

**VIA REGULAR U.S. MAIL**

July 23, 2012

Mr. Jeffery S. Holmes  
Business Manager  
City of Columbus, Division of Power and Water  
3500 Indianola Avenue,  
Columbus OH 43214

Re: 1669 College Park Drive, Columbus, Ohio 43209 ("College Park")

Dear Mr. Holmes:

The purpose of this letter of intent (the "Letter") is to formalize the arrangement between College Park Acquisition, LLC ("Owner"), Nationwide Energy Partners, LLC ("NEP"), as agent for the Owner and City of Columbus, Division of Power and Water ("DP&W") to alter the electric service configuration at College Park. Owner has specifically requested a master metering arrangement with Ohio Power Company ("AEP") for College Park whose tenant spaces are currently individually metered by DP&W. To efficiently implement this request, DP&W and NEP have reached an agreement to convey certain property which will be on the customer side of the master meter following the requested conversion to a master meter arrangement. The agreement between the parties includes, but is not limited to, the following key provisions:

1. NEP will convey one (1) spool (2000') of #1 3C CU 15KV Cable Shielded TRXLPE JACKETED W/ #2 GROUND (DOPW-P Stock Code 50396) to DP&W in exchange for the approximately 6000' of existing single primary cables installed on the property.
2. NEP will pay via check the amount of Twenty-Eight Thousand One Hundred Seventy-Five Dollars (\$28,175) for the thirty (30) post-top lights on the property. NEP determined the current value of the post-top lights based on a straight-line depreciation of the useful life of these assets.
3. NEP will energize the new primary feed onto College Park from the overhead AEP primary meter located at the entrance of the property. NEP anticipates feeding this with one phase. Although College Park currently has radial feeds, NEP will have loops built prior to the turnover.


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4. While maintaining the city feed, NEP will decommission three to five transformers per day, remove them from the pad and install new transformers in their place. At this time, the residential meters supplied by these transformers will be exchanged with NEP's meters. NEP can remove the DP&W meters and collect final reads for DP&W if desirable. NEP estimates it could complete the entire property in five (5) working days.
5. With regard to lighting, NEP will cut the lighting circuit from the city line outside the property and install a new transformer, sub-meter and control box.
6. Upon completion of transition, NEP will deliver the removed transformers and residential meters to a destination identified by DP&W.

By execution of this Letter, DP&W and Owner agree to take the steps necessary to implement the above described process as soon as practical. Notwithstanding the forgoing, the undersigned understand and acknowledge that the above described process represents a general description of the proposed transition, and that additional details and obligations of each party may be defined (either formally or informally) as the transition progresses. If you are willing to proceed in good faith to attempt to implement the above described process, please so indicate by signing the acceptance block set forth below and return it to the undersigned by **September 1, 2012**.

Sincerely,

College Park Acquisition, LLC

By:   
Print Name: Dan Lhota  
Title: President of Nationwide Energy Partners, LLC as agent for  
College Park Acquisition, LLC

Accepted by:

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Mr. Jeffery S. Holmes  
City of Columbus, Division of Power and Water