



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:** 2011

**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.**

**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.**

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
PRESIDENT	MICHAEL KAGAN	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
TREASURER	REESE K FEUERMAN	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
SECRETARY	SEAN J KLEIN	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
ASSISTANT SECRETARY	CHARLES A BERARDESCO	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
DIRECTOR	MARK P HUSTON	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
DIRECTOR	KATHLEEN W HYLE	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 USA
DIRECTOR	EDWARD J QUINN	100 CONSTELLATION WAY, SUITE 1700P BALTIMORE, MD 21202 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>
CWP		\$0.00	158,576,401.00	0
PWP	A	\$0.00	23,270,000.00	0
PWP	B	\$0.00	54,473,136.00	0

**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 13 Day of January, 2011 at 2:27:00 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 SEAN J KLEIN  
Signature of Authorized Representative of the Corporation

SECRETARY  
Title

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

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