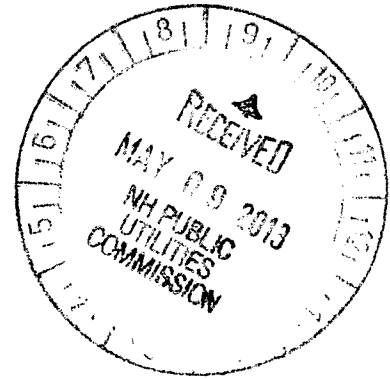




410 Main Street
Buffalo, NY 14202

New Hampshire Public Utilities Commission
Debra Howland, Executive Director
21 South Fruit Street, Suite 10
Concord, NH 03301-2429
(603) 271-2431

May 7, 2013



Dear Director Howland,

Please accept the following information as the registration of Negawatt Business Solutions, Inc. as an Aggregator of both electricity and natural gas in the State of New Hampshire, pursuant to PUC Rules 2003.04(a), 2003.05(b), 3003.04(a) and 3003.05(b).

1. The legal name of the applicant as well as any trade name(s) under which it intends to operate in this state;

Negawatt Business Solutions, Inc.

2. The applicant's business address, telephone number, e-mail address and website address, as applicable;

410 Main Street
Buffalo, NY 14202
(716) 854-2135
customer.care@negawatt.com
www.negawatt.com

3. The name(s), title(s), business address(es), telephone number(s), and e-mail address(es) of the applicant's principal(s);

Applicant is a wholly owned subsidiary of Glacial Energy Holdings, a Nevada corporation ("Glacial Holdings"). Glacial Holdings is in turn owned by:

Gary D. Mole (80% owner), President of Applicant and Chairman of Glacial Holdings. 410 Main Street, Buffalo, NY 14202. Tel. (716) 854-2135. Email: legal@negawatt.com

Another entity owns approximately 11% of Glacial Holdings: Hasbro Management LLC, 152 W. 57th Street, New York, NY 10019. Tel. (212) 582-2222.

4. The telephone number of the customer service department or the name, title, telephone number and e-mail address of the customer service contact person of the applicant, including toll free telephone numbers if available;

Toll-free telephone number for customer service: (877) 515-3305

Customer service contact: Conn Davis, Chief Implementation Officer

Email: customer.care@negawatt.com

5. A copy of the applicant's authorization to do business in New Hampshire from the secretary of state, if anything other than an individual;

See Exhibit A.

6. A list of CNGSs in New Hampshire through which the applicant intends to provide service;

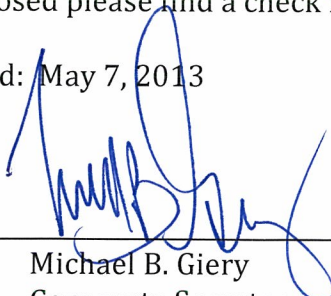
- ConEdison Solutions;
- Glacial Energy of New England, Inc. (competitive electricity supplier that is an Affiliate of Applicant); and
- Glacial Natural Gas, Inc. (competitive natural gas supplier that is an Affiliate of Applicant).

Applicant intends to enter into agreements with additional suppliers in New Hampshire as business opportunities arise.

7. Applicant is not representing any supplier interest. Rather, Applicant will shop around for the best energy supply rates among multiple suppliers.

Enclosed please find a check for the required filing fee of \$250.

Dated: May 7, 2013

By: 
Michael B. Giery
Corporate Secretary and General Counsel



State of New Hampshire
Department of State
Corporation Division
107 North Main Street
Concord, N.H. 03301-4989
603-271-3246



Enclosed is your certificate. It acknowledges this office's receipt and processing of your documents.

Should you have any questions, you may contact the Corporation Division at the above number or email us at corporate@sos.state.nh.us. Please reference your Business ID # located in the filed section of the enclosed acknowledgement copy.

Please visit our website for helpful information regarding all your business needs.

Regards,

New Hampshire Department of State
Corporation Division

Business ID#: 688739

State of New Hampshire

Department of State

CERTIFICATE OF AUTHORITY OF

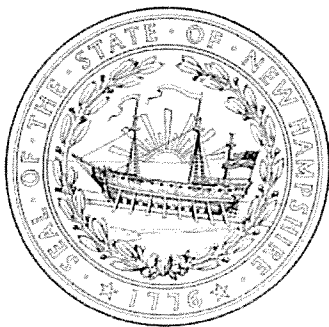
NEGAWATT BUSINESS SOLUTIONS

The undersigned, as Secretary of State of the State of New Hampshire, hereby certifies that an Application of NEGAWATT BUSINESS SOLUTIONS for a Certificate of Authority to transact business in this State, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, has been received in this office.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to NEGAWATT BUSINESS SOLUTIONS to transact business in this State under the name of NEGAWATT BUSINESS SOLUTIONS, INC. and attaches hereto a copy of the Application for such Certificate.

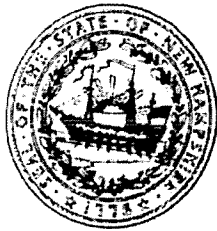
Business ID#: 688739

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 18th day of March, 2013 A.D.



A handwritten signature in cursive script, reading "William M. Gardner".

William M. Gardner
Secretary of State



State of New Hampshire
Department of State
Corporation Division
603-271-3244



Important Registration Information

Enclosed please find your acknowledgement of this office's receipt and processing of your registration documents.

This entity is required to file an annual report and pay a \$100.00 filing fee annually which is due by April 1st of each year beginning with the year following business registration. Reports filed after the due date will be assessed a late fee of \$50.00. Annual reports may be filed on-line or downloaded from our website at http://sos.nh.gov/corp_div.aspx. If you are unable to obtain a report through our website, you should contact the Corporation Division to request one. As a courtesy, our office will send a notice to the entity reminding you of your obligation to file an annual report. Please sign up to receive the reminder by e-mail @ the above website if you have not already done so; otherwise the reminder will be mailed to the entity's business address. **HOWEVER, IT IS THE RESPONSIBILITY OF THE ENTITY TO OBTAIN A REPORT AND SUBMIT FOR FILING PRIOR TO APRIL 1ST OF EACH YEAR.**

Should you have any questions, you may contact the Corporation Division at the above number or email us at Corporate@sos.state.nh.us. Please reference your Business ID # located in the filed section of the enclosed acknowledgement copy.

PLEASE NOTE: ENTITIES THAT DO NOT FILE ANNUAL REPORTS AND/OR FEES WILL BE ADMINISTRATIVELY DISSOLVED or SUSPENDED.

Mailing address: 107 North Main Street, State House room 204, Concord, N.H. 03301-4989
Physical Location: 25 Capitol Street, State House Annex – 3rd Floor, Concord NH
Website – http://sos.nh.gov/corp_div.aspx

State of New Hampshire

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00
Use black print or type.

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is Negawatt Business Solutions

SECOND: The name which it elects to use in New Hampshire is Negawatt Business Solutions, Inc.

THIRD: It is incorporated under the laws of Nevada

FOURTH: The date of its incorporation is March 2, 2012 and the period of its duration is Perpetual

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is 410 Main Street Buffalo, NY 14202

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is BlumbergExcelsior Corporate Services, Inc. and the complete address (including zip code and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address) 10 Ferry Street, Suite 313 Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are Demand Response and Retail Energy Services

State of New Hampshire
Form 40 - Application for Certificate of Authority 4 Page(s)



T1307925058

APPLICATION FOR CERTIFICATE OF AUTHORITY

Form 40
(Cont.)

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>OFFICERS</u>		
Michael B. Giery	Corporate Secretary	410 Main Street Buffalo, NY 14202
Gary Mole	President	410 Main Street Buffalo, NY 14202

DIRECTORS

Gary Mole	President	410 Main Street Buffalo, NY 14202

Negawatt Business Solutions, Inc.

(Corporate Name)

(Signature)

Michael B. Giery

(Print or type name)

Corporate Secretary

(Title)

Date signed: March 15, 2013

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:
adam.gusman@glacialenergy.com

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NEGAWATT BUSINESS SOLUTIONS**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 2, 2012, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 25, 2013.


ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20130225-0954
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Negawatt Business Solutions

Business Address (include city, state, zip): 410 Main Street, Buffalo, NY 14202

Telephone Number: (716) 854-2135 E-mail: mike.giery@glacialenergy.com

Contact Person: Michael B. Giery

Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. **[PLEASE NOTE:** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. **However,** you must insure that your business meets all of the requirements spelled out in A), B), and C):

1. _____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
A) This business has 10 or fewer owners; and
B) Advertising relating to the sale of ownership interests has not been circulated; and
C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. ☒ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

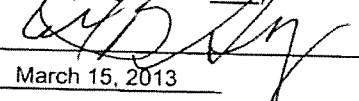
Part III – Check ONE of the following items in Part III:

1. ☒ This business is not being formed in New Hampshire.
2. _____ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): <u>Michael B. Giery, Corporate Secretary</u>	Signature: 
	Date signed: <u>March 15, 2013</u>
Name (print): _____	Signature: _____
	Date signed: _____
Name (print): _____	Signature: _____
	Date signed: _____