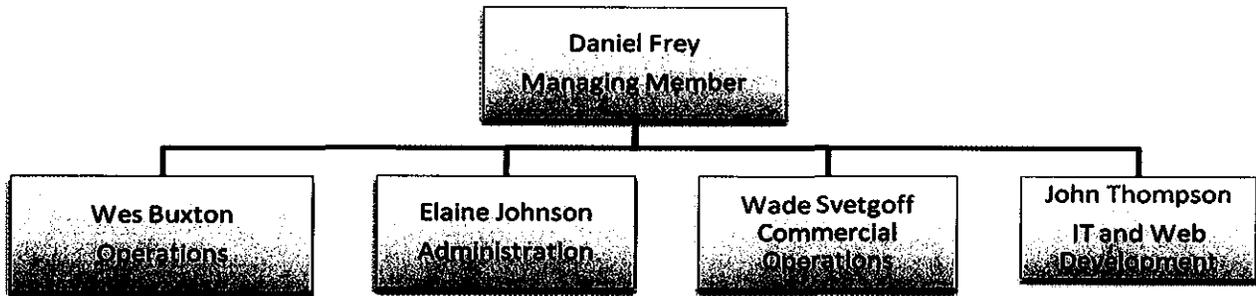
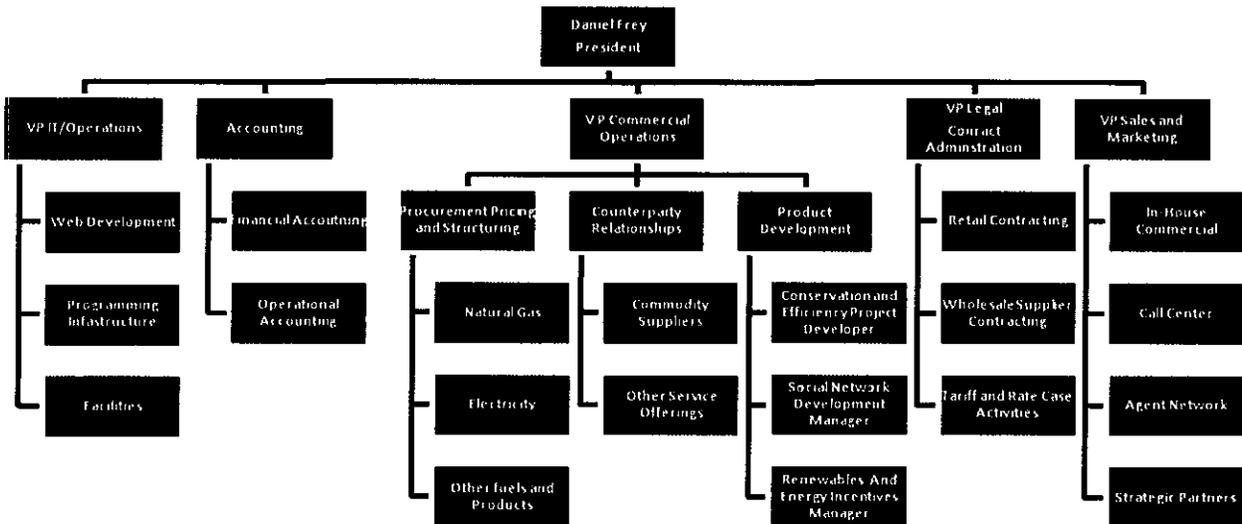


Attachment 1: Managerial Licensing Qualifications- Exhibit containing a corporate organizational chart and persons who are being used to meet the requirements of 464.60 and 464.70

Rely Energy, LLC – Current Employee Org. Chart



Functional Org. Chart – Fully Staffed



Attachment 2: Exhibit containing occupational background information on the person or persons who are being used to meet the requirements of Part 464.60 and 464.70

Daniel M. Frey – Managing Member of Rely Energy, LLC

Mr. Frey has more than twenty five years of energy marketing and trading business experience. Prior to founding Rely Energy, Frey was Executive Vice President of Market Development for Seminole Energy Services, LLC. Prior to Seminole, Frey held executive positions with El Paso Energy and Samson Resources Company, a large independent producer. Frey has managed natural gas marketing and trading operations with a consistent track record of performance, growth, and customer service. During a five year period starting in 2002, Frey was also a senior executive and managing member for Seminole's Retail Electric Provider in Texas. Through this process, Frey gained significant knowledge and experience in retail and wholesale electricity markets. Throughout the past 25 years, Frey has gained broad energy experience working with large and small energy clients to implement successful strategies for effectively managing and procuring energy. Frey has testified in front of FERC and state regulatory commissions in Nebraska, Kansas, Oklahoma, and Arkansas. Frey is a former CPA and received his MBA from Oklahoma State University.

Charles W. Buxton (Wes) – VP Operations - CIO

Mr. Buxton has 20 years of technical and business experience, including 11 years in the natural gas and electricity industry. Prior to Rely Energy, Buxton as CIO at Seminole Energy Services, directed all aspects of information technology to take a \$1 billion company operating on spreadsheets to a \$4.5 billion company operating on state-of-the-art technology within five years. Buxton was directly involved in building and maintaining wholesale and retail natural gas and electricity trading, scheduling, accounting and risk management systems. Prior to joining Seminole, Buxton started and managed a successful consulting company that maintained multiple clients in Texas and Oklahoma. He has worked with reputable companies such as Deloitte and Touche, TV Guide, The Williams Companies and SolArc creating and presenting training programs, developing project methodologies, mentoring software engineers, and building large-scale business systems. Buxton has built a reputation for providing quality services; formulating business strategies and delivering exceptional technical solutions that create efficiencies and reduce operating costs. Buxton received his BS in Business Administration from Oklahoma State University.

John G. Thompson – Application Development Manager

Mr. Thompson has more than twenty five years of experience in enterprise information technology and commercial software product development. Through his career, he has served as Director of Product Development for TV Guide Prevue Networks, Manager of Application Development for Waterfield Technologies, Enterprise Solutions Architect for Cherokee Nation Entertainment, as well as other technology leadership roles. Mr. Thompson has significant experience producing software to enhance business strategy. In particular, he has specialized in highly secure online solutions as well as widely

distributed networks integrating multiple partners. Mr. Thompson is named on several U.S. patents, has a BS in Computer Science, and has an MBA from Oklahoma State University.

Wade Svetgoff – Energy Specialist/Associate

Mr. Svetgoff has five years of experience in the Energy Industry which includes performing energy audits in three states as well as conducting graduate studies on the future of biomass in our energy economy. He has worked for the Oklahoma State University Industrial Assessment Center and worked on a multi-million dollar grant to determine the economic feasibility of using switchgrass as a viable biomass for ethanol. Additionally, Svetgoff has worked in various administrative capacities with Oklahoma Gas and Electric (OG&E). Mr. Svetgoff has a BS in Industrial Engineering and a MS in Agricultural Economics from Oklahoma State University.

Elaine Johnson- Administration/Associate

Ms. Johnson obtained a BS in International Business and Language from the University of Tulsa and is a May, 2010 graduate. Johnson has studied overseas, and worked for the Community Service Council of Tulsa.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 15, 2010

0298870-4

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

RE RELY 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 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 black ink 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**
October 2009

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62758
217-524-8008
www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, 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 IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: 17

0298870-4

FILE #

This space for use by Secretary of State.

FILED

JUN 15 2010

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Rely Energy, LLC
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-120 is attached.
3. Jurisdiction of Organization: Oklahoma
4. Date of Organization: January 19, 2010
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.)
2448 East 81st Street, Suite 950
Number Street Suite #
Tulsa, Oklahoma 74137 Tulsa
City/State ZIP Code County
7. 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.)
Springfield Sangamon Illinois 62704
City County State ZIP Code
8. If applicable, Date on which Company first conducted business in Illinois: N/A

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois:

Perform energy management and procurement services

10. The Limited Liability Company: (check one)

is managed by the manager(s) (List names and business addresses.)

Daniel M. Frey, 2448 E. 81st Street, Suite 950, Tulsa, OK 74137

has management vested in the members(s) (List names and business addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under 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, duly authenticated within the last 60 days, by the officer of the state or county wherein the LLC is formed.

13. 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: June 11 2010
Month Day Year
[Signature]
Signature (Print name of LLC if LLC is signing)
Daniel M. Frey, manager
Name and Title (type or print)
Rely Energy, LLC
If applicant is signing for a Company or other Entity, state Name of Company and indicate whether he is a member or manager of the LLC.

License or Permit Bond

Bond No. 38BSBFT6428

KNOW ALL MEN BY THESE PRESENTS, That we,
Rely Energy, LLC

as Principal, and Hartford Fire Insurance Company,
a Connecticut 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.

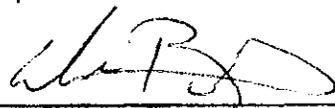
This bond may be terminated as to future acts of the Principal upon thirty (30) days written notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of the aforesaid State of Illinois, by certified mail.

Dated this 18th day of June, 2010

Rely Energy, LLC

Principal

By:


Wes Burton, VP Ops & CIO

Hartford Fire Insurance Company

Surety

By:


Tonja L Bentz Attorney-in-Fact

POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD
BOND, T-4
P.O. BOX 2103, 690 ASYLUM AVENUE
HARTFORD, CONNECTICUT 06115
call: 888-266-3488 or fax: 860-757-5835
Agency Code: 38 381880

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED** :
BEN F. LEWIS, TONJA BENTZ OF TULSA, OKLAHOMA

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by , and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004, the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Scott Sadowsky

Scott Sadowsky, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Assistant Vice President

STATE OF CONNECTICUT }
COUNTY OF HARTFORD } ss. Hartford

On this 3rd day of March, 2008, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

Scott E. Paseka

Scott E. Paseka
Notary Public
My Commission Expires October 31, 2012

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of June 18, 2010
Signed and sealed at the City of Hartford.



Gary W. Stumper

Gary W. Stumper, Assistant Vice President