



Attachment 1

Usource LLC Illinois License Application

Thomas F. Withka

Managing Director

Thomas Withka graduated with a Bachelor of Science degree from Villanova University and a Masters of Business degree from Rutgers University. He has more than 30 years of experience in the electricity and natural gas industries. He has extensive experience in natural gas supply and interstate transportation, natural gas distribution and control, regulatory activities at the state and federal level and natural gas and electricity commodity marketing programs for industrial, commercial, institutional and governmental accounts. In addition, Mr. Withka has more that 20 years experience as an executive directing and managing natural gas and electricity marketing business units.

Mr. Withka, as President of Energy Marketing Exchange, established the first natural gas direct marketing operations in New Jersey in 1984. This company became part of KCS Energy Marketing and Mr. Withka, as President, directed an industrial marketing program encompassing fourteen states and 600 clients. In 1996 Mr. Withka established KCS Power Marketing with initial participation in New England power markets. Mr. Withka joined Usource in 2005 and as Managing Director is responsible for all procurement and consulting services.

Managerial and Technical requirement is met by Mr. Withka as a result of his extensive experience in the deregulated electricity industry dating back to 1996.

William “Bill” Kibler, C.E.M.

Director of Business Development

Bill is a “Certified Energy Manager” (CEM) having over 36 years of experience in the energy industry. In his 20 plus years with NYSEG, Bill directed the Commercial & Industrial group in Western New York. He developed the “Key Account” Program for the New York Power Authority and was the liaison between the Power Authority and New York’s largest industrial customers including General Motors, Alcoa Aluminum, General Mills, IBM and Corning Glass.

Bill is a founding member of Usource. At Usource, Bill has been instrumental in developing new business opportunities, acquiring new commercial, industrial and institutional clients and in developing the company’s first key account/client management program.

As a Certified Energy Manager, Bill provides limited energy efficiency/conservation services for key Usource clients. Honored by the Association of Energy Engineers in 2007 by being included in its’ “Legends in Energy” and listed in the 2007 – 2008 edition of the Who’s Who

U>SOURCE

in the energy industry. Bill sits on the Advisory Board for the Electrical Engineering Department at Alfred University.

Managerial and Technical requirement is met by Mr. Kibler as a result of his extensive experience in the deregulated electricity industry.

David Leidy – 30 years deregulated energy experience

Shannon Dawson – 13 years deregulated energy experience

Thomas Dyer – 10 years deregulated energy experience

Colin Reilly – 1 year deregulated energy experience



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 29, 2010

0292762-4

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE USOURCE, 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 FOR 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 AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

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

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(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. 351
Springfield, IL 62756
217-524-8008
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

SUBMIT ORIGINAL

Must be typewritten.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$ 2

Approved: *[Signature]*

FILE #

0092762-4

This space for use by Secretary of State.

FILED

JAN 29 2010

JESSE WHITE
SECRETARY OF STATE

- Limited Liability Company Name: USOURCE, LLC
Must comply with Section 1-10 of ILLCA 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: MARCH 31, 2000
- 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.)
6 LIBERTY LANE WEST
Number Street Suite #
HAMPTON, NH 03842 ROCKINGHAM COUNTY
City/State ZIP Code County
- Registered Agent: Illinois Corporation Service Company
First Name Middle Name Last Name
Registered Office: 801 Adlai Stevenson Drive
(P.O. Box alone or c/o is unacceptable.)
Number Street Suite #
Springfield (Sangamon County) Illinois 62703
City County ZIP Code
- If applicable, Date on which Company first conducted business in Illinois: N/A

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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.)

USOURCE WILL PROVIDE ELECTRICITY AND NATURAL GAS PROCUREMENT SERVICES TO INDUSTRIAL

AND COMMERCIAL CLIENTS IN ILLINOIS.

IRS FORM 1065 BUSINESS CODE = 541990

10. The Limited Liability Company: (check one)

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

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

Sole Member:

Usource, Inc.

6 Liberty Lane West, Hampton, NH 03842

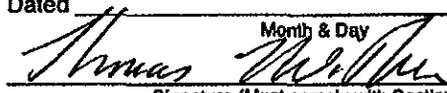
Thomas Withka, Managing Director, Usource, LLC

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 60 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 January 28, 2010

Month & Day

Year



Signature (Must comply with Section 5-45 of ILLCA.)

Thomas Withka, Managing Director

Name and Title (type or print)

Usource, 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 178.20 of the Administrative Rules.

WASHINGTON INTERNATIONAL INSURANCE COMPANY

LICENSE OR PERMIT BOND

Bond No. S-9070499

KNOW ALL BY THESE PRESENTS, that we, Usource, Inc. as Principal, and **Washington International Insurance Company**, a New Hampshire corporation are held and firmly bound unto The People of the State of Illinois as Obligee, in the penal sum of **Five Thousand 00/100** Dollars (**\$5,000.00**), good and lawful money of the United States, for payment of which well and truly to be made, we bind ourselves, and 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.

Signed, sealed and dated this 9th day of February, 2010.

Usource, Inc.
(Principal)

By: Geary E. Long, Jr. (seal)

Washington International Insurance Company
(Surety)

By: Anne M. Higginbottom (seal)
Anne M. Higginbottom, 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:

WILLIAM L. LABBE, JOHN J. FEITELBERG, CATHERINE H. LAWRENCE, ANNE M. HIGGINBOTTOM and BARRY J. HORGAN

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 9th day of February, 2010.

[Signature] James A. Carpenter

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