



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2010

1. Corporate ID No. 000163819

2. Name of Corporation CPOWER, INC.

3. Street Address Principal Business Office:

No. and Street: 17 STATE STREET, #129
9TH FLOOR

City or Town: NEW YORK State: NY Zip: 10004 Country: USA

4. Business Phone No.

212-361-6300

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

ENROLLING CUSTOMERS OR PROPERTIES AS PARTICIPANTS IN THE NE-ISO DEMAND RESPONSE PROGRAMS THE PAR VALUE OF THE AUTHORIZED SHARES IS 0.001

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
CEO	GARY FROMER	3570 HAMILTON BLVD., SUITE 102 ALLENTOWN, PA 18103 USA
CFO	MICHAEL MELE	3570 HAMILTON BLVD., SUITE 102 ALLENTOWN, PA 18103 USA
CHIEF STRATEGY OFFICER & FOUNDER	MICHAEL GORDON	17 STATE STREET, 1910 NEW YORK, NY 10004 USA
DIRECTOR	DIANA PROPPER DE CALLEJON	100 PARK AVENUE, SUITE 1600 NEW YORK, NY 10017 USA
DIRECTOR	JASON LABEL	535 MIDDLEFIELD RD., STE. 245 MENLO PARK, CA 94025 USA
DIRECTOR	NAVIN CHADDHA	2800 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
PWP	A	\$0.00	24,000,000.00	23000000
CWP		\$0.00	63,000,000.00	29709096

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 25 Day of February, 2010 at 3:32:35 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By AMY TESORIERO
Signature of Authorized Representative of the Corporation

CONTROLLER
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07