

ROBERT L. BROWN III

ATTORNEY AT LAW

1005 SOUTH MAIN STREET
CORBIN, KENTUCKY 40701

(606) 528-3073

FAX (606) 528-3289

April 12, 2005

RECEIVED

APR 13 2005

Public Service Commission
Ms. Beth O'Donnell
Executive Director
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602

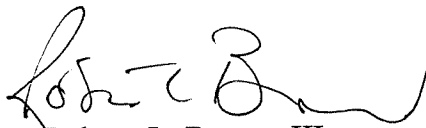
**RE: SUPPLEMENTAL AFFIDAVIT OF DANIEL R. FORSBERG TO
APPLICATION OF REORGANIZATION
CASE NUMBER 2004-00444**

Dear Ms. O'Donnell:

Enclosed please find an original and six copies of the Supplemental Affidavit of Daniel R. Forsberg to Application of Reorganization, Case Number 2004-00444. Please file the same at your earliest convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Robert L. Brown III

RLB/ca

Enclosures

RECEIVED
APR 15 2005
PUBLIC SERVICE
COMMISSION

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

CITIPOWER, LLC

APPLICATION OF CITIPOWER, LLC FOR
APPROVAL OF REORGANIZATION PROPOSAL

CASE NO. 2004-00444

SUPPLEMENTAL AFFIDAVIT OF DANIEL R. FORSBERG
TO APPLICATION OF REORGANIZATION
CITIPOWER, LLC

Comes now the affiant and states that in context of the Application for Reorganization before the Kentucky Public Service Commission, Case Number 2004-00444, an Agreement and Plan of Reorganization has been submitted and that as a part of that process CIP Acquisition, LLC was named as a "Merger Sub". This statement is incorrect in that the Merger Sub will be Citipower Acquisition, LLC.

Citipower Acquisition, LLC, will be subject to Kentucky jurisdiction and authorized to do business in the state of Kentucky through the Kentucky Secretary of State before the Agreement and Plan of Reorganization becomes effective.

Citipower Acquisition, LLC was created in Delaware on December 13, 2004, Filing Number 3907787. Attached hereto and made a part hereof is the Certificate of Formation of Citipower Acquisition, LLC, the Employer Identification Number, a letter from CT Corporation, and an authentication letter dated January 5, 2005. CitiEnergy, LLC was created in Delaware on November 12, 2004, (File Number 3880585) and is authorized to do business in said state.

Furthermore, a copy of the Articles of Citipower, LLC, have been filed with the Public Service Commission in Case Number 99-225, filed on November 30, 1999, in its Response to the Public Service Commission's Order dated October 27, 1999, and have not been altered or amended since said time. Attached is a copy of a Letter of Good Standing dated July 16, 2003, and a Foreign Limited Liability Company Application for Certificate of Authority for Citipower, LLC.

Also, the Application for Reorganization of Citipower, LLC states that Citipower, LLC is a Kentucky limited liability company, which in fact it is a Delaware limited liability company. The Application for Reorganization and Agreement and Plan of Reorganization states that LBU, LLC, is a Delaware limited liability company, while in fact it is a Kentucky limited liability company named Lick Branch Unit, LLC, that owns 49% of LBU Joint Venture, a gas storage field located in Tennessee. The Agreement and Plan of Reorganization also states that CitiGas, LLC, is a Kentucky limited liability company, while in fact it is a Delaware limited liability company formed November 8, 2002. The final Agreement and Plan of Reorganization will reflect all of these changes.

Further, affiant sayeth naught.

CITIENERGY, LLC

BY: 

DANIEL R. FORSBERG
Chief Executive Officer

CITIPOWER, LLC

BY: *Daniel R. Forsberg*
DANIEL R. FORSBERG
Chief Executive Officer

CITIPOWER ACQUISITION, I.I.C

BY: *Daniel R. Forsberg*
DANIEL R. FORSBERG
Chief Executive Officer

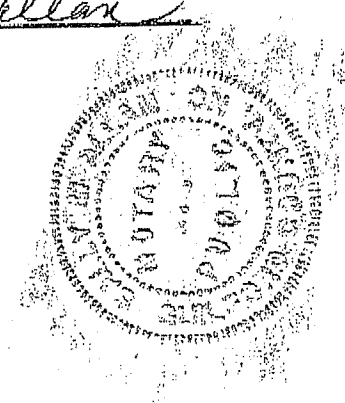
STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

Subscribed and sworn to before me by DANIEL R. FORSBERG, Chief Executive Officer of CitiEnergy, LLC, Citipower, I.I.C, and Citipower Acquisition, LLC, on this the 12th day of April, 2005.

Shelby M. Allan
Notary Public

My commission expires: December 23, 2007



EXHIBITS TO SUPPLEMENTAL AFFIDAVIT OF DANIEL R. FORSBERG

A. CITIPOWER ACQUISITION, LLC

1. Certificate of Formation of Citipower Acquisition, LLC
2. Employer Identification Number
3. Letter from C T Corporation
4. Authentication letter dated January 5, 2005 from State of Delaware

B. CITIPOWER, LLC

1. Letter of Good Standing of Citipower, LLC.
2. Foreign Limited Liability Company Application for Certificate of Authority in Kentucky.

CERTIFICATE OF FORMATION

OF

CITIPOWER ACQUISITION, LLC

1. The name of the limited liability company is Citipower Acquisition, LLC (the "Company")
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The date of dissolution of the Company shall be November 30, 2054.

IN WITNESS WHEREOF, the undersigned person whose name is set forth below has executed this Certificate of Formation this 13th day of November, 2004.

CITENERGY, LLC

By: 

Daniel R. Fersberg

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:06 PM 12/13/2004
FILED 07:06 PM 12/13/2004
SRV 040900504 - 3907787 FILE





Internal Revenue Service

DEPARTMENT OF THE TREASURY

The
Digital
Daily

Citipower Acquisition, LLC

Federal Tax ID / EIN

This is your provisional Employer Identification Number:

20-2111013

Today's Date is: January 06, 2005 GMT

You will receive a confirmation letter in U.S. mail within fifteen days.
The letter will also contain useful tax information for your business or organization.

If you have input any of the information on your application in error, please wait seven days and contact the EIN Toll Free area at 1-800-829-4933, Monday - Friday, 7:30am - 5:30pm. If you do not want to call, please make corrections on the letter you receive confirming your EIN and return it to the IRS.

If you are going to complete other on-line applications that require your Employer Identification Number(EIN) you can copy it by performing the following steps:

- 1) Use your mouse to highlight your EIN (blue number on top of page) by moving your pointer on top of the number.
- 2) Press the Ctrl key at the same time pressing the C key.

Once you copy your EIN you can paste it in the appropriate place by pressing the Ctrl key at the same time pressing the V key.

You may click on the buttons below for different print options or to fill out another Form SS-4.

[Review and Print Form SS-4](#)

[Fill Out Another Form SS-4](#)

[Click here to return to the Internet Employer Identification Number landing \(start\) page.](#)



CT CORPORATION

January 5, 2005

John Forsberg
Forexco, Inc.
2122 Enterprise Road
Greensboro NC 27408

Re: Order #: 6257918 SO
Customer Reference 1:
Customer Reference 2:

Dear John Forsberg:

In response to your request regarding the above referenced order, your filing(s) has been completed as indicated below:

Citipower Acquisition, LLC (DE)
Formation
Delaware
Filing Date: December 13, 2004
Filing Number: 3907787

If you have any questions concerning this order, please contact:

Caroline T Morris
Atlanta Corporate Team 2
Phone: (404) 888-7790
Email: Caroline_Morris@cch-lis.com

Thank you for this opportunity to be of service.

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel. 866 809 1133
Fax 302 655 2480

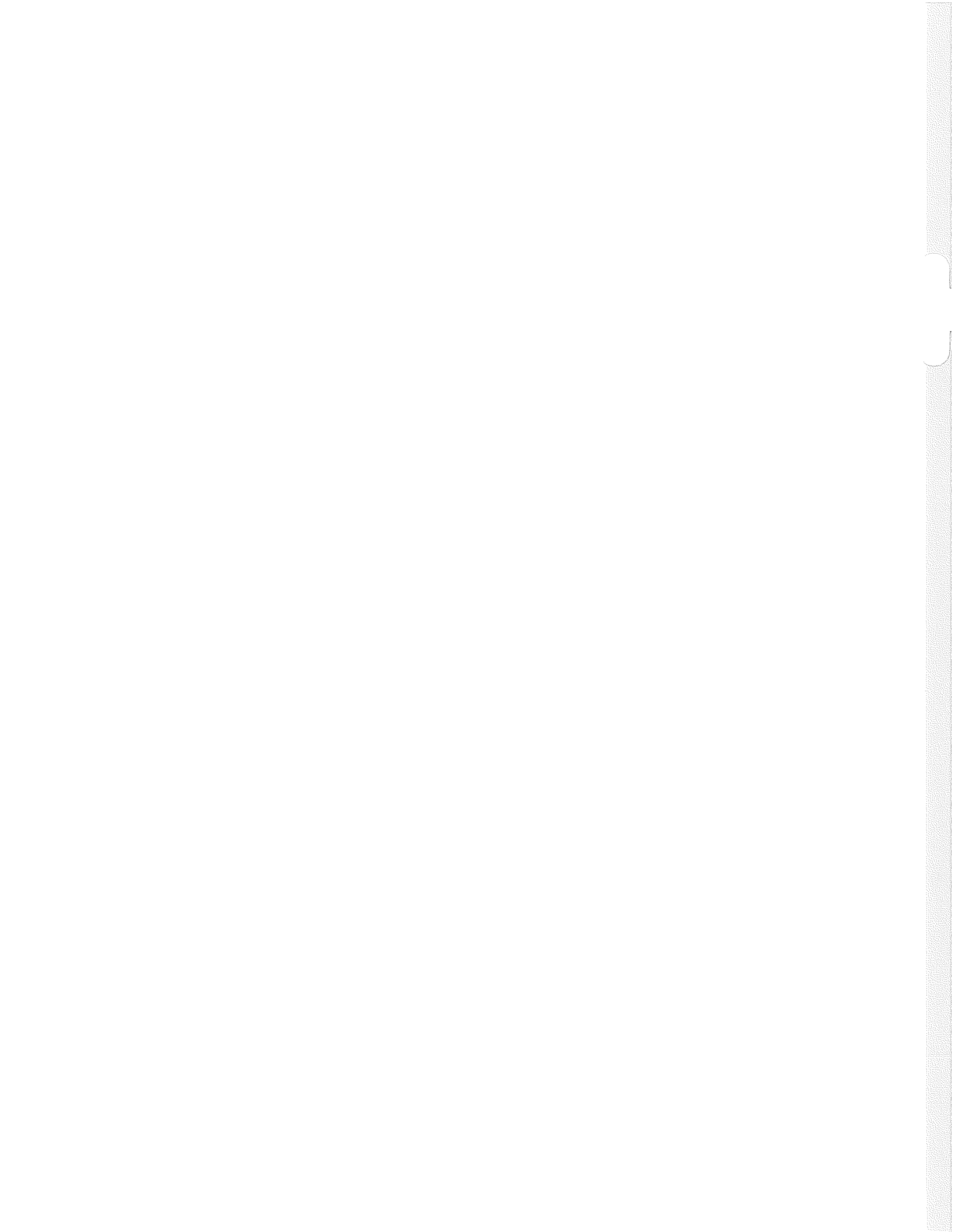
CT CORPORATION

Sincerely,

Nancy A Davis
Wilmington Fulfillment Team 3
Nancy_Merritt@cch-lis.com

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel. 866 809 1133
Fax 302 655 2480

A WoltersKluwer Company

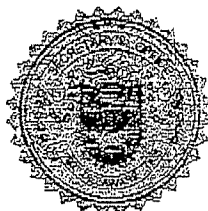


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CITIPOWER ACQUISITION, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2004, AT 7:06 O'CLOCK P.M.



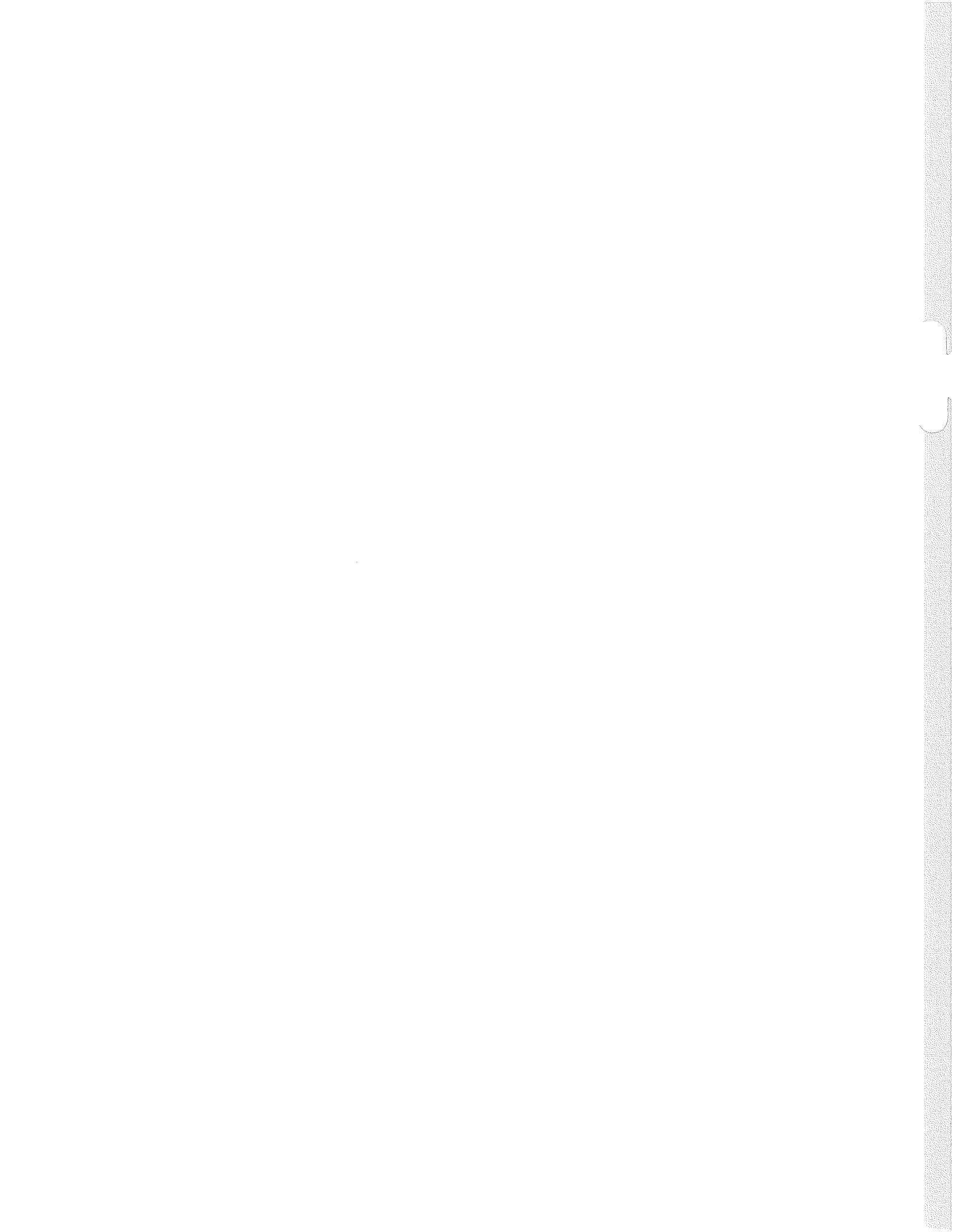
3907787 8100

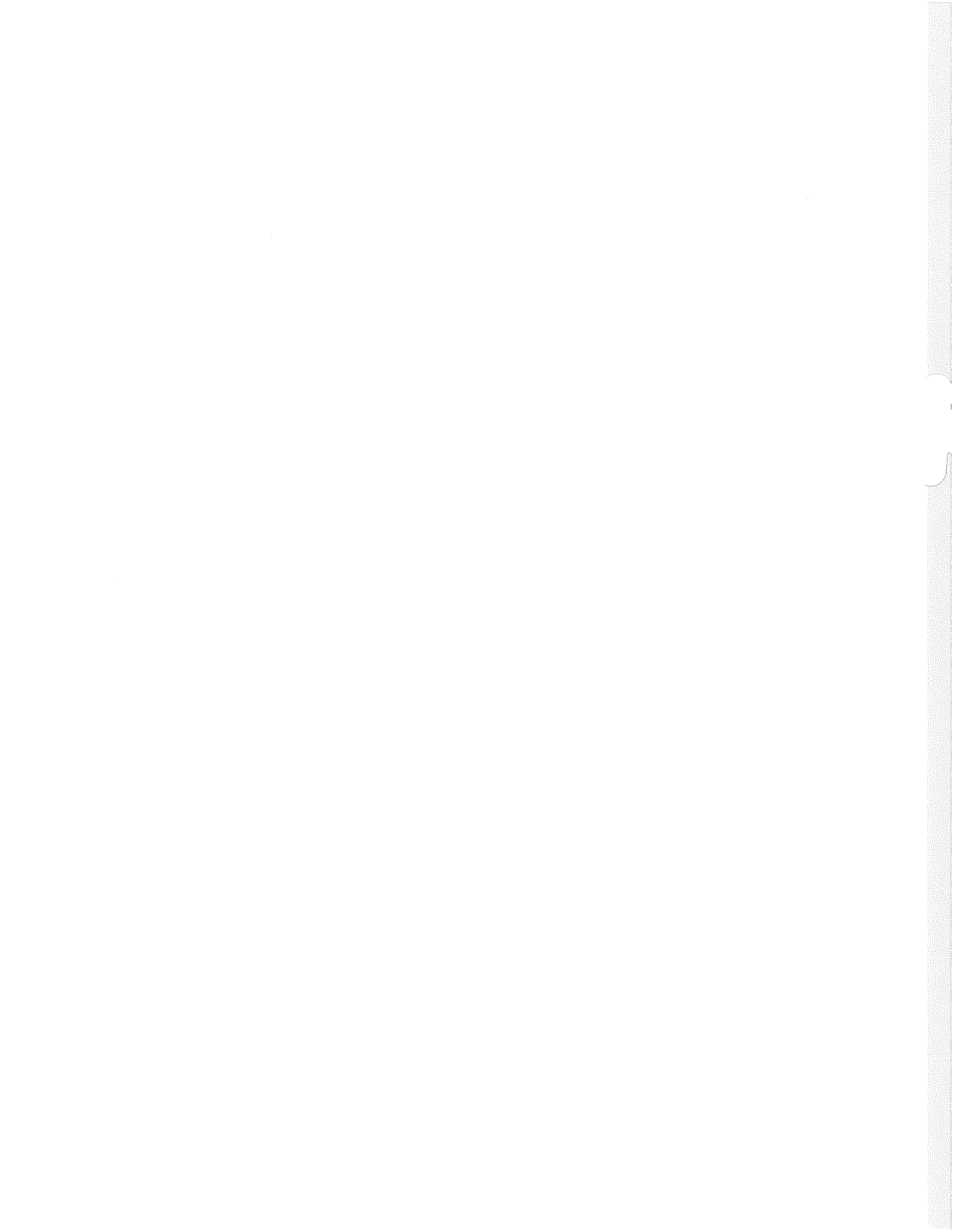
040900504

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3597544

DATE: 01-05-05



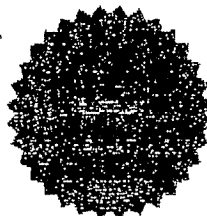


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITIPOWER, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2628643 8300

AUTHENTICATION: 2532083

030465271

DATE: 07-16-03





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Page 267

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Document No: 1996114940
Recorded On: Aug 29, 1996 08:29:45 A.M.
Total Fees: \$9.00
County Clerk: Rebecca Jackson
Deputy Clerk: STACIE

Time: 10:21 AM
McCree Co. Clerk's Office

**BOB BABBAGE
SECRETARY OF STATE**

**FOREIGN LIMITED LIABILITY COMPANY
APPLICATION FOR CERTIFICATE OF AUTHORITY**

Jo King, Clerk
Jaye Smith, D.C.

Pursuant to the provisions of Chapter 275 of the Kentucky Revised Statutes, the undersigned hereby applies for a Certificate of Authority to transact business in Kentucky on behalf of said limited liability company and for that purpose submits the following statements:

The entity is a limited liability company (LLC)
 a professional limited liability company (PLLC)

RECEIVED & FILED
Aug 21 1 40 PM 1996
JOHN B. BABBAGE
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

1. The name of the limited liability company is
Citipower, L.L.C.

2. The name of the limited liability company to be used in Kentucky is
(if "real name" is unavailable for use)

3. Delaware is the state or country under whose law it is organized.

4. May 30, 1996 is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which it is to dissolve is April 30, 2046.

5. The street address of the office required to be maintained in its state of formation or, if not so required, the principal office address is
1209 Orange Street, Wilmington, Delaware, 19801

6. The names and usual business addresses of its current managers, if any, are as follows:

<u>Forsberg Oil Company</u>	<u>2122 Enterprise Road</u>	<u>Greensboro, NC</u>	<u>27408</u>
NAME	STREET ADDRESS	CITY	STATE ZIP
NAME	STREET ADDRESS	CITY	STATE ZIP

(if necessary, attach continuation sheet)

7. The street address of its registered office in Kentucky is
c/o C T Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202

and the name of its registered agent at that office is
C T Corporation System

I certify that, as of the date of filing, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

Dated: August 19, 19 96

Peter D. W. Heberling
Signature
Peter D. W. Heberling-Secretary
Type or Print Name & Title

CONSENT OF REGISTERED AGENT
I, C T Corporation System, consent to serve as the registered agent on behalf of the limited liability company.

By: [Signature]

ALL-902(7/94) (SEE REVERSE SIDE FOR INSTRUCTIONS)
END OF DOCUMENT
ALLAN FARNELL, ASSISTANT SECRETARY

af

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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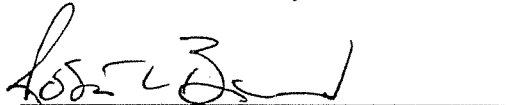
Law Offices of
Robert L. Brown III
1005 South Main Street
Corbin, Kentucky 40701
Telephone: (606) 528-3073
Attorney for Citipower, LLC

CERTIFICATE

I hereby certify that the above and foregoing was on the 12 day of April, 2005, served by mailing the original and six true and exact copies of same, all postage prepaid, addressed for delivery to:

Ms. Beth O'Donnell
Executive Director
COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION
211 Sower Building
P. O. Box 615
Frankfort, Kentucky 40602

Hon. Gregory D. Stumbo
Attorney General
David Edward Spenard
Assistant Attorney General
1024 Capital Center Drive
Suite 200
Frankfort, Kentucky 40601-8204

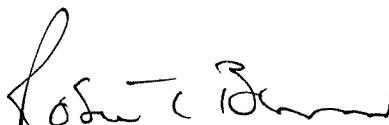

Robert L. Brown III

COMMONWEALTH OF KENTUCKY
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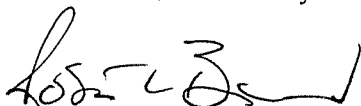
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1005 South Main Street
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Telephone: (606) 528-3073
Attorney for Citipower, LLC

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Assistant Attorney General
1024 Capital Center Drive
Suite 200
Frankfort, Kentucky 40601-8204



Robert L. Brown III