

EXHIBITS

Delaware

EXHIBIT
7A

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "GREAT LAKES ENERGY LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2009, AT 6:25 O'CLOCK P.M.

4690496 8100

090515045

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7318626

DATE: 05-22-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:33 PM 05/21/2009
FILED 06:25 PM 05/21/2009
SRV 090515045 - 4690496 FILE

CERTIFICATE OF FORMATION

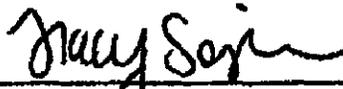
OF

GREAT LAKES ENERGY LLC

The undersigned, for the purpose of forming a limited liability company pursuant to Section 18-201 of the Delaware Limited Liability Company Act, does hereby certify:

1. **Name.** The name of the limited liability company is Great Lakes Energy LLC.
2. **Registered Office and Registered Agent.** The registered office of the limited liability company shall be Capitol Services, Inc., 615 South DuPont Highway Dover, DE 19901. The name of the registered agent at that address is Capitol Services, Inc.

IN WITNESS WHEREOF, the undersigned, being an authorized person of the limited liability company has caused this Certificate to be executed as of the 21st day of May 2009.



Tracy Sojka

EXHIBIT
7A

Form **LLC-45.5**

November 2008

Secretary of State Jason White
Department of Business Services
Limited Liability Division
601 S. Second St., Rm. 351
Springfield, IL 62758
217-624-8008
www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order payable to Secretary of State.

Illinois
Limited Liability Company Act
Application for Admission
to Transact Business

FILE #

This space for use by Secretary of State.

SECRET/DUPLICATE
Must be typewritten.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved:

- Limited Liability Company Name: Great Lakes Energy LLC
Must comply with Section 1-10 of ILCA or item 2 below also applies.
- Assumed Name: _____
By electing this Assumed Name, the Limited Liability Company hereby agrees not to use its Company Name in the transaction of business in Illinois. Form LLC-120 is attached.
- Jurisdiction of Organization: Delaware
- Date of Organization: May 21, 2009
- Period of Duration: Perpetual
- Address, including County, of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
5420 LBJ Frwy, Suite 1355
Number Street Suite #
Dallas TX 75240
City State ZIP Code County
- Registered Agent: Capitol Corporate Services, Inc.
First Name Middle Name Last Name
Registered Office: 118 W Edwards St Ste 200
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Springfield Sangamon County Illinois 62704
City County ZIP Code
- If applicable, Date on which Company first conducted business in Illinois: Upon Acceptance

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: (Include Business Code # from IRS Form 1085.)

Energy procurement and management in deregulated markets.

10. The Limited Liability Company: (check one)

is managed by a manager or managers (List names and business addresses.)

GSE Consulting Holdco NYC LLC

has management vested in the member or members (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.
12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 90 days, by the officer of the state or country wherein the LLC is formed.
13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.
14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated August 14th, 2009 _____
Month & Day Year

Justin C. Helms
Signature (Must comply with Section 5-45 of ILCOA.)

Justin C. Helms , Authorized Officer
Name and Title (type or print)

If applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC. Please refer to Sections 178.20 of the Administrative Rules.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 18, 2009

0285471-6

CAPITOL CORPORATE SERVICES INC
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704-0000

RE GREAT LAKES ENERGY LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS
IN THE STATE OF ILLINOIS.
ENCLOSED PLEASE FIND THE APPROVED APPLICATION OF ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT
PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR.
FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION.
A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT
THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE ON OUR CONTINUOUSLY UPDATED WEBSITE
AT WWW.CYBERDRIVEILLINOIS.COM. YOU MAY CHECK THE STATUS OF THIS
COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE
ANNUAL REPORT REFERRED TO IN THE PREVIOUS PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**
 November 2008
 Secretary of State Jesse White
 Department of Business Services
 Limited Liability Division
 501 S. Second St., Rm. 451
 Springfield, IL 62769
 217-824-8008
 www.cyberdriveillinois.com

Illinois
 Limited Liability Company Act
 Application for Admission
 to Transact Business

0285471-6

FILE #
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SECRET
 Must be typewritten.

This space for use by Secretary of State.

FILED

AUG 18 2009

JESSE WHITE
 SECRETARY OF STATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois O.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500
 Penalty: \$
 Approved: *LB*

1. Limited Liability Company Name: Great Lakes Energy LLC
Must comply with Section 1-10 of LLC Act or item 2 below also applies.
2. Assumed Name:
By electing this Assumed Name, the Limited Liability Company hereby agrees not to use its Company Name in the transaction of business in Illinois. Form LLC-180 is attached.
3. Jurisdiction of Organization: Delaware
4. Date of Organization: May 21, 2009
5. Period of Duration: Perpetual
6. Address, including County, of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
5420 LBJ Frwy, Suite 1355

Number	Street	Suite #
<u>Dallas</u>	<u>TX 75240</u>	
City	State ZIP Code	County
7. Registered Agent: Capitol Corporate Services, Inc.

First Name	Middle Name	Last Name
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 Registered Office: 118 W Edwards St Ste 200
 (P.O. Box alone or c/o is unacceptable.)

Number	Street	Suite #
<u>Springfield</u>	<u>Sangamon County Illinois</u>	<u>62704</u>
City	County	ZIP Code
8. If applicable, Date on which Company first conducted business in Illinois: Upon Acceptance

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: (Include Business Code # from IRS Form 1065.)

Energy procurement and management in deregulated markets.

10. The Limited Liability Company; (check one)

is managed by a manager or managers (List names and business addresses.)

GSE Consulting Holdco NYC LLC
5420 LBJ Frwy, Suite 1355
Dallas, TX 75240

has management vested in the member or members (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-60 of the Illinois Limited Liability Company Act.
12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 90 days, by the officer of the state or country wherein the LLC is formed.
13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.
14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated August 14th, 2009

Justin C Helms
Signature (Must comply with Section 8-45 of ILCS)

Justin C. Helms Manager
Name and Title (Type or print)

GSE Consulting Holdco NYC LLC

If applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC. Please refer to Sections 175.00 of the Administrative Rules.

Summary of Experience

Experience:

Jason Helms, Managing Partner

Jason began his career conducting real estate portfolio evaluations for CRC Risk Management (a Bass Subsidiary) in Fort Worth, TX. In 1994, he started Carlton Development developing residential real estate projects and from 1998 to 2001 traded commodities on the Diesel Desk at ICC Energy, in Dallas.

In 2001, Jason was a founding member of Gulf States Energy. Gulf States Energy has grown to include multiple active investments in the Power Sector. These investments include GSE Consulting, LP, the leading national company in the brokerage and negotiation of retail load to retail electric providers; the trading of physical wholesale power in the ERCOT & PJM markets, power plant development and a passive investment in a retail electric provider.

In addition, Jason serves as President of GSWEF, LP, with a \$65mln Fortis backed credit facility that transacts between investment grade counterparties and GSWEPII, LP, which is a \$30mln private equity facility purchasing wholesale power and reselling to retail power providers.

Jason has a BBA General Business from Southern Methodist University

Justin Helms, Managing Partner

Justin began his career in commercial real estate as a developer for JPI and then First Worthing, both in Dallas, TX, evaluating and developing projects across the U.S.

In 2001, Justin was a founding member of Gulf States Energy. Gulf States Energy has grown to include multiple active investments in the Power Sector. These investments include GSE Consulting, LP, the leading national company in the brokerage and negotiation of retail load to retail electric providers; the trading of physical wholesale power in the ERCOT & PJM markets, power plant development and a passive investment in a retail electric provider.

In addition, Justin serves as Vice President GSWEF, LP, with a \$65mln Fortis backed credit facility that transacts between investment grade counter parties and GSWEPII, LP, which is a

\$30mln private equity facility purchasing wholesale power and reselling to retail power providers.

Justin has a BBA Finance/ Real Estate Finance from Southern Methodist University and a an MBA Finance/ Real Estate Finance from the University of Illinois.

Jeremiah Collins, Managing Partner

Jeremiah has been in the Energy business since 1998. He has worked for Coastal Power as a domestic Market Analyst, Hart Energy as Manager in their International Power Development Group where was a member of team that purchased EG Haina, the largest Utility in the Dominican Republic as well as a member of the development team for EG Haina Sultana a 150 MW power plant. Following Hart Energy Jeremiah was a Manager of El Paso Production's Planning, Acquisition, Hedges, Sales and Audit Group. Jeremiah is currently a partner with Glenwood Energy Partners, Ltd ("Glenwood").

Glenwood has active investments in GSWEP II, a wholesale power marketer; GSE Consulting, LP, Air Liquid Advisors a consultant/ broker offering NOx, SO2, and Carbon Credits to utilities, banks, hedge funds, and clients with varying needs; Modoc Power, a 30 MW biomass development project in Canby, CA. Jeremiah holds a BA from Loyola University and is a former Chapter President of the Loyola Alumni Association. He is a member of the Chairman's Council of Conservation International.

Byron Biggs, Managing Partner

Byron holds more than 16 years of trading and marketing experience of which 14 years have been in the power sector. Most recently, Mr. Biggs managed the Western Power Trading group for BP Energy Company in Houston, Texas. Prior to that Mr. Biggs managed the Western Trading operation for PG&E National Energy Group in Bethesda, Maryland and San Francisco, California. Mr. Biggs is a founding partner of Glenwood Energy Partners, Ltd. ("Glenwood"). Glenwood is an energy investment partnership that focuses on electricity trading, structured energy transactions, carbon and emissions brokering and project development.

Currently, Glenwood has active investments in multiple wholesale energy funds; GSE Consulting, LP, the leading national broker of commercial and industrial electricity; Air and Liquid Advisors, a leading institutional broker in the Carbon emissions, NOX, So2 and Renewable Energy Credit markets. Clients include major banks, utilities, industrial clients and hedge funds. Glenwood is a partner in Modoc Power; a 30 MW renewable power development project in California. Byron holds a BBA from Texas Christian University.

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