

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SELECT ENERGY PARTNERS LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 02, 2008, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 0929901800

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set
*my hand and cause to be affixed the Great Seal of
the State of Illinois, this 26TH
day of OCTOBER A.D. 2009 .*

Jesse White

SECRETARY OF STATE

Jeffrey D. Olshesky

olshesky@yahoo.com

619.699.9086

2200 Plumtree Drive; Naperville, IL 60565

EXPERIENCE

SELECT ENERGY PARTNERS | April 2009 – Present Chicago, IL

Chief Operating Officer

- Oversee all operations for retail energy brokerage firm
- Develop and maintain sales management processes
- Research markets and analyze energy tariffs to produce detailed pricing analyses for customers

SOLARTECH | March 2009 – Present San Jose, CA

Finance Subcommittee Project Manager

- Research market data and collaborate with industry professionals to develop standards and best practices for the solar PV industry
- Produced a template Power Purchase Agreement and Site Lease, available to the public, that will reduce legal fees by up to 90% in 3rd party financing arrangements

BEYOND SOLAR | July 2008 – Present Orissa, India

Co-Founder

- Formed non-profit organization with a mission to improve people's lives in the developing world through the use of solar-powered lighting
- Formed strategic partnerships with technology manufacturers and Non-Government Organizations (NGOs) to bridge a network in the Indian business and development communities

ENVISION SOLAR INTERNATIONAL, INC. | March 2008 – October 2008 La Jolla, CA

Director of Finance

- Modeled Power Purchase Agreements (PPA's) for both solar system hosts as well as tax-equity investors
- Prepared comprehensive energy analysis and system sizing for potential clients
- Prepared pro forma financial statements for \$15 million Series A funding while maintaining investor communications by providing real-time sales and profitability data

2020 MORTGAGE, INC. | November 2004 – February 2008 San Diego, CA

Operations Manager

- Managed the processing, funding, underwriting, and auditing departments generating \$20 million in monthly production while providing excellent customer service to resolve all technical issues
- Developed and oversaw internal processes to ensure adherence to federal and state lending regulations
- Researched, implemented and maximized software capabilities to increase the strength of sales presentations and processing efficiency while capturing data for enhanced key performance indicator (KPI) analysis and management reporting

LANGUAGE LINK | August 2003 – June 2004 Moscow, Russia

Teacher of English as Foreign Language

ACCENTURE | September 1999 – August 2003 Chicago, IL

Consultant

- Designed, built, deployed, and maintained technology solutions to increase operating efficiency while serving as a liaison between client executives and technical resources
- Researched market conditions and emerging technologies to generate new business

EDUCATION

UNIVERSITY OF ILLINOIS | September 1995 – May 1999 Urbana-Champaign, IL

Bachelor of Science, Major in Finance with Honors

- Exchange student with a concentration in international business in Århus, Denmark

ADDITIONAL

- Technology Experience: MS Office (including Visual Basic for Applications), Object-Oriented Programming, and SQL
- Interests include long distance yacht racing, ice hockey, and snowboarding

Matt Garrison
1859 M. Elston 2nd Floor
Chicago, IL 60622

May 2002- Present: Managing Director, Coldwell Banker/Matt Garrison Group

October 2008-Present: Founding Partner, Select Energy Partners, LLC

January 2007-Present: Managing Director, South Street Capital

Awards and Recognition:

- ✓ Frequent real estate expert on CNBC and Bloomberg
- ✓ 2006 #1 Coldwell Banker Agent Internationally out of 132,000 agents with 761 units sold
- ✓ Wall St. Journal Real Trends Top 50 Teams nationally 2005, 2006 and 2007
- ✓ Realtor Magazine 30 under 30
- ✓ Metro Chicago Real Estate 40 under 40

Professional Accomplishments:

- ✓ Purchased over 15 million in multi-family assets since 2007
 - ✓ Generated over 500 million in sales since 2002
 - ✓ Handled commercial acquisitions up to 70 million dollars in value
 - ✓ Managed the marketing over 500 million in residential development projects
 - ✓ Manages a team of 10 agents
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Jan 2001- May 2002: Director of Business Development, TMG Media Group

- ✓ Successfully merged OutboundMedia with TMG Media
- ✓ Built an inventory of over 10,000 3rd party advertising contracts nationwide
- ✓ Integral in raising \$1,000,000 in angel financing and growing company to 2 million in sales

April 2000- Jan 2001: CEO, OutboundMedia Group

- ✓ Raised \$300,000 in angel financing
- ✓ Successfully launched an outdoor advertising product category: Truckside Advertising
- ✓ Generated \$500,000 in year one sales
- ✓ Successfully merged company with a larger competitor

May 1999-April 2000: Director of National Accounts, CH Robsinon Worldwide

- ✓ Successfully integrated national accounts as part of the 300 million acquisition of American Backhaulers
- ✓ Generated new Fortune 500 Relationships including Proctor and Gamble, Toyota and Reynolds Metals
- ✓ Generated over 2 million in annual sales

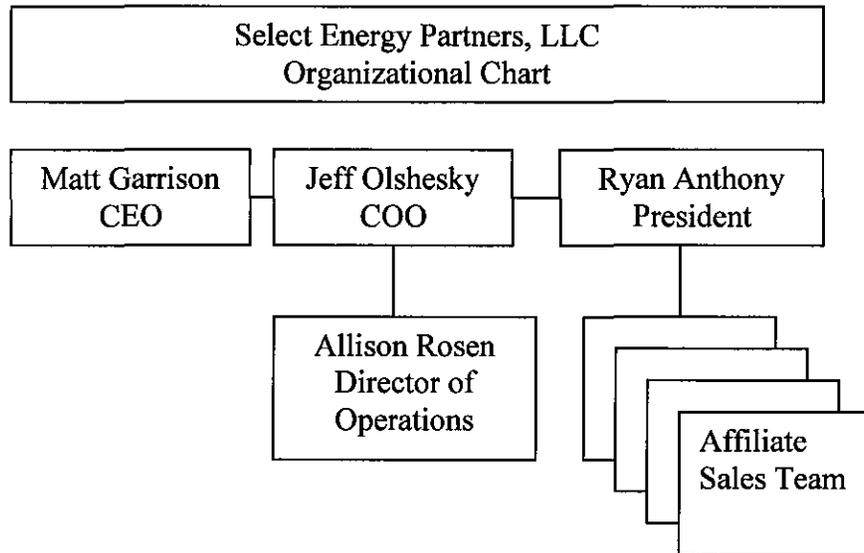
June 1998- Oct 1999: Director of National Accounts, American Backhaulers

- ✓ Generated new accounts including: Fort James Paper, Graphic Packaging, QuebecorWorld Printing, Honda, Sysco, Sara Lee, Keebler and Nabisco
- ✓ Generated over 2 million in annual sales
- ✓ Completed a 2 year sales training program in 3 months

Education: BA English Rhetoric, University of Illinois 1994-1998

- ✓ O'Neill Fellowship Recipient

Attachment A: Managerial Licensing Qualifications



Matt Garrison: Matt is the founder of Matt Garrison Group, an award winning residential real estate sales brokerage. Matt has extensive dealings with brokering residential and commercial real estate transactions since 2003. (see attached resume)

Jeff Olshesky: Jeff managed the operations for a mortgage bank from 2004 until 2008 and oversaw the origination and sale of approximately \$250,000,000 in residential mortgages. (see attached resume).

Ryan Anthony: Ryan served as a Financial Representative for 5 years with Northwestern Mutual Financial Network, a large insurance brokerage. (see attached resume)

Attachment B: Technical Licensing Requirements

Jeff Olshesky: Jeff worked with a solar photovoltaic developer for approximately nine months, beginning in March of 2008. He oversaw all electrical rate analysis and solar panel production modeling. He engaged in thorough research of local electric tariffs for each customer. Since December of 2008, Jeff has also done independent consulting for solar developers and SolarTech, an industry consortium devoted to reducing the cost of solar PV installations. Since April of 2009, Jeff has been the Chief Operating Officer of Select Energy Partners, LLC., a Chicago-based energy brokerage firm. (see attached resume)

Ryan M. Anthony

One South Wacker, Suite 3600
Chicago, IL 60606
ra@selectenergypartners.com
Phone: 312-630-0836

EMPLOYMENT HISTORY:

<i>March 2009 to Present</i>	Schwartz Benefits <u>Insurance and Retirement Advisor</u>	Chicago, IL
<i>August 2008 to Present</i>	Select Energy Partners LLC <u>Founder</u>	Chicago, IL
<i>January 2003 to Present</i>	Ryan Anthony Enterprises LLC <u>President</u>	Chicago, IL
<i>January 2001 to December 2006</i>	Northwestern Mutual Financial Network <u>Financial Representative</u>	Chicago, IL

EDUCATION:

<i>1998</i>	Southern Illinois University <u>Communications</u>	Carbondale, IL
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COMMUNITY INVOLVEMENT:

Primo Center for Women and Children Board Member
Southern Illinois University Athletics Fundraising Committee
Israel Idonije Foundation Member

License or Permit Bond

License or Permit Bond No S-9065708
Washington International Insurance Company
1200 South Arlington Heights Road, Itasca, Illinois 60173

KNOW ALL MEN BY THESE PRESENTS, That we, Select Energy Partners, as Principal, and Washington International Insurance Company, a New Hampshire Corporation, and authorized to do business in Illinois, as Surety, are held and firmly bound unto THE PEOPLE OF THE STATE OF ILLINOIS as Obligee, in the sum of FIVE THOUSAND AND NO/100 Dollars (\$5,000.00), for which sum, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, by these presents.

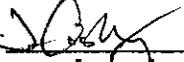
THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That WHEREAS, the Principal has been or is about to be granted a license or permit to do business to operate as an ABC (Agent, Broker, or Consultant) under 220 ILCS 5/16-115C and is required to execute this bond under 83 Illinois Administrative Code Part 454.80 by the Obligee.

NOW, Therefore, if the Principal fully and faithfully perform all duties and obligations of the Principal as an ABC, then this obligation to be void; otherwise to remain in full force and effect.

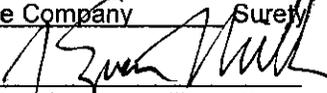
This bond may be terminated as to future acts of the Principal upon thirty (30) days written notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of the aforesaid State of Illinois, by certified mail.

Dated this 21st day of October, 2009

Select Energy Partners Principal

by:  C.O.O.
[name] [title]

Washington International Insurance Company Surety

by: 
J. Spencer Miller, Attorney-in-Fact

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Itasca, Illinois, each does hereby make, constitute and appoint:

J. SPENCER MILLER, MARION F. NARKUS and MARK PHILLIP NAHN

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

TWENTY-FIVE MILLION (\$25,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 24th of March, 2000:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature] Steven P. Anderson, President & Chief Executive Officer of Washington International Insurance Company & Senior Vice President of North American Specialty Insurance Company



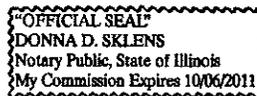
By [Signature] David M. Layman, Senior Vice President of Washington International Insurance Company & Vice President of North American Specialty Insurance Company

IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 30th day of September, 2008.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Du Page ss:

On this 30th day of September, 2008, before me, a Notary Public personally appeared Steven P. Anderson, President and CEO of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Senior Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



[Signature] Donna D. Sklens, Notary Public

I, James A. Carpenter, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 21st day of October, 2009.

[Signature] James A. Carpenter

James A. Carpenter, Vice President & Assistant Secretary of Washington International Insurance Company & North American Specialty Insurance Company