

SCHEDULE A – NEW OFFICERS AND DIRECTORS

Debra Aaron, Senior Vice President of Finance and Operations
5080 Spectrum Drive, Suite 600W
Addison TX, 75001

As Senior Vice President of Operations and Finance, Debra holds a lead position within the Diversegy. Her role is focused on the planning, implementation, management and control of the financially-related and internal operations activities at Diversegy. Strategically, Debra provides leadership and direction in the continuous development, evaluation and attainment of our short and long-term financial and operational objectives.

Debra brings with her a high level of integrity, dependability and sound judgment gained from more than two decades of experience and as a highly successful entrepreneur in her own right.

Debra's extemporary track record includes twenty years in the direct selling industry where she orchestrated the growth of multiple companies from start up to blue chip status (\$100M+) and grew a membership base from 250,000 to more than 14 million.

Rich Fields, Vice President, Sales
5080 Spectrum Drive, Suite 600W
Addison TX, 75001

Rich Fields leads the sales and business development efforts at Diversegy. Rich's expertise lies in the execution of driving marketing mechanisms that accelerate profitable sales growth and brand recognition through creative customer programs. It is his unique approach to solving customer's problems, and developing solutions which enhances the customer experience.

During the past 10 years Rich has held leadership positions with energy companies utilizing his strategic relationships and value added approach. Prior to the energy business Rich spent 15 years in the telecommunications industry. He held a variety of sales and sales management positions with such notable organizations as AT&T & Sprint.

Richard Fields
11130 Ramp Creek Lane Sugar Land, TX 77498
Phone: 281-242-4727 Cell: 713-972-4753 richfieldsfmg@gmail.com

OBJECTIVE: To obtain a position that will enable me to use my experience, strong sales / management skills, educational background, and ability to work effectively with a team.

EDUCATION: ITHACA College, Ithaca, New York – Bachelor of Arts Degree

STRENGTHS: *Always top 10% of sales force / * Inspires others with enthusiasm and positive energy

*Doubled sales volume in assigned territories

*Positive "can-do attitude" in motivating team members by leading by example with continual field selling presence.

*Thrives in an environment of rapid change and easily handles shifting priorities.

* Experience and knowledge of CRM Systems: Salesforce and Siebel

* Strong interpersonal and presentation skills.

* Assertively takes on challenging responsibilities and holds self ultimately accountable for results and performance.

* Motivates others to achieve beyond expectations. * Provides strong leadership in the midst of challenging circumstances.

POSITIONS HELD:

April 2014 to Present

Diversegy

◦Position: Vice President of Sales

◦Develop strategic plans and procedures for acquiring new business and achieving the company's sales goals

◦Manage the internal sales team, agent channel, and marketing department

◦Define and oversee incentive programs that motivate the sales team to achieve their sales targets

◦Responsible for coordinating sales training programs that enable staff to achieve their potential and support company sales objectives

◦Exceed customer expectations and contribute to a high level of customer satisfaction

◦Hire and develop sales staff

◦Provide detailed and accurate sales forecasting

◦Develop infrastructure and systems to support the success of the sales function

◦Compile information and data related to customer and prospect interactions

◦Monitor customer, market and competitor activity and provide feedback to company leadership team .

◦Work closely with the marketing function to establish successful channel and partner programs

◦Manage key customer relationships and participate in closing strategic opportunities

◦Travel for in-person meetings with customers and partners to develop key relationships

April 2013 to April 2014

EnerNOC

Position: Business Development Manager

Responsibilities: Focus on opportunities in demand response, supply side management, and energy efficiency. These opportunities are typically with commercial and industrial sector prospective clients.

Demonstrate how the demand response product coupled with energy efficiency programs will help leverage and reduce supply costs.

January 2010 to March 2013

Fields Marketing Group

Position: Vice President

Responsibilities: Focus on selling large commercial and industrial accounts deregulated energy products by focusing on learning the customer's business and helping to solve their problems. Hired, trained, and coached 6-8 sales reps to find new business prospects and close sales. Utilize numerous REP's in Texas to provide the best value for my customers. Provide bill audit services to customers as a value added service.

November 2007 to December 2009

Pepco Energy Services

(Pepco exited the retail electric supply business nationwide in December 2009, due to high credit collateral requirements during the financial market collapse)

Position: Regional Energy Manager

Responsibilities: First person hired to enter Texas market and put together a growth/ expansion plan by hiring additional team members. Focus on selling large commercial/industrial accounts.

The Texas team consistently over achieved quotas by selling commodity products and leveraging value added services such as demand response, energy conservation and risk management services.

Key Accounts Sold: Ropak (PJM) Annual load 55 million kWh- Three year contract

Gallery Furniture / Westside Tennis Club (ERCOT) Annual load 15 million kWh – Two Year Contract

Black Eyed Pea Restaurants (ERCOT) Annual load 12.5 million kWh – Two Year Contract

County of Victoria (ERCOT) Annual load 12.2 million kWh – One Year Contract

Numerous additional contracts sold in ERCOT and PJM markets.

Taught sales reps to demonstrate the value of PES to their customers and prospects.

Recruited the largest consultants in Texas and developed strong relationships.

Participated in trade shows, joined key organizations and attended conferences to establish brand awareness.

December 2006 – October 2007

Liberty Power

Position: Regional Sales Manager

Responsibilities: Focus on obtaining new Fortune 1000 accounts.

Key Accounts Sold: **Oncor** (ERCOT -the utility) Annual load 31.2 million kWh - 40 Month Contract

Ericsson - Plano, TX manufacturing facility Annual load 15 million kWh - Two Year Contract

Closed additional contracts in ERCOT and PJM markets / Closed new sales opportunities by utilizing top down approach.

Concentrate on selling the value add of supplier diversity.

Created monthly Commercial & Industrial customer newsletter.

December 2005 – December 2006

Commerce Energy

Position: ERCOT - C&I Sales

Responsibilities: Acquisition of new customers by relationship sales, cold calling, and networking.

Consistently exceed monthly sales forecast / Utilize the Selling to VITO strategy for penetrating accounts.

Key Accounts Sold: **Service Corp. Intl.** (ERCOT) Annual Load 25 million kWh - Two Year Contract

Mercedes Benz of Sugar Land Annual Load 2.5 million kWh - One Year Contract /**Lake & Companies** Annual Load 7.5 million kWh -Two Year Contract / First and only local Texas salesperson to work the Commercial & Industrial sector for Commerce.

Focus on selling Commerce's value proposition to large growth national accounts.

Provide sales support throughout the sales process (post sale)/ Designed customized reports for clients.

December 2004 - August 2005

Gexa Energy

(Florida Power & Light acquired the company in June 2005 and brought in their own management team to replace existing management from the CEO level down).

Position: Director of Sales

Responsibilities: Oversee daily functions and initiatives of internal commercial sales force, external sales consultants / brokers and residential enrollment department. While I was responsible for this department we enrolled 6,000 -8,000 residential customers /mo.

Personal monthly sales quota / **Overachieved team quota 8 out of 9 months.**

Key Accounts Sold: **Linens & Things** (ERCOT) Annual load 21 million kWh- Two Year Contract /**City of Tyler Texas** Annual load 48 million kWh - Two Year Contract / **Kroger Texas Stores** Annual load 115 million kWh- One Year Contract

Developed successful cross marketing campaigns while minimizing acquisition costs.

Started with 3 sales reps and grew internal sales force to 14 / Initiated monthly award recognition program and contests.

Developed relationships with brokers and consultants to enhance business.

Promote growth by delegating special assignments and projects.

September 2001 to December 2004

Galaxy Construction Company

Position: Vice-President Sales

Responsibilities: Responsible for directing and managing the objectives, strategies and performance of the department through the development of annual plans and budgets.

Developed strategic initiatives to enhance the company's image on the World Wide Web.

Implemented critical solutions to help minimize inventory and maximize profits.

Increased monthly sales volume by 163 % over a 6-month period.

Secured commercial contracts through national level general contractors (e.g. - Eckerd's, Metro Transit Authority).

Responsible for securing vendor contacts and building strong long-term relationships.

Developed commercial procedures and added new suppliers to help reduce purchasing costs.

February 2000 to August 2001

Teleglobe Business Solutions

(Company closed all 22 sales offices August 2001)

Position: Branch Manager

Responsibilities: Recruited to transform Houston office into Major Account Branch

Coach Major Account Managers in penetrating larger revenue opportunities.

Profit & loss accounting functions for Houston Branch / Conduct weekly training sessions focusing on data concentric applications.

Accomplishments during the first 90 days:

First month the Houston Branch finished number one in the country at 201 % of net new revenue sold (**# 1 out of 22 branches**)

Opened Austin and San Antonio branches utilizing Senior Major Account Managers.

Constantly achieved 100 % or more net revenue quota by mid-month.

Finished third month at 218 % of net revenue sold. (**# 2 out of 22 branches**).

November 1998 – February 2000

Logix Communications

Position: From District Sales Manager (Major Accounts) to Regional Sales Manager (Major Accounts)

Responsibilities: New network / CPE sales quotas in three cities.

Coach Major Account Managers to help them achieve their sales quotas.

Worked closely with operations department to help reduce installation times and improve quality of services.
Provide ongoing supervisions of sales staff including training, goal setting and monitoring of production.
Host monthly recognition meetings to award outstanding sales achievements.
Initiated and hosted monthly cross-departmental meeting to help enhance internal relationships and lower customer delivery times.

June 1995 to November 1998

AT&T

Position: High Share Manager / **Acting District Sales Manager (Aggregate time: 6 weeks)**

Responsible for: New network revenue quotas, growing customer base / Consistently met or exceeded revenue plan.

Negotiated due dates with customers on critical activities to be completed during the project implementation process.

Forecasted, and controlled the scope, quality and time for the sales process.

May 1987 to June 1995

Sprint

Position: Business Service Manager (Promoted numerous times during tenure with the company)

Responsibilities: Accountable for maintenance of 25 high volume customers

Focused on selling new large complex voice and data accounts.

REFERENCES FURNISHED UPON REQUEST

DEBRA W AARON, CPA

8508 Bayham Dr., Plano, Texas 75024 214 -909-9420 (c) debra@debraaaron.com

SUMMARY

Creative, visionary executive, results oriented and bottom line focused balanced with emphasis on a positive motivating culture, creating and maintaining a loyal, passionate, cohesive team. Recognized as a leader in managing rapid corporate growth successfully from start up to maturity. Outstanding track record building high performance teams known for integrity and excellence.

Areas of Excellence

P&L Growth and Strength Leadership Financial Reporting Internal and External Communication Performance Integrity
Execution, Effectiveness and Efficiency Re-Engineering Financial Forecasting, Analysis and Modeling Strategic Planning
Financial Infrastructure, Planning, and Processes Cash Management Financial and Operational Analysis Negotiation Risk
Assessment and Control Planning and Execution Mergers & Acquisitions Capital Restructuring Creative Revenue Catalyst
Project Management Start-up Operations Entrepreneurship Regulatory Compliance

Notable Achievements

Established cash management processes and reporting enabling company to secure a substantial credit line
Created cash and profitability forecasts facilitating \$13 million debt restructure
Developed key financial metrics that can be tracked and measured providing actionable financial intelligence taking the Company to the next level
Led Company from \$5 to \$100 million in revenue in 7 years
Grew independent sales force from 500 to 80,000 consultants in 7 years
Managed corporate growth from 30 to over 250 employees
Led the team that built the first proprietary network of discount dental providers to over 30,000 providers
Managed growth of a membership based organization from 250,000 members to more than 14 million members in 7 years
Led the team that won the JD Power Award for Customer Service
Created pricing model ensuring individual client profitability; transforming unprofitable business to bottom line growth
Transformed a vendor program to an in-house function achieving annual savings of \$2 million
Successfully implemented an entire company technology system replacement project that was previously 1 year behind schedule and \$2 million over budget resulting in \$1 million recovery and 6 month implementation reduction
Brought a 'tow accounting' function in-house increasing efficiency 25% within 4 months
Restructured departments and realigned work flow resulting in increased effectiveness and efficiency reducing cost while increasing customer satisfaction

CAREER SYNOPSIS

DIVERSEGY, LLC Dallas, Texas 2014-Present
Nationwide Retail Energy Brokerage Firm

Senior Vice President, Finance & Operations

Areas of Responsibility

P&L Technology Internal and External Communication Customer Service Contract Management Financial
Forecasting, Analysis and Modeling Strategic Planning Negotiation Risk and Control Planning & Execution Supplier
Management Physical Facilities Operational Oversight Regulatory Compliance

- ◆ Develop financial systems and reporting
- ◆ Review the complexities of business identifying key financial metrics and drivers which can be measured and improved
- ◆ Develop and improve operational processes
- ◆ Develop or improve planning and forecast processes
- ◆ Interface with bank and outside vendors
- ◆ Analyze cash flow, costs and cost controls
- ◆ Analyze and ensure compliance with local, state and federal compliance and reporting requirements
- ◆ Coordinate the preparation of financial statements, reports, special analyses and information reports
- ◆ Participate with senior management in company strategic planning
- ◆ Redesign and Improve technology supporting the Diversegy model

EPIC ENERGY LLC Dallas, Texas 2014-Present
Network Marketing Based Energy Brokerage Firm

Senior Vice President, Finance & Accounting

- ◆ Develop financial systems and reporting
- ◆ Review the complexities of business identifying key financial metrics and drivers which can be measured and improved
- ◆ Develop or improve planning and forecast processes
- ◆ Interface with bank and outside vendors
- ◆ Analyze cash flow, costs and cost controls
- ◆ Analyze and ensure compliance with local, state and federal compliance and reporting requirements
- ◆ Coordinate the preparation of financial statements, reports, special analyses and information reports
- ◆ Participate with senior management in company strategic planning

FAITH CAPITAL, Dallas, Texas 2011-2013
Service Provider: Mergers & Acquisitions, Capital Funding, Operational, Sales and Financial Consulting

Managing Director: Achieving superior outcomes to clients focused on maximizing client value to market or strategic partners through acquisition or capital restructure.

- ◆ New business, new market, new product and new sales channel generation
- ◆ Preparation of marketing and financial presentation data to present companies for sale, merger, venture funding or financing
- ◆ Sourcing strategic or financial partnerships on behalf of clients
- ◆ Provides interim CFO, COO or CEO services to clients
 - ◆ Develop financial systems and reporting
 - ◆ Review the complexities of business identifying key financial metrics and drivers which can be measured and improved
 - ◆ Provide management actionable financial intelligence on operations
 - ◆ Develop or improve planning and forecast processes
 - ◆ Provide investor reporting and interface
 - ◆ Refine financial and operational processes
 - ◆ Interface with bank and equity investors
 - ◆ Analyze cash flow, costs and cost controls
 - ◆ Analyze and ensure compliance with local, state and federal compliance and reporting requirements
 - ◆ Coordinate the preparation of financial statements, reports, special analyses and information reports
 - ◆ Participate with senior management in company strategic planning
- ◆ Startup development from vision to maturity
- ◆ Industry Experience: Healthcare Services and Products, Medical Devices, Home Healthcare, Senior Care, Direct Selling Companies, Pharmacy and Nutraceuticals, Packaging, Consumer Products, B2B Services, Technology

ALLEGIANCE CAPITAL CORPORATION, Dallas, Texas 2008-2011
Private investment bank dedicated to buy and sell side mergers and acquisitions

Vice President, Investment Banker: Senior Investment Banker

- ◆ Sourced new clients
- ◆ Prepared marketing materials and financial models to present companies for sale
- ◆ Sourced buyers and negotiated structure and terms of sale

AMERIPLAN USA, Plano, TX 1997-2007
Marketing Discount Health, Dental and Wellness Benefits
Direct Selling Company

Chief Operating Officer and Chief Financial Officer: Managed over 250 operational, financial and legal staff. Led company from \$2 million to \$100 million in revenue, maintaining a 20% EBITDA margin.

Areas of Responsibility

P&L	Technology	Internal and External Communication	Customer Service	Company Legal Liaison	Financial
Forecasting, Analysis and Modeling	Strategic Planning	Negotiation	Risk and Control Planning & Execution	Physical	
Facilities	Operational Processing and Printing	Human Resources	Regulatory Compliance		

DEBRA W AARON, CPA

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- ◆ Managed independent sales force growth from 500 to 80,000 consultants
- ◆ Managed company growth from 30 employees to over 250
- ◆ Led the team building the only proprietary discount dental network of more than 30,000 providers
- ◆ Expanded service offerings from 1 to 5 services
- ◆ Sourced, negotiated and managed wholesale suppliers of medical networks, chiropractors, vision providers and pharmacies
- ◆ Certified by a court of law as a financial and compensation plan expert
- ◆ Prepared and presented an opportunity cost model to the court, winning a \$20 million judgment
- ◆ Negotiated a \$200,000 settlement with the State of Montana, dismissing a \$5 million securities lawsuit
- ◆ Created and managed a proprietary in-house technology platform

THE ASSOCIATES CORPORATION OF NORTH AMERICA, INC., IRVING, Texas.....1990-1997
Nationwide Commercial Auto Club and Roadside Assistance Provider

Vice President: 1993-1997

Assistant Vice President: 1991-1993

Controller: 1990-1991

- ◆ Managed customer growth from 250,000 members to more than 14 million
- ◆ Led the team that earned the JD Power Award for Customer Service
- ◆ Transformed outside roadside service to in-house dispatch operation achieving \$2 million annual savings
- ◆ Designed and implemented complete technology systems project reducing budget and timeline significantly
- ◆ Designed and implemented 'tow accounting' function increasing efficiency and provider satisfaction
- ◆ Restructured and realigned business processes achieving cost savings and increasing customer satisfaction

ACADEMIC CREDENTIALS, CERTIFICATIONS AND AWARDS

- | | |
|---|-----------------------------|
| ◆ BBA Accounting, Texas Tech University | Certified Public Accountant |
| ◆ Certified Fraud Examiner, Retired | Notable Women of Texas |
| ◆ Who's Who of Women Executives | Who's Who of Executives |

COMMUNITY SERVICE AND INTEREST

- | | |
|---|--------------------------|
| ◆ Stephen's Minister, Active | Stephen's Leader, Active |
| ◆ Student Ministry, Active Team Lead, Seniors | Animal Rescue Volunteer |
| ◆ Fitness and Nutrition Enthusiast | Jewelry Designer |

1432 Vanderbilt Dr. Plano, Texas 75023 214 -909-9420 (c) debra@debraaaron.com