 2011 to and including December 31, 2011.

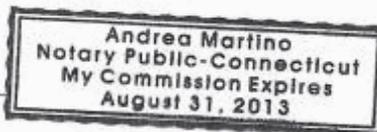
Roop Bhullar
(Signature of affiant.)

Sworn and subscribed before me this 24th day of April, 2012 Month/Year

Andrea Martino

Signature of notary

My commission expires on 8-31-13



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

6/22/2012 9:24:29 AM

in

Case No(s). 12-0003-GE-RPT

Summary: Annual Report Annual Report for Competitive Retail Electric Service for 2011
electronically filed by Mrs. Andrea Martino on behalf of Cincinnati Bell Energy, LLC